

GSI GROUP INC  
Form 8-K  
November 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

November 9, 2009

**GSI GROUP INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
**125 Middlesex Turnpike,**

(IRS Employer  
Identification No.)

**Bedford, Massachusetts 01730**

(Address of Principal Executive Offices)

(Zip Code)

**Registrant's telephone number, including area code: (781) 266-5700**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.\***

On November 9, 2009, GSI Group Inc. (the Company ) received a requisition notice (the Requisition Notice ) from Stephen Bershada, pursuant to Section 96 of the Business Corporations Act (New Brunswick) (the Act ), requesting the Company s board of directors (the Board ) to call a special meeting of the shareholders for the purpose of electing directors. Pursuant to Section 96 of the Act and the Company s By-laws, holders of not less than ten percent of the issued shares of the Company that carry the right to vote at a meeting of the shareholders may requisition the directors to call a special meeting for the purposes stated in the requisition. Mr. Bershada has represented that he is the holder of greater than ten percent of the Company s issued shares.

The Board is currently considering Mr. Bershada s request and intends to comply as required by the Act and the Company s By-laws regarding the Requisition Notice.

\* This Current Report on Form 8-K shall be deemed furnished by the Company, and not filed, for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

**GSI Group Inc.**

By: /s/ **SERGIO EDELSTEIN**  
**Sergio Edelstein**

**President and Chief Executive Officer**

Date: November 12, 2009