

BEDFORD OAK PARTNERS LP  
Form SC 13G/A  
October 18, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

GSE Systems, Inc.  
-----  
(Name of Issuer)

Common Stock, No Par Value  
-----  
(Title of Class of Securities)

36227K106  
-----  
(CUSIP Number)

October 12, 2005  
-----  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bedford Oak Partners, L.P. 06-1504646

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

-----

6 SHARED VOTING POWER

199,999 (see Item 4)

-----

7 SOLE DISPOSITIVE POWER

0

-----

8 SHARED DISPOSITIVE POWER

199,999 (see Item 4)

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

199,999 (see Item 4)

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.22% (see Item 4)

-----

12 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Bedford Oak Advisors, LLC 13-4007124

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]  
-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----  
5 SOLE VOTING POWER  
  
0  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6 SHARED VOTING POWER  
199,999 (see Item 4)  
-----  
7 SOLE DISPOSITIVE POWER  
  
0  
-----  
8 SHARED DISPOSITIVE POWER  
  
199,999 (see Item 4)  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
199,999 (see Item 4)  
-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
[ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
2.22% (see Item 4)  
-----  
12 TYPE OF REPORTING PERSON\*  
  
OO  
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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Harvey P. Eisen  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]  
-----  
3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER
	0
	6 SHARED VOTING POWER
	199,999 (see Item 4)
	7 SOLE DISPOSITIVE POWER
	0
	8 SHARED DISPOSITIVE POWER
	199,999 (see Item 4)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	199,999 (see Item 4)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	[ ]
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.22% (see Item 4)
12 TYPE OF REPORTING PERSON*	
	IN

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Item 1(a) Name of Issuer:

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GSE Systems, Inc. ("the Company")

Item 1(b) Address of Issuer's Principal Executive Offices:

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9189 Red Branch Road  
Columbia, Maryland 21045

Items 2(a)  
and 2(b)

Name of Person Filing and Business Office:

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This statement is filed by: (i) Bedford Oak Partners, L.P. ("BOP"); (ii) Bedford Oak Advisors, LLC ("Investment Manager") in its capacity as the investment manager of BOP; and (iii) Harvey P. Eisen, in his capacity as managing member of the

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Investment Manager. The principal business address of each reporting person is 100 South Bedford Road, Mt. Kisco, New York 10549.

Item 2(c) Citizenship:

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BOP is a Delaware limited partnership.  
The Investment Manager is a Delaware limited liability company.  
Mr. Eisen is a United States citizen.

Item 2(d) Title of Class of Securities:

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Common Stock, no par value ("Common Stock")

Item 2(e) CUSIP Number:

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36227K106

Item 3 Not Applicable

Item 4 Ownership:

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The percentages used herein are calculated based upon 8,999,706 shares of Common Stock issued and outstanding as of May 2, 2005, as disclosed by the Company in its quarterly report filed on Form 10-Q for the period ending March 31, 2005.

As of the close of business on October 12, 2005:

1. Bedford Oak Partners, L.P.

(a) Amount beneficially owned: -199,999-

(b) Percent of class: 2.22%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -199,999-

(iii) Sole power to dispose or direct the disposition: -0-

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(iv) Shared power to dispose or direct the disposition: -199,999-

2. Bedford Oak Advisors, LLC

(a) Amount beneficially owned: -199,999-

(b) Percent of class: 2.22%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -199,999-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: -199,999-

3. Harvey P. Eisen

(a) Amount beneficially owned: -199,999-

(b) Percent of class: 2.22%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -199,999-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: -199,999-

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The Investment Manager controls 199,999 shares of Common Stock in its capacity as the investment manager of Bedford Oak Partners, L.P., which owns 199,999 shares of Common Stock. Harvey P. Eisen controls 199,999 shares of Common Stock in his capacity as the managing member of the Investment Manager.

Item 5 Ownership of Five Percent or Less of a Class:  
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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [X]

Item 6 Ownership of More than Five Percent on Behalf of Another Person:  
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Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which  
-----  
Acquired the Security Being Reported on By the Parent Holding  
-----  
Company:  
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Not Applicable.

Item 8 Identification and Classification of Members of the Group:  
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Not Applicable.

Item 9 Notice of Dissolution of Group:  
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Not Applicable.

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Item 10 Certification:  
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By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE  
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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 17, 2005

BEDFORD OAK PARTNERS, L.P.

By: Bedford Oak Management, LLC, its General Partner

By: /s/ Harvey P. Eisen  
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Name: Harvey P. Eisen  
Title: Chairman and Managing Member

BEDFORD OAK ADVISORS, LLC

By: /s/ Harvey P. Eisen  
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Name: Harvey P. Eisen  
Title: Chairman and Managing Member

HARVEY P. EISEN

/s/ Harvey P. Eisen  
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