

GSI GROUP INC  
Form 8-K  
February 19, 2010

**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):**

**February 19, 2010**

**GSI GROUP INC.**

(Exact name of registrant as specified in its charter)

**New Brunswick, Canada**  
(State or other jurisdiction

of incorporation)

**000-25705**  
(Commission File Number)

**98-0110412**  
(IRS Employer

Identification No.)

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125 Middlesex Turnpike,

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 2.02. Results of Operations and Financial Condition.**

The press release issued by GSI Group Inc. (the Company ) on February 19, 2010, announcing, among other matters, select financial information with respect to the fourth fiscal quarter of fiscal year 2009 and the hearing scheduled for March 12, 2010 in United States Bankruptcy Court for the District of Delaware to consider approval of the Company s restructuring plan, is attached hereto as Exhibit 99.1. The information contained therein shall be deemed furnished by the Company, and not filed, for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**Item 7.01. Regulation FD Disclosure.**

The press release issued by the Company on February 19, 2010, announcing, among other matters, select financial information with respect to the fourth fiscal quarter of fiscal year 2009 and the hearing scheduled for March 12, 2010 in United States Bankruptcy Court for the District of Delaware to consider approval of the Company s restructuring plan, is attached hereto as Exhibit 99.1. The information contained therein shall be deemed furnished by the Company, and not filed, for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated February 19, 2010.

**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: February 19, 2010

**EXHIBIT INDEX**

99.1 Press Release dated February 19, 2010.