

GSI GROUP INC  
Form 8-K  
February 07, 2013

**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 1, 2013

**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)

(IRS Employer  
Identification No.)

**125 Middlesex Turnpike**

**Bedford, Massachusetts**  
(Address of principal executive offices)

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

**01730**  
(Zip Code)

N/A

(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 1.01. Entry into a Material Definitive Agreement**

On February 1, 2013, GSI Group Inc. (the Company) and the Company's wholly owned subsidiaries, GSI Group Corporation, as Borrower, and NDS Surgical Imaging, LLC, as New Borrower, entered into a joinder and amendment agreement (the Joinder and Amendment Agreement) to the Amended and Restated Credit Agreement, dated December 27, 2012, by and among GSI Group Corporation, GSI Group Inc., Bank of America, N.A., as Administrative Agent, Swing Line Lender, L/C Issuer and lender, Silicon Valley Bank, as Syndication Agent and lender, HSBC Bank USA, N.A. as Documentation Agent and lender, and JPMorgan Chase Bank, N.A., TD Bank, N.A., and Brown Brothers Harriman & Co., each as lenders (the Amended and Restated Credit Agreement).

The Joinder and Amendment Agreement joins NDS Surgical Imaging, LLC as a co-Borrower under the Amended and Restated Credit Agreement, amends certain other provisions of the Amended and Restated Credit Agreement to reflect such change and expands certain existing exceptions to the negative covenants related to debt and investments.

This description of the Joinder and Amendment Agreement is qualified in its entirety by reference to the full text of the Joinder and Amendment Agreement, a copy of which is filed with this Current Report on Form 8-K (this Current Report) as Exhibit 10.1 and is incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth in Item 1.01 in connection with the Joinder and Amendment Agreement is incorporated in this Item 2.03 by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

<b>Exhibit #</b>	<b>Description</b>
10.1	Joinder and Amendment Agreement, dated as of February 1, 2013, by and among GSI Group Corporation, NDS Surgical Imaging, LLC, GSI Group Inc., Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other lenders party thereto.

**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 hereunto duly authorized.

GSI Group Inc.  
(Registrant)

Date: February 7, 2013

By: /s/ Robert J. Buckley  
Robert J. Buckley  
Chief Financial Officer