

GSI GROUP INC  
Form 10-Q/A  
November 14, 2005

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

**Form 10-Q/A**  
Amendment No. 1

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2005

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Commission File No. 000-25705

**GSI Group Inc.**

(Exact name of registrant as specified in its charter)

New Brunswick, Canada  
(State or other jurisdiction of incorporation or organization)

98-0110412  
(I.R.S. Employer Identification No.)

39 Manning Road  
Billerica, MA  
(Address of principal executive offices)

01821  
(Zip Code)

(978) 439-5511

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by a check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As at October 31, 2005, there were 41,614,421 of the Registrant's common shares, no par value, issued and outstanding.

**EXPLANATORY NOTE**

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, we are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (the Form 10-Q ) to amend the last paragraph of the cover page of the Form 10-Q with respect to the number of common shares, no par value, issued and outstanding as of October 31, 2005, as the number of shares issued and outstanding was inadvertently truncated.

This Amendment No. 1 on Form 10Q/A does not change the previously reported financial statements and other financial disclosures included in the Form 10-Q.

**PART II OTHER INFORMATION**

**Item 6 (a). Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 31.1                      | Chief Executive Officer Certification pursuant to Rules 13a- 14(a) and 15d- 14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2                      | Chief Financial Officer Certification pursuant to Rule 13a- 14(a) and 15d- 14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant, GSI Group Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GSI GROUP INC. (Registrant)**

| <b>Name</b>   | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| <hr/> <i>/s/ CHARLES D. WINSTON</i> <hr/> <b>Charles D. Winston</b> | President and Chief Executive Officer<br>(Principal Executive Officer)                                 | November 14, 2005 |
| <hr/> <i>/s/ THOMAS R. SWAIN</i> <hr/> <b>Thomas R. Swain</b>       | Vice President, Finance and Chief<br>Financial Officer (Principal Financial and<br>Accounting Officer) | November 14, 2005 |

**EXHIBIT INDEX**

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