

GSI GROUP INC  
Form 8-K  
June 30, 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):**

**June 30, 2009**

**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)

**125 Middlesex Turnpike,**

**98-0110412**  
(IRS Employer

Identification No.)

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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.**

The press release issued by GSI Group Inc. (the Company ) on June 30, 2009, announcing that it has reached agreement on a non-binding term sheet with certain beneficial owners holding greater than 75% of the outstanding aggregate principal amount of its 11% Senior Notes (the Notes ) to restructure the Company s outstanding obligations under the Notes, is filed herewith as Exhibit 99.1 and the information contained therein, including the term sheet attached thereto, 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 June 30, 2009.

**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: June 30, 2009

**EXHIBIT INDEX**

99.1 Press Release dated June 30, 2009.