

Edgar Filing: CGI GROUP INC - Form 6-K

CGI GROUP INC  
Form 6-K  
December 20, 2001

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934

DECEMBER 20, 2001  
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CGI GROUP INC.  
(Exact name of registrant as specified in its charter)  
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1130 SHERBROOKE STREET WEST, 5TH FLOOR  
QUEBEC, CANADA  
(Address of principal executive offices)  
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(Indicate by check mark whether the registrant  
files or will file annual reports under cover of Form  
20-F or Form 40-F.)

Form 20-F                      Form 40-F                      x  
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(Indicate by check mark whether the registrant by  
furnishing the information contained in this Form is  
also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the  
Securities Exchange Act of 1934.)

Yes                      No                      x  
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If "Yes" is marked, indicate below the file number  
assigned to the registrant in connection with Rule  
12g3-2(b): N/A  
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SIGNATURE

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, thereunto duly authorized.

Dated: December 20, 2001

CGI Group Inc.

By: /s/ Paule Dore

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Name: Paule Dore  
Title: Executive Vice-President,  
Chief Corporate Officer  
and Secretary

On December 20, 2001, CGI Group Inc. (the "Company") announced that it completed the offering, through an underwriting syndicate, of 11,110,000 Class A Subordinate Shares of the Company (the "Shares") at a price of CDN\$11.25 per Share, for gross proceeds of approximately CDN\$125,000,000.

The Shares sold were not and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons or otherwise distributed in the United States, except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

This filing does not constitute an offer to sell or a solicitation of an offer to buy any Shares, and is made pursuant to and in accordance with Rule 135c under the Securities Act.

The net proceeds of the offering will be used to repay indebtedness and the balance will be added to CGI's general funds and be used to finance its development activities, including the funding of large outsourcing contracts and acquisitions, and for other general corporate purposes