

GSI GROUP INC  
Form 8-K  
March 15, 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):**

**March 12, 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)**

**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**

GSI Group Inc. (the Company ) issued a press release on March 12, 2010, announcing that it has reached an agreement in principle with certain beneficial owners holding more than 88% of the outstanding aggregate principal amount of the Company s 11% Senior Notes due 2013 and representing more than 70% of all noteholders, as to modifications of the Plan Support Agreement that the Company entered into on November 19, 2009, and certain terms of the Company s (and certain of its subsidiaries ) Joint Plan of Reorganization, as filed with the U.S. Bankruptcy Court in Wilmington, Delaware, on November 20, 2009, and modified on January 8, 2010. The press release is filed herewith as Exhibit 99.1 and 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:

| <b>Exhibit No.</b> | <b>Description</b>                  |
|--------------------|-------------------------------------|
| 99.1               | Press Release dated March 12, 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: March 15, 2010

**EXHIBIT INDEX**

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