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GSI GROUP INC
Form NT 10-K
March 31, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549 SEC FILE NUMBER
FORM 12B-25 333-43089
NOTIFICATION OF LATE FILING
CUSIP NUMBER
36229N AC2

(Check One): Form 10-K [] Form 20-F [] Form 11-K [] Form 10-Q []
[] Form N-SAR
[] Form N-CSR
For Period Ended: DECEMBER 31, 2005

[] Transitional Report on Form 10-K
[] Transitional Report on Form 20-F
[] Transitional Report on Form 11-K
[] Transitional Report on Form 10-Q
[] Transitional Report on Form N-SAR

For the Transitional Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS

VERIFIED ANY INFORMATION CONTAINED HEREIN.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Full Name of Registrant THE GSI GROUP, INC.

Former Name if Applicable

Address of Principal Executive Office
(Street and Number) 1004 E. ILLINOIS STREET

City, State and Zip Code ASSUMPTION, ILLINOIS 62510

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PART II - RULES 12B-25(B) AND (C)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof will be filed on or

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before the fifth calendar day following the prescribed due date; and (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report portion thereof, could not be filed within the prescribed time period.

The registrant worked diligently to prepare its Form 10-K for the period ended December 31, 2005. However, because information required, particularly relating to tax matters, was not previously available, the registrant was unable to complete such Form 10-K within the prescribed time period without unreasonable effort or expense. Certain of these tax provisions, when finalized, may affect results of operations.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Ann Montgomery 217 226-5534

(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1941 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). [X] Yes [] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? [X] Yes [] No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

THE GSI GROUP, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunder duly authorized.

Date: March 31, 2006

By: /s/ John Henderson

John Henderson
Chief Financial Officer

INSTRUCTIONS: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

PART IV - ITEM (3) ATTACHMENT

Based on information available to management at this point in time,

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including audited consolidated financials, management believes that revenue for the year ended December 31, 2005 will be approximately 20% higher than for the comparable period in 2004. This increase is due to better pricing in our grain business and growing volumes in our protein business.

Based on information available to management at this point in time, management anticipates that results for gross margin, operating income and net income for the year ended December 31, 2005, when adjusted for non-recurring and extraordinary items, will also increase materially from the comparable period in 2004.

The final version of this information will be included in the Company's Annual Report on Form 10-K for such period, which will be filed with the Securities and Exchange Commission on or before April 14, 2006.