

EXFO ELECTRO OPTICAL ENGINEERING INC
Form SC 13G/A
February 12, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

EXFO Electro-Optical Engineering Inc. /
EXFO Ingénierie electro-optique inc.
(Name of Issuer)

Subordinate Voting Shares, no par value
Multiple Voting Shares
(Title of Class of Securities)

302043 10 4
(CUSIP Number)

December 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b) ☐

Rule 13d-1(c) ☐

Rule 13d-1(d) ☒

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Page 1 of 8 pages

CUSIP NO. 302043 10 4

13G

1. Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person (entities only) Germain Lamonde (through Fiducie Germain Lamonde & G. Lamonde Investissements Financiers Inc.)

2. Check the Appropriate Box if a Member of a Group (a) ___ (b) X

3. S.E.C. Use Only

4. Citizenship or Place of Organization Canada

Number of Shares (5) Sole Voting Power 36,643,000 Multiple Voting Shares
Beneficially Owned(6) Shared Voting Power Nil
by Each Reporting (7) Sole Dispositive Power 36,643,000 Multiple Voting Shares
Person with: (8) Shared Dispositive Power Nil

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Multiple Voting Shares 36,643,000
Subordinate Voting Shares Ø

10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares _____

11. Percent of Class Represented by Amount in Row 9

	% Class	% Total	%Vote
1,900,000Fiducie Germain Lamonde	5.19	2.75	4.76
34,743,000G. Lamonde Investissements Financiers Inc.	94.81	50.37	87.13

12. Type of Reporting Person IN

CUSIP NO. 302043 10 4

13G

1. Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person (entities only) Fiducie Germain Lamonde

2. Check the Appropriate Box if a Member of a Group (a) ___
(b) X

3. S.E.C. Use Only

4. Citizenship or Place of Organization Quebec, Canada

Number of Shares (5) Sole Voting Power	1,900,000 Multiple Voting Shares
Beneficially Owned (6) Shared Voting Power	Nil
by Each Reporting (7) Sole Dispositive Power	1,900,000 Multiple Voting Shares
Person with: (8) Shared Dispositive Power	Nil

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Multiple Voting Shares	1,900,000
Subordinate Voting Shares	Ø

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares _____

11. Percent of Class Represented by Amount in Row 9

	% Class	% Total	%Vote
1,900,000Fiducie Germain Lamonde	5.19	2.75	4.76

12. Type of Reporting Person OO

CUSIP NO. 302043 10 4

13G

1. Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person (entities only) G. Lamonde Investissements Financiers Inc.

2. Check the Appropriate Box if a Member of a Group (a) ___ (b) X

3. S.E.C. Use Only

4. Citizenship or Place of Organization Quebec, Canada

Number of Shares (5) Sole Voting Power 34,743,000 Multiple Voting Shares
Beneficially Owned(6) Shared Voting Power Nil
by Each Reporting (7) Sole Dispositive Power 34,743,000 Multiple Voting Shares
Person with: (8) Shared Dispositive Power Nil

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Multiple Voting Shares 34,743,000
Subordinate Voting Shares Ø

10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares _____

11. Percent of Class Represented by Amount in Row 9

	% Class	% Total	%Vote
34,743,000G. Lamonde Investissements Financiers Inc.	94.81	50.37	87.13

12. Type of Reporting Person CO

ITEM 1. NAME OF ISSUER

The name of the issuer is EXFO Electro-Optical Engineering Inc./EXFO Ingénierie électro-optique inc.

EXFO's principal executive offices are located at 400 Godin Avenue, Quebec, Quebec G1M 2K2, Canada.

ITEM 2(a). NAME OF PERSON FILING

This Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons"):

- (i) Germain Lamonde ("Mr. Lamonde");
- (ii) Fiducie Germain Lamonde ("FGL"); and
- (iii) G. Lamonde Investissements Financiers Inc. ("GLIF").

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

Germain Lamonde: 3044 Henri-Bernatchez, St-Augustin-de-Desmaures, Quebec, Canada, G3A 2Y1

FGL, GLIF: C/o EXFO Electro-Optical Engineering Inc., 400 Godin Avenue, Quebec, Quebec G1M 2K2, Canada.

ITEM 2(c). CITIZENSHIP:

Mr. Lamonde: a Canadian citizen.

FGL: a trust existing pursuant to Quebec law, Canada.

GLIF: a corporation existing pursuant to the Companies Act of Québec, Canada.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Multiple Voting Shares

Subordinate Voting Shares

ITEM 2(e). CUSIP NUMBER:

302043 10 4

ITEM 3. No changes.

ITEM 4. OWNERSHIP

As of December 31, 2007, Mr. Lamonde beneficially owns an aggregate of 36,643,000 Multiple Voting Shares which represent approximately 91.89% of the voting power in EXFO and 53.12% of the issued and outstanding shares of EXFO, being 36,643,000 Multiple Voting Shares and 32,334,679 Subordinate Voting Shares. Mr. Lamonde has the sole power to vote or direct the vote of 36,643,000 Multiple Voting Shares and the sole power to dispose or direct the disposition of 36,643,000 Multiple Voting Shares. Of the 36,643,000 Multiple Voting Shares beneficially owned by Mr. Lamonde, 34,743,000 Multiple Voting Shares are held of record by GLIF and 1,900,000 Multiple Voting Shares are held of record by FGL. GLIF is controlled by Mr. Lamonde, and the FGL is a family trust for the benefit of Mr. Lamonde and members of his family.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS

No changes.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

No changes.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

No changes.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

No changes.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

No changes.

ITEM 10. CERTIFICATION

No changes.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: February 11th, 2008

/s/ Germain Lamonde
Germain Lamonde

FIDUCIE GERMAIN LAMONDE

By /s/ Germain Lamonde
Name: Germain Lamonde
Title: Trustee

G. LAMONDE INVESTISSEMENTS
FINANCIERS INC.

By /s/ Germain Lamonde
Name : Germain Lamonde
Title : President

RIDER 7-A

EXHIBIT INDEX

Exhibit A Joint Filing Agreement, as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

RIDER 7-B

EXHIBIT A

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G with respect to the Multiple Voting Shares and Subordinate Voting Shares of EXFO Electro-Optical Engineering Inc./EXFO Ingénierie électro-optique inc. is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: February 11th, 2008

/s/ Germain Lamonde
Germain Lamonde

FIDUCIE GERMAIN LAMONDE

By /s/ Germain Lamonde
Name: Germain Lamonde
Title: Trustee

G. LAMONDE INVESTISSEMENTS
FINANCIERS INC.

By /s/ Germain Lamonde
Name : Germain Lamonde
Title : President

