

CGI GROUP INC
Form 6-K
February 01, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of February 2012

Commission File Number 1-14858

CGI Group Inc.

(Translation of Registrant's Name Into English)

1130 Sherbrooke Street West

7th Floor

Montréal, Québec

Canada H3A 2M8

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(Address of Principal Executive Offices)

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 ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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 ☒

If ☒ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .

Enclosure: Press Release concerning a normal course issuer bid dated February 1, 2012.

This Form 6-K shall be deemed incorporated by reference in the Registrant's Registration Statement on Form S-8, Reg. Nos. 333-13350, 333-66044, 333-74932, 333-112021, 333-146175, and 333-177013.

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, thereunto duly authorized.

CGI GROUP INC.

(Registrant)

Date: February 1, 2012

By /s/ Benoit Dubé

Name: Benoit Dubé

Title: Executive Vice-President and Chief Legal Officer

PRESS RELEASE

Stock Market Symbols

GIB.A (TSX)

GIB (NYSE)

CGI Group Inc. Board authorizes the renewal of its Normal Course Issuer Bid

Montreal, Quebec, February 1, 2012 CGI Group Inc. (TSX: GIB.A)(NYSE: GIB) (the Company) announced today that its Board of Directors has authorized the renewal of its Normal Course Issuer Bid (NCIB), subject to acceptance by the Toronto Stock Exchange (the TSX).

The Company's management and Board of Directors believe that the repurchase of Class A subordinate voting shares (Class A Shares) of the Company is a proper use of the Company's funds, and the NCIB will provide the Company with the flexibility to purchase Class A Shares from time to time as the Company considers it advisable, as part of its strategy to increase shareholder value.

At the close of business on January 30, 2012, there were 225,247,607 Class A Shares outstanding, of which approximately 98% were widely held (representing a public float of 220,641,634 Class A Shares).

Under the terms of the NCIB, subject to TSX acceptance, the Company may purchase for cancellation on the open market through the facilities of the TSX and the New York Stock Exchange and through alternative trading systems (such as Alpha ATS) up to 22,064,163 Class A Shares, representing approximately 10% of the Company's public float as of the close of business on January 30, 2012. The average daily trading volume (the ADTV) of the Class A Shares on the TSX for the six month period ended December 31, 2011 (excluding purchases under the NCIB) was 687,197 Class A Shares. Consequently and in accordance with the requirements of the TSX, the daily purchase limit under the NCIB on the TSX will be 171,799 Class A Shares, representing 25% of the ADTV. All Class A Shares will be purchased at their market price at the time of acquisition. All shares purchased under the NCIB will be cancelled.

Purchases of Class A Shares may commence on February 9, 2012 and will expire on the earlier of February 8, 2013 or the date on which the Company has either acquired the maximum number of Class A Shares allowable under the NCIB or otherwise decided not to make any further repurchases under the NCIB.

Under the terms of its NCIB that commenced on February 9, 2011 and will expire on February 8, 2012, the Company had purchased, as of January 30, 2012, an aggregate of 14,046,100 Class A Shares for cancellation. These purchases were made through the facilities of the TSX and the New York Stock Exchange and through alternative trading systems at a weighted average purchase price of \$19.41.

About CGI

Founded in 1976, CGI Group Inc. is one of the largest independent information technology and business process services firms in the world. CGI and its affiliated companies employ approximately 31,000 professionals. CGI provides end-to-end IT and business process services to clients worldwide from offices and centres of excellence in Canada, the United States, Europe and Asia Pacific. As at December 31, CGI's annualized revenue was approximately \$4.1 billion and its order backlog was approximately \$13.6 billion. CGI shares are listed on the TSX (GIB.A) and the NYSE (GIB) and are included in both the Dow Jones Sustainability Index and the FTSE4Good Index. Website: www.cgi.com.

CGI Forward-Looking Statements

All statements in this press release that do not directly and exclusively relate to historical facts constitute forward-looking statements within the meaning of that term in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended, and are forward-looking information within the meaning of Canadian securities laws. These statements and this information represent CGI's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors, of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements or forward-looking information. These factors include but are not restricted to: the timing and size of new contracts; acquisitions and other corporate developments; the ability to attract and retain qualified members; market competition in the rapidly evolving IT industry; general economic and business conditions; foreign exchange and other risks identified in the press release, in CGI's annual and quarterly Management's Discussion and Analysis (MD&A), in CGI's Annual Report, in CGI's Annual Report on Form 40-F filed with the U.S. Securities and Exchange Commission (filed on EDGAR at www.sec.gov), and in the Company's Annual Information Form filed with the Canadian securities authorities (filed on SEDAR at www.sedar.com), as well as assumptions regarding the foregoing. The words believe, estimate, expect, intend, anticipate, foresee, plan, and similar expressions and variations thereof, identify certain of such forward-looking statements or forward-looking information, which speak only as of the date on which they are made. In particular, statements relating to future performance are forward-looking statements and forward-looking information. CGI disclaims any intention or obligation to publicly update or revise any forward-looking statements or forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law. Readers are cautioned not to place undue reliance on these forward-looking statements or on this forward-looking information.

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For more information:

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