

CGI GROUP INC
Form S-8
January 20, 2004

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As filed with the Securities and Exchange Commission on January 20, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT Under The Securities Act of 1933

Groupe CGI Inc./CGI GROUP INC.
(Exact name of registrant as specified in its charter)

**Share Option Plan for Employees, Officers and Directors
Of CGI Group Inc., its Subsidiaries and its Associates**
(Full title of the plan)

Québec, Canada
(State or other jurisdiction
of incorporation or organization)

None
(I.R.S. Employer Identification No.)

CGI Group Inc.
1130 Sherbrooke Street West
5th Floor
Montréal, Québec
Canada H3A 2M8
(514) 841-3200
(Address and telephone number of registrant's
principal executive offices)

**CGI Information Systems &
Management Consultants, Inc.**
600 Federal Street
Andover, Massachusetts 01810
Attn: Joe Saliba
(978) 946-3000
(Name, address and telephone number
of agent for service)

Copies of all communications to:

Jean-René Gauthier, Esquire
McCarthy Tétrault LLP
Windsor Tower, 5th Floor
1170 Peel Street
Montréal, Québec
Canada H3B 4S8
(514) 397-4100

Robert J. Grammig, Esquire
Holland & Knight LLP
100 North Tampa Street
Suite 4100
Tampa, Florida 33602
(813) 227-8500

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered | Amount to be Registered(1) | Proposed Maximum offering price per unit(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|--------------------------------------|----------------------------|---------------------------------------------|----------------------------------------------|----------------------------|
| Class A Subordinate Shares | 9,357,454 | \$6.16 | \$57,641,916 | \$4,663.23 |

- (1) The provisions of Rule 416 under the Securities Act of 1933 shall apply to this Registration Statement and the number of shares registered on this Registration Statement shall increase or decrease as a result of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of determining the registration fee. The fee is calculated upon the basis of the average between the high and low sales prices for shares of the Registrant's class A subordinate shares, as reported on the New York Stock Exchange on January 12, 2004.

EXPLANATORY NOTE

CGI Group Inc. (the "Registrant"), files this Registration Statement pursuant to Instruction E of Form S-8 and incorporates by reference the contents of the previous registration statements filed by the Registrant on Form S-8 (Registration Nos. 333-13350 and 333-74932). The current registration of 9,357,454 shares of the Registrant's Class A Subordinate Shares, without par value, will increase the number of shares registered for issuance under the Share Option Plan for Employees, Officers and Directors of CGI Group Inc., its Subsidiaries and its Associates from 28,328,020 to 37,685,474 shares.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

- 4.1 Share Option Plan for Employees, Officers and Directors of CGI Group Inc., its Subsidiaries and its Associates.(1)
- 5.1 Opinion of McCarthy Tétrault LLP re legality of the Class A Subordinate Shares.
- 23.1 Consent of McCarthy Tétrault LLP (included in Exhibit 5.1).
- 23.2 Consent of Samson Bélair Deloitte & Touche, Chartered Accountants.
- 24.1 Power of Attorney of certain officers and directors of the Registrant.

(1) Previously filed as an exhibit to the Registrant's Form S-8 (File No. 333-74932) filed December 12, 2002.

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montreal, Province of Québec, Canada, on January 14, 2004.

CGI GROUP INC.
(Registrant)

By: _____ /s/ Paule Doré

Its: Executive Vice-President, Chief Financial Officer,
Treasurer and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signatures | Title | Date |
|-------------------------------------------------------------|------------------------------------------------------------------------------|-------------------|
| By: /s/ Serge Godin _____ Serge Godin | Chairman of the Board, Chief Executive Officer and Director | December 22, 2003 |
| By: /s/ Jean Brassard _____ Jean Brassard | Vice-Chairman of the Board and Director | January 7, 2004 |
| By: /s/ Paule Doré _____ Paule Doré | Executive Vice-President, Chief Corporate Officer, Secretary and Director | December 22, 2003 |
| By: /s/ André Imbeau _____ André Imbeau | Executive Vice-President, Chief Financial Officer, Treasurer and Director | December 22, 2003 |
| By: /s/ David Anderson _____ David Anderson | Senior Vice-President and Corporate Controller | December 22, 2003 |
| By: /s/ William D. Anderson _____ William D. Anderson | Director | January 6, 2004 |
| By: /s/ Claude Boivin _____ Claude Boivin | Director | December 22, 2003 |
| By: /s/ Claude Chamberland _____ Claude Chamberland | Director | December 28, 2003 |
| By: /s/ Robert Chevrier _____ Robert Chevrier | Director | December 25, 2003 |
| By: /s/ David L. Johnston _____ David L. Johnston | Director | December 23, 2003 |

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| Signatures | Title | Date |
|----------------------------------|----------|-------------------|
| <hr/> By: /s/ Eileen A. Mercier | | |
| Eileen A. Mercier | Director | December 23, 2003 |
| <hr/> By: /s/ Michael Sabia | | |
| Michael Sabia | Director | January 8, 2004 |
| <hr/> | | |
| <hr/> By: /s/ C. Wesley M. Scott | | |
| C. Wesley M. Scott | Director | January 12, 2004 |
| <hr/> By: /s/ Gerald T. Squire | | |
| Gerald T. Squire | Director | December 22, 2003 |
| <hr/> By: /s/ Robert Tessier | | |
| Robert Tessier | Director | January 5, 2004 |

Authorized Representative

CGI Information System & Management
Consultants, Inc.
(Authorized Representative)

By: /s/ Joe Saliba

Joe Saliba, President
Dated: January 9, 2004

INDEX OF EXHIBITS

- 4.1 Share Option Plan for Employees, Officers and Directors of CGI Group Inc., its Subsidiaries and its Associates.(1)
 - 5.1 Opinion of McCarthy Tétrault LLP re legality of the Class A Subordinate Shares.
 - 23.1 Consent of McCarthy Tétrault LLP (included in Exhibit 5.1).
 - 23.2 Consent of Samson Bélair Deloitte & Touche, Chartered Accountants.
 - 24.1 Power of Attorney of certain officers and directors of the Registrant.
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(1)

Previously filed as an exhibit to the Registrant's Form S-8 (File No. 333-74932) filed December 12, 2002.

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SIGNATURES

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