

Edgar Filing: CGI GROUP INC - Form 6-K

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.

Dated: December 4, 2001

CGI Group Inc.

By: /s/ Paule Dore

Name: Paule Dore
Title: Executive Vice-President,
Chief Corporate Officer and
Secretary

On December 3, 2001, CGI Group Inc. (the "Company") announced in Canada that it has entered into an agreement with a syndicate of underwriters in connection with an offering of 11,110,000 Class A Subordinate Shares of the Company (the "Shares") at a price of CDN\$11.25 per Share, for gross proceeds of approximately CDN\$125,000,000. The offering is expected to close on or about December 20, 2001.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons or otherwise distributed in the United States, except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

This filing does not constitute an offer to sell or a solicitation of an offer to buy any Shares, and is made pursuant to and in accordance with Rule 135c under the Securities Act.

The net proceeds of the offering will be used initially to repay indebtedness and thereafter will be added to CGI's general funds and be used to finance its development activities, including the funding of large outsourcing contracts and acquisitions, and for other general corporate purposes.