

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-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-8

#### REGISTRATION STATEMENT Under The Securities Act of 1933

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**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  
5<sup>th</sup> 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, 5<sup>th</sup> 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<br>_____<br>Serge Godin                 | Chairman of the Board, Chief Executive Officer and Director               | December 22, 2003 |
| By: /s/ Jean Brassard<br>_____<br>Jean Brassard             | Vice-Chairman of the Board and Director                                   | January 7, 2004   |
| By: /s/ Paule Doré<br>_____<br>Paule Doré                   | Executive Vice-President, Chief Corporate Officer, Secretary and Director | December 22, 2003 |
| By: /s/ André Imbeau<br>_____<br>André Imbeau               | Executive Vice-President, Chief Financial Officer, Treasurer and Director | December 22, 2003 |
| By: /s/ David Anderson<br>_____<br>David Anderson           | Senior Vice-President and Corporate Controller                            | December 22, 2003 |
| By: /s/ William D. Anderson<br>_____<br>William D. Anderson | Director  | January 6, 2004   |
| By: /s/ Claude Boivin<br>_____<br>Claude Boivin             | Director  | December 22, 2003 |
| By: /s/ Claude Chamberland<br>_____<br>Claude Chamberland   | Director  | December 28, 2003 |
| By: /s/ Robert Chevrier<br>_____<br>Robert Chevrier         | Director  | December 25, 2003 |
| By: /s/ David L. Johnston<br>_____<br>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

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Joe Saliba, President  
Dated: January 9, 2004

**INDEX OF EXHIBITS**

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  - 24.1 Power of Attorney of certain officers and directors of the Registrant.
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(1)

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EXPLANATORY NOTE

PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

SIGNATURES

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