

Edgar Filing: CGI GROUP INC - Form SC 13G/A

CGI GROUP INC
Form SC 13G/A
February 13, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

CGI Group Inc.
(Name of Issuer)

Class A Subordinate Shares
(Title of Class of Securities)

39945C109
(CUSIP Number)

December 31, 2001
(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-(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 the 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 (however, see the Notes).

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1 Name of Reporting Person/I.R.S. Identification Nos. of Above Persons
(Entities Only)

Serge Godin

2 Check the Appropriate Box If a Member of a Group (a) []
(See Instructions) (b) [X]

3 SEC Use Only

4 Citizenship or Place of Organization

Canada

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		29,184,870
	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		968,363
	8	Shared Dispositive Power
		28,216,507

9 Aggregate Amount Beneficially Owned by Each Reporting Person

29,184,870

10 Check If the Aggregate Amount in Row (9) Excludes Certain Shares [X]
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

7.9%

12 Type of Reporting Person (See Instructions)

IN

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- Item 1(a). Name of issuer:
CGI Group Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:
1130 Sherbrooke Street West, 5th Floor, Montreal, Quebec, H3A 2M8
- Item 2(a). Name of Person Filing:
Serge Godin
- Item 2(b). Address of Principal Offices or, if None, Residence:
c/o CGI Group, Inc., 1130 Sherbrooke Street West, 5th Floor,
Montreal, Quebec, H3A 2M8
- Item 2(c). Citizenship:
Canada
- Item 2(d). Title of Class of Securities:
Class A Subordinate Shares
- Item 2(e). CUSIP Number:
39945C109
- Item 3. If the Statement is being filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the filing person is a:
- (a) Broker or dealer registered under Section 15 of the Exchange Act;
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
 - (d) Investment company registered under Section 8 of the Investment Company Act;
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

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- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

The holdings reported herein are stated as of December 31, 2001. Mr. Godin was the beneficial owner of more than 5% of the issuer's Class A Subordinate Shares upon the registration of such shares under the Securities Exchange Act of 1934, as amended, effective July 7, 1998.

- (a) Amount beneficially owned: 29,184,870 shares (including 28,216,507 shares issuable upon conversion of 28,216,507 of the issuer's Class B Shares (multiple voting) and 405,075 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2001).

By virtue of the Second Amended and Restated Options Agreement and Shareholders' Agreement among the issuer's Majority Shareholders, BCE and Bell Canada, the parties to such agreement may be considered a "group" under Rule 13d-5 and, as a result, Mr. Godin may be considered to be the beneficial owner of shares beneficially owned by Andre Imbeau, Jean Brassard and BCE, Inc. As of December 31, 2001,

- (i) Mr. Imbeau was understood to be the beneficial owner of 4,772,953 shares (including 4,221,165 shares issuable upon conversion of 4,221,165 of the issuer's Class B Shares (multiple voting) and 503,925 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2001);

- (ii) Mr. Brassard was understood to be the beneficial owner of 1,785,910 shares (including 1,334,496 shares issuable upon conversion of 1,334,496 of the issuer's Class B Shares (multiple voting) and 400,000 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2001); and

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(iii) BCE was understood to be the beneficial owner of 120,028,400 shares (including 7,027,606 shares issuable upon conversion of 7,027,606 of the issuer's Class B Shares (multiple voting)).

Mr. Godin disclaims beneficial ownership of such shares.

(b) Percent of class: 7.9% (40.9% including shares as to which beneficial ownership is disclaimed, as described above)

(c) Number of shares as to which such person has:

(i)	Sole power to vote or direct the vote:	29,184,870 shares
(ii)	Shared power to vote or direct the vote:	0 shares
(iii)	Sole power to dispose or to direct the disposition of:	968,363 shares
(iv)	Shared power to dispose or to direct the disposition of:	28,216,507 shares

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person had ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The shares identified in Item 4 include shares indirectly beneficially owned in a trust for the benefit of members of Mr. Godin's family.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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SIGNATURE

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

February 11, 2002
(Date)

/s/ Serge Godin
(Signature)

Serge Godin
(Name/Title)

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)