

GSI GROUP INC  
Form NT 10-K  
March 20, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

SEC FILE NUMBER

**000-25705**

CUSIP NUMBER

**36229U102**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check One):     Form 10-K     Form 20-F     Form 11-K     Form 10-Q

Form N-SAR     Form N-CSR

For Period Ended: December 31, 2008

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I   REGISTRANT INFORMATION**

**GSI Group Inc.**  
Full Name of Registrant

**Former Name if Applicable**

**125 Middlesex Turnpike**  
**Address of Principal Executive Office (*Street and Number*)**

**Bedford, Massachusetts 01730**  
**City, State and Zip Code**

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- x (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

On December 4, 2008, GSI Group Inc. (the Company) announced that it had identified errors in the recognition of revenue from sales to a customer in the first and second fiscal quarters of 2008 in the Company's Semiconductor Systems Segment and that the Company's previously issued financial statements contained in the Company's Quarterly Reports on Form 10-Q for the periods ended March 28, 2008 and June 27, 2008 should no longer be relied upon. Additionally, the Company disclosed that the Audit Committee of the Board of Directors (the Audit Committee) was conducting a review of sales transactions in the Company's Semiconductor Systems Segment along with other sales transactions that contain arrangements with multiple deliverables for fiscal years 2007 and 2008. On February 2, 2009, the Company announced that its previously issued interim and annual historical financial statements for fiscal year 2007 should no longer be relied upon and that the Audit Committee had expanded the scope of its review

of Semiconductor Systems sales transactions to include fiscal year 2006. The review by the Audit Committee is ongoing, and additional adjustments to the Company's historical financial statements may be required as a result of the review. Accordingly, the Company is unable to file its Annual Report on form 10-K for the year ended December 31, 2008 within the prescribed time period without unreasonable effort or expense.

**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

**Sergio Edelstein**  
(Name)

**(781) 266-5700**  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

The Company was unable to file its Quarterly Report on Form 10-Q for the quarter ended September 26, 2008.

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and if appropriate state the reasons why a reasonable estimate of the results cannot be made:

Due to the continuing nature of the Audit Committee review, a reasonable estimate of results for the yearly period ended December 31, 2008 cannot be made at this time.

**GSI Group Inc.**

**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 20, 2009

By /s/ Sergio Edelstein  
Sergio Edelstein  
President and Chief Executive Officer