

CGI GROUP INC
Form 6-K
January 14, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the month of January 2003

Commission File Number 1-14858

CGI Group Inc.

(Translation of Registrant's Name Into English)

1130 Sherbrooke Street West
5th Floor
Montréal, Québec
Canada H3A 2M8

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-____.

Enclosure: Press Release dated January 14, 2003.

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This Form 6-K shall be deemed incorporated by reference in the Registrant's Registration Statement on Form S-8, Reg. Nos. 333-13350, 333-66044 and 333-74932.

PRESS RELEASE

FOR IMMEDIATE PUBLICATION

CGI Offer to Acquire Cognicase is Successful

Montreal, Québec, January 14, 2003 CGI Group Inc. (CGI) (TSX: GIB.A; NYSE: GIB) announced today that a total of approximately 64.5 million common shares of Cognicase Inc. (Cognicase) (TSX: COG; Nasdaq: COGI) were deposited by shareholders of Cognicase at or prior to midnight on January 13, 2003, being the expiry time of the offer made by CGI on December 6, 2002, as amended, to acquire all of the outstanding common shares of Cognicase (the Offer). This represents approximately 90.2% of the then 71.5 million outstanding common shares of Cognicase.

In view of these results, all of the conditions mentioned in the Offer have been met and CGI notified on January 13, 2003 Computershare Trust Company of Canada, the depository under the Offer, that it had:

- i) decided to take-up all the common shares of Cognicase validly deposited and not withdrawn under the Offer at or prior to midnight on January 13, 2003;
- ii) made appropriate arrangements for the payment of such common shares of Cognicase to occur on January 16, 2003; and
- iii) extended the Offer for acceptance until midnight (Montreal time) on January 24, 2003.

CGI is pleased that the shareholders of Cognicase, by depositing approximately 90.2% of the then 71.5 million outstanding common shares of Cognicase, have chosen to support and accept CGI's Offer to acquire Cognicase.

Serge Godin, Chairman and CEO of CGI said: We are very excited to be welcoming our new clients, employees and shareholders. This transaction will allow us to merge the operations of two Canadian-based IT services firms with a parallel North American footprint. On behalf of the entire CGI team, I would like to extend a very warm welcome to Cognicase professionals. I am convinced that together we will continue to pursue our dream of becoming a world-class IT and BPO services player.

A Notice of Extension will be mailed today to all shareholders of Cognicase whose common shares were not deposited under the Offer. Those shareholders are invited to deposit their common shares of Cognicase under the Offer by no later than midnight (Montreal time) on January 24, 2003.

About CGI

Founded in 1976, CGI is the fourth largest independent information technology services firm in North America, based on its headcount. CGI and its affiliated companies employ

more than 16,000 professionals. As at September 30, 2002, CGI's annualized revenue run-rate totals CDN\$2.3 billion (US\$1.5 billion), and its order backlog totalled CDN\$10.4 billion (US\$6.7 billion). CGI provides end-to-end IT services and business solutions to more than 3,000 clients worldwide from more than 60 offices. CGI's shares are listed on the TSX (GIB.A) and the NYSE (GIB). They are included in the TSX 100 Composite Index as well as the S&P/TSX Canadian Information Technology and Canadian MidCap Indices. Website: www.cgi.com

Forward-Looking Statements

All statements in this press release that do not directly and exclusively relate to historical facts constitute forward-looking statements within the meaning of that term in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. These statements represent CGI Group Inc.'s intentions, plans, expectations, and beliefs, and are subject to risks, uncertainties, and other factors, of which many are beyond the control

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of the Company. These factors could cause actual results to differ materially from such forward-looking statements.

These factors include and are not restricted to the timing and size of contracts, acquisitions and other corporate developments; the ability to attract and retain qualified employees; market competition in the rapidly-evolving information technology industry; general economic and business conditions, foreign exchange and other risks identified in the Management's Discussion and Analysis (MD&A) in CGI Group Inc.'s Annual Report or Form 40-F filed with the SEC, the Company's Annual Information Form filed with the Canadian securities authorities, as well as assumptions regarding the foregoing. The words believe, estimate, expect, intend, anticipate, foresee, plan, and similar expressions and variations thereof, identify certain of such forward-looking statements, which speak only as of the date on which they are made. In particular, statements relating to future revenue from outsourcing contracts are forward-looking statements. CGI disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements.

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For more information

CGI:

Investor relations

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Vice-president, investor relations
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Ronald White
Director, investor relations
(514) 841-3230

Media Relations

Eileen Murphy
Director, media relations
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SIGNATURES

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.

CGI GROUP INC.
(Registrant)

Date: January 14, 2003

By /s/ Paule Doré
Name: Paule Doré
Title: Executive Vice-President
and Chief Corporate Officer
and Secretary