

BERSHAD STEPHEN W
Form SC 13D/A
December 03, 2009

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13D

**[RULE 13d-101]
(Amendment No. 6)¹**

GSI Group Inc.
(Name of Issuer)
Common Shares
(Title and Class of Securities)
3622U102
(CUSIP Number)

Christopher J. Hewitt, Esq.
Jones Day
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 2, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of **11** Pages)

¹ 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 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 (the 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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NAME OF REPORTING PERSONS

1
Stephen W. Bershad

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4
PF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
USA

SOLE VOTING POWER

7

NUMBER OF 6,251,806

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8
0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 6,251,806

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,251,806

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

13.1%

TYPE OF REPORTING PERSON (see instructions)

14

IN

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1 NAME OF REPORTING PERSONS

Robert G. Deuster

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 5,000

8 SHARES BENEFICIALLY OWNED BY 0 SHARED VOTING POWER

9 EACH REPORTING 0 SOLE DISPOSITIVE POWER

PERSON 5,000
WITH SHARED DISPOSITIVE POWER
10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.01%

14 TYPE OF REPORTING PERSON (see instructions)
IN

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NAME OF REPORTING PERSONS

1 R. Douglas Norby

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON (see instructions)

14

IN

CUSIP No. 3622U102 13D Page 5 of 11 Pages

NAME OF REPORTING PERSONS

1 Robert G. Stevens

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8 0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON (see instructions)

14

IN

CUSIP No. 3622U102 13D Page 6 of 11 Pages

NAME OF REPORTING PERSONS

1 Eliot M. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8 0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON (see instructions)

14

IN

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This Amendment No. 6 relates to the Schedule 13D that was originally filed on February 4, 2009 (as amended, the *Schedule 13D*), relating to the common shares, no par value (the *Shares*), of GSI Group, Inc. (the *Company*). Terms defined in the Schedule 13D are used herein with the same meaning.

Items 3, 4, 5, 6 and 7 of the Schedule 13D are hereby amended and supplemented to add the following:

Item 3. Source and Amount of Funds or Other Consideration.

Mr. Bershada used personal funds to purchase the Shares reported in this Schedule 13D.

Item 4. Purpose of Transaction.

On November 23, 2009, in response to the Company's voluntary filing for relief under Chapter 11 of the United States Bankruptcy Code, Mr. Bershada sent a letter to the United States Trustee requesting an appointment of an official committee of equity security holders of the Company (the *Equity Committee*).

On December 2, 2009, Mr. Bershada and the Company entered into a letter agreement (the *Agreement*), which is filed as Exhibit 4 hereto and incorporated herein by reference. Pursuant to the Agreement, the Company agreed to support Mr. Bershada's request for the appointment of the Equity Committee, and Mr. Bershada agreed not to contest the April 30, 2010 meeting date set by the Board of Directors in response to his earlier request for a meeting of shareholders to elect directors. If, among other reasons, the Equity Committee is not formed by December 31, 2009, or, if formed, is disbanded for any reason, Mr. Bershada retains his right to challenge the April 30, 2010 meeting date.

In connection with the Agreement, Mr. Bershada issued a press release, which is filed as Exhibit 5 hereto and incorporated herein by reference.

Mr. Bershada intends to review his investment in the Company on a continuing basis. Depending on various factors, including, without limitation, the Company's financial position and strategic direction, the outcome of discussions with the Board and management, actions taken by the Board, the outcome of the Company's bankruptcy proceedings, the outcome of the Shareholders Meeting, other investment opportunities available to Mr. Bershada, price levels of the Shares, and conditions in the securities markets and the economy in general, Mr. Bershada may in the future acquire additional Shares or dispose of some or all of the Shares beneficially owned by him, or take any other actions with respect to his investment in the Company permitted by law, including changing his investment intent with respect to such Shares and including any or all of the actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a)-(b). Mr. Bershada has the sole power to vote and dispose of 6,251,806 Shares. Mr. Bershada is record owner of 6,251,806 Shares, which constitute approximately 13.1% of the Shares outstanding as of November 6, 2009.

(c). Mr. Bershada purchased Shares through the Pink Quote system in the amounts and for the prices set forth on Schedule I hereto.

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Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information set forth above in Item 4 is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit 4 Letter Agreement, dated December 2, 2009, between the Company and Mr. Bershad.

Exhibit 5 Press Release, dated December 2, 2009.

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**13D
SIGNATURE**

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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.

Date: December 3, 2009

/s/ Stephen W. Bershad

Stephen W. Bershad

/s/ Robert G. Deuster

Robert G. Deuster

/s/ R. Douglas Norby

R. Douglas Norby

/s/ Robert G. Stevens

Robert G. Stevens

/s/ Eliot M. Fried

Eliot M. Fried

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EXHIBIT INDEX

Exhibit 4 Letter Agreement, dated December 2, 2009, between the Company and Mr. Bershad.

Exhibit 5 Press Release, dated December 2, 2009.