### Edgar Filing: GSI GROUP INC - Form 4

GSI GROU Form 4 March 11, 2 FORN	014 Л Л	TATES SECU	RITIES A	ND EX(	CHA	NGE C	OMMISSION	OMB AF	PROVAL	
Check th	nis box	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Number:	3235-0287	
if no lon subject t Section Form 4 e	ser <b>STATEME</b> 16. or							Expires: Estimated a burden hour response	•	
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										
(Print or Type	Responses)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol GSI GROUP INC [GSIG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mid						(Check all applicable)			
C/O GSI G MIDDLES	(Month/	<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/10/2014</li></ul>				Director 10% Owner X_ Officer (give title Other (specify below) below) Chief Financial Officer				
	mendment, Date Original /Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>					
	), MA 01730-1409						Person		porting	
(City)	(State) (Zi	1 au	ole I - Non-E			-	uired, Disposed of,		-	
1.Title of Security (Instr. 3)	(Month/Day/Year) E	ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)			sposed 4 and 5 (A)	quired of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6.7. Nature ofOwnershipIndirectForm: DirectBeneficial(D) orOwnershipIndirect (I)(Instr. 4)(Instr. 4)		
					or					
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/10/2014		Code V M	Amount 14,783		Price \$ 12.55	(Instr. 3 and 4) 120,877	D		
	03/10/2014 03/10/2014				(D)	\$		D D		
Stock Common			М	14,783	(D) A	\$ 12.55 \$	120,877			
Stock Common Stock Common	03/10/2014		M F	14,783 4,812	(D) A D	\$ 12.55 \$ 12.55 \$	120,877 116,065	D		

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Common Stock 03/10/2014 F 7,741 D <sup>\$</sup><sub>12.55</sub> 137,183 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	orDerivative		ive Expiration Date Un es (Month/Day/Year) (In d (A) osed of		Underlying S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(1)</u>	03/10/2014		М		14,783	(1)(2)	(1)(2)	Common Stock	14,783	
Restricted Stock Units (1)	<u>(1)</u>	03/10/2014		М		18,077	(1)(3)	(1)(3)	Common Stock	18,077	
Restricted Stock Units (1)	<u>(1)</u>	03/10/2014		М		16,667	(1)(4)	(1)(4)	Common Stock	16,667	

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Buckley Robert C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730-1409			Chief Financial Officer			
Signatures						
/s/ Joanna Tow, Attorney-In-Fact	03/	11/2014				
**Signature of Reporting Person		Date				

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Restricted Stock Unit represents the right to receive one GSI Group Inc. common share upon vesting of such Restricted Stock Unit.
- (2) The Restricted Stock Units vest in three equal annual installments on March 8, 2013, March 8, 2014 and March 8, 2015.
- (3) The Restricted Stock Units vest in three equal annual installments on March 8, 2014, March 8, 2015 and March 8, 2016.
- (4) The Restricted Stock Units vest in three equal annual installments on March 9, 2012, March 9, 2013 and March 9, 2014.

#### **Remarks:**

#### Power of Attorney on file

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.