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CGI GROUP INC
 Form S-8
 December 12, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER __, 2001

REGISTRATION NO. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

 GROUPE CGI INC. / CGI GROUP INC.
 (Exact name of registrant as specified in its charter)

 QUEBEC, CANADA
 (State or other jurisdiction of
 incorporation or organization)

 NOT APPLICABLE
 (I.R.S. Employer
 Identification Number)

 1130 SHERBROOKE STREET WEST, 5TH FLOOR
 MONTREAL, QUEBEC
 CANADA H3A 2M8
 (Address of principal executive offices)

 SHARE OPTION PLAN FOR EMPLOYEES, OFFICERS AND DIRECTORS
 OF CGI GROUP INC., ITS SUBSIDIARIES AND ITS ASSOCIATES
 (Full title of the plans)

 CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.
 600 FEDERAL STREET
 ANDOVER, MA 01810
 (978) 682-5500
 (Name, address, and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	R
Class A Subordinate Shares (the "Common Stock")	23,328,020 shares	\$7.24	\$168,894,865	

EXPLANATORY NOTE

By a registration statement on Form S-8 filed with the Securities and

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Exchange Commission (the "Commission") on April 3, 2001 (File No. 333-13350), CGI Group Inc. (the "Registrant" or the "Company") registered 5,000,000 shares of Common Stock, reserved for issuance upon the exercise of options granted under the Share Option Plan for Employees, Officers and Directors of CGI Group Inc., its Subsidiaries and its Associates (the "Plan").

This registration statement is being filed pursuant to Instruction E to Form S-8 to register 23,328,020 additional shares of Common Stock issuable upon the exercise of options granted under the Plan.

INCORPORATION OF CONTENTS OF REGISTRATION STATEMENT BY REFERENCE

Pursuant to Instruction E to Form S-8, the Registrant hereby incorporates by reference into this registration statement the contents of the Registrant's registration statement on Form S-8 (File No. 333-13350) and any post-effective amendments thereto.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents filed with the Commission by the Company are incorporated by reference in this registration statement:

- (a) The Consolidated Financial Statements for the fiscal year ended September 30, 2000 (and the Notes thereto) as they appear in the Company's registration statement on Form F-4/A (No. 333-58116) dated June 27, 2001, which Consolidated Financial Statements (and the Notes thereto) replace those which were appended to the Company's Annual Report on Form 40-F for the fiscal year ended September 30, 2000 and incorporated by reference in the Registrant's registration statement on Form S-8 (File No. 333-66044).
- (b) The Company's Report of Foreign Private Issuer, filed April 10, 2001, including a press release dated April 5, 2001.
- (c) The Company's Report of Foreign Private Issuer, filed April 30, 2001, including a press release dated April 24, 2001.
- (d) The Company's Report of Foreign Private Issuer, filed May 9, 2001, including a press release dated May 1, 2001.
- (e) The Company's Report of Foreign Private Issuer, filed May 16, 2001, including a press release dated May 9, 2001 (with respect to consulting contract with Eletronet).
- (f) The Company's Report of Foreign Private Issuer, filed May 16, 2001, including a press release dated May 9, 2001 (with respect to contract with Treasury Board of Canada, Secretariat).
- (g) The Company's Report of Foreign Private Issuer, filed May 16, 2001, including a press release dated May 9, 2001 (with respect to MOU with MCAP Financial Corporation).
- (h) The Company's Report of Foreign Private Issuer, filed May 16, 2001, including a press release dated May 9, 2001 (with respect to renewal of outsourcing contract with Saskatchewan Health).

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- (i) The Company's Report of Foreign Private Issuer, filed May 18, 2001, including a quarterly report for the six months ended March 31, 2001 dated May 16, 2001.
- (j) The Company's Report of Foreign Private Issuer, filed June 4, 2001, including a press release dated May 31, 2001.
- (k) The Company's Report of Foreign Private Issuer, filed June 4, 2001, including a press release dated June 4, 2001.
- (l) The Company's Report of Foreign Private Issuer, filed June 22, 2001, including a press release dated June 14, 2001.
- (m) The Company's Report of Foreign Private Issuer, filed June 26, 2001, including a press release dated June 22, 2001.
- (n) The Company's Report of Foreign Private Issuer, filed June 27, 2001, including a press release dated June 26, 2001 (with respect to renewal of service agreement with Caisse de Depot et Placement du Quebec (CDP Capital)).
- (o) The Company's Report of Foreign Private Issuer, filed June 27, 2001, including a press release dated June 26, 2001 (with respect to collaboration in Proteomics effort).
- (p) The Company's Report of Foreign Private Issuer, filed June 28, 2001, including a press release dated June 28, 2001.
- (q) The Company's Report of Foreign Private Issuer, filed July 9, 2001, including a press release dated July 9, 2001.
- (r) The Company's Report of Foreign Private Issuer, filed July 13, 2001, including a press release dated July 13, 2001 (with respect to agreement with The Economical Insurance Group).
- (s) The Company's Report of Foreign Private Issuer, filed July 13, 2001, including a press release dated July 13, 2001 (with respect to announcement of date of IMRglobal Corp. special shareholders meeting).
- (t) The Company's Report of Foreign Private Issuer, filed July 20, 2001, including a press release dated July 19, 2001.
- (u) The Company's Report of Foreign Private Issuer, filed July 20, 2001, including a press release dated July 20, 2001.
- (v) The Company's Report of Foreign Private Issuer, filed July 27, 2001, including a press release dated July 27, 2001 (with respect to organizational adjustments).
- (w) The Company's Report of Foreign Private Issuer, filed July 27, 2001, including a press release dated July 27, 2001 (with respect to announcement of completion of IMRglobal Corp. merger).
- (x) The Company's Report of Foreign Private Issuer, filed July 31, 2001, including a press release dated July 31, 2001.
- (y) The Company's Report of Foreign Private Issuer, filed August 7, 2001, including a press release dated August 2, 2001.
- (z) The Company's Report of Foreign Private Issuer, filed August 7,

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2001, including a press release dated August 7, 2001.

- (aa) The Company's Report of Foreign Private Issuer, filed August 16, 2001, including a press release dated August 15, 2001 (with respect to closing of Larochelle Gratton acquisition).
- (bb) The Company's Report of Foreign Private Issuer, filed August 16, 2001, including a press release dated August 15, 2001 (with respect to exercise of pre-emptive right by the Company majority shareholders following IMRglobal Corp. merger).
- (cc) The Company's Report of Foreign Private Issuer, filed August 30, 2001, including a press release dated August 28, 2001.
- (dd) The Company's Report of Foreign Private Issuer, filed September 4, 2001, including a press release dated August 30, 2001.
- (ee) The Company's Report of Foreign Private Issuer, filed September 12, 2001, including a press release dated September 10, 2001.
- (ff) The Company's Report of Foreign Private Issuer, filed September 13, 2001, including a press release dated September 12, 2001.
- (gg) The Company's Report of Foreign Private Issuer, filed September 28, 2001, including a press release dated September 27, 2001.
- (hh) The Company's Report of Foreign Private Issuer, filed October 3, 2001, including a press release dated October 2, 2001 (with respect to outsourcing contract with Fireman's Fund).
- (ii) The Company's Report of Foreign Private Issuer, filed October 3, 2001, including a press release dated October 2, 2001 (with respect to announcement of conference call to discuss fourth quarter and fiscal 2001 results).
- (jj) The Company's Report of Foreign Private Issuer, filed October 17, 2001, including a press release dated October 17, 2001.
- (kk) The Company's report of Foreign Private Issuer, filed November 7, 2001, including a press release dated November 6, 2001.

Item 4. Description of Securities

The Company is authorized to issue an unlimited number of shares of Common Stock, Class B Shares (multiple voting), First Preferred Shares, issuable in series, and Second Preferred Shares, issuable in series. At August 14, 2001, the Company's outstanding capital stock consisted of 326,777,375 shares of Common Stock and 40,799,774 Class B Shares (multiple voting).

The Company's Articles of Incorporation provide the holders of Class B Shares (multiple voting) with preemptive rights in connection with certain issuances of Common Stock or securities convertible into Common Stock. Furthermore, pursuant to the options agreement among Bell Canada, the Company, BCE Inc. and various other shareholders of the Company, BCE Inc. has rights to purchase additional shares of Common Stock in connection with issuances of Common Stock or securities convertible into Common Stock. In addition, under the options agreement among Bell Canada, the Company, BCE Inc. and various other shareholders of the Company, the Company has agreed not to issue participating or voting shares of its capital stock without the prior approval of BCE Inc.

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First Preferred Shares

The First Preferred Shares are voting and rank prior to the Second Preferred Shares, the Common Stock and the Class B Shares (multiple voting) with respect to the payment of dividends.

Second Preferred Shares

The Second Preferred Shares are non-voting and rank prior to the Common Stock and the Class B Shares (multiple voting) with respect to the payment of dividends.

Common Stock

Holders of Common Stock are entitled to one vote per share on all matters to be voted upon by the Company's shareholders. The Common Stock participates equally with the Class B Shares (multiple voting) with respect to the payment of dividends. The Common Stock is convertible into Class B Shares (multiple voting) under certain conditions in the event of certain takeover bids on Class B Shares (multiple voting).

Class B Shares (multiple voting)

Holders of Class B Shares (multiple voting) are entitled to ten votes per share and participate equally with the Common Stock with respect to the payment of dividends. The Class B Shares (multiple voting) are convertible at any time at the option of the holder into Common Stock.

As of the Sunset Date (as defined in the Articles of Amendment of the Company), if BCE Inc. and any of its wholly-owned subsidiaries hold in the aggregate at least 30% of the outstanding equity shares of the Company, (i) the Class B Shares (multiple voting) shall be automatically converted into Common Stock on a one for one basis, thereby eliminating the multiple votes to which the Class B Shares (multiple voting) are entitled, (ii) the unissued Class B Shares (multiple voting) shall be deleted from the authorized share capital of the Company, and (iii) the Common Stock shall be redesignated as "Common Shares."

Item 8. Exhibits

EXHIBIT NO. -----	DESCRIPTION OF EXHIBIT -----
4.1*	Share Option Plan for Employees, Officers and Directors of CGI Group Inc., its Subsidiaries and its Associates (as amended through September 18, 2001).
5.1*	Opinion of McCarthy Tetrault as to the validity of the Common Stock covered by this registration statement.
23.1	Consent of McCarthy Tetrault (included in Exhibit 5.1).
23.2*	Consent of Samson Belair Deloitte & Touche.
24.1	Power of Attorney (included on the signature page included in this registration statement).

* filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Andover, Massachusetts on December 5, 2001.

Groupe CGI Inc./CGI Group Inc. (Registrant)

By: CGI Information Systems & Management Consultants, Inc. (Authorized U.S. Representative)

By: /s/ Terry Broom

Terry Broom
Title: Senior Vice-President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That each of the undersigned officers and directors of the Company hereby constitutes and appoints Serge Godin, Paule Dore and Andre Imbeau, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments) and any and all documents in connection therewith, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifies, approves and confirms all that his or her said attorney-in-fact and agent, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature Title Date
/s/ Serge Godin Chairman of the Board, President and Chief Executive Officer December 5, 2001
Serge Godin (principal executive officer and director)

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----- Jean Brassard	Vice-Chairman of the Board	
/s/ Paule Dore ----- Paule Dore	Executive Vice-President, Chief Corporate Officer and Director (director)	December 5, 2001
/s/ Andre Imbeau ----- Andre Imbeau	Treasurer, Executive Vice- President Chief Financial Officer and Director (principal financial officer, principal accounting officer director)	December 5, 2001
----- Yvan Allaire	Director	
----- William D. Anderson	Director	
/s/ Claude Boivin ----- Claude Boivin	Director	December 5, 2001
/s/ Claude Chamberland ----- Claude Chamberland	Director	December 5, 2001
/s/ David L. Johnston ----- David L. Johnston	Director	December 5, 2001
----- C. Wesley M. Scott	Director	
/s/ Eileen A. Mercier ----- Eileen A. Mercier	Director	December 5, 2001
-----	Director	

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Jean Monty

----- Director
Charles Sirois

Index to Exhibits

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