

GSI GROUP INC  
Form SC 13D/A  
April 15, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

GSI Group Inc.  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

36191C205  
(CUSIP Number)

Ellen Porges, Esq.

Goldman Sachs Asset Management

200 West Street

New York, NY 10282

212-902-1000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

April 11, 2013  
(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), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

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\* 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 ("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).

NAME OF REPORTING  
PERSON

Goldman Sachs Asset  
Management

**1** (Goldman Sachs Asset  
Management, L.P.,  
together with GS  
Investment Strategies,  
LLC, "Goldman Sachs  
Asset Management")

CHECK THE  
APPROPRIATE  "

**2** BOX IF A  
MEMBER OF (b) "

**3** A GROUP  
SEC USE ONLY  
SOURCE OF FUNDS

**4** AF  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
PROCEEDING  
IS

**5** REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

Delaware

**7** SOLE  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY **8** -0-  
SHARED  
VOTING  
POWER

EACH  
REPORTING  
PERSON WITH: **9** 1,089,359  
SOLE  
DISPOSITIVE

POWER

-0-  
SHARED  
DISPOSITIVE  
POWER

10

1,089,359

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

1,089,359  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)       "

12

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

13

3.2%  
TYPE OF REPORTING  
PERSON

14

IA

**1** NAME OF REPORTING PERSON

Liberty Harbor I GP, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **8** SOLE VOTING POWER -0- SHARED VOTING POWER

**9** 1,089,359 SOLE DISPOSITIVE POWER

**10** -0- SHARED DISPOSITIVE POWER

	1,089,359
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	1,089,359 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
<b>13</b>	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
<b>14</b>	3.2% TYPE OF REPORTING PERSON  OO

**1** NAME OF REPORTING PERSON

Liberty Harbor Master Fund I, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

Cayman Islands SOLE VOTING POWER

**8** -0- SHARED VOTING POWER

**9** 1,089,359 SOLE DISPOSITIVE POWER

**10** -0- SHARED DISPOSITIVE POWER

	1,089,359
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	1,089,359 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
<b>13</b>	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
<b>14</b>	3.2% TYPE OF REPORTING PERSON  PN



**Item**  
**1. SECURITY AND ISSUER**

This Amendment No. 10 (the "Amendment") amends the statement on Schedule 13D filed on July 2, 2009 (the "Original Schedule 13D", as amended hereby and by Amendment No. 1 filed on November 20, 2009, Amendment No. 2 filed on March 3, 2010, Amendment No. 3 filed on March 16, 2010, Amendment No. 4 filed on March 19, 2010, Amendment No. 5 filed on May 12, 2010, Amendment No. 6 filed on May 18, 2010, Amendment No. 7 filed on July 27, 2010, Amendment No. 8 filed on March 31, 2011 and Amendment No. 9 filed on March 11, 2013, the "Schedule 13D") with respect to the common stock, no par value (the "Common Stock"), of GSI Group Inc., a company continued and existing under the laws of the Province of New Brunswick, Canada (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13D. This Amendment amends and restates Item 5 as set forth below. This is the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Persons.

**Item**  
**5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

As of April 11, 2013, GSAM and LH I GP may be deemed to beneficially own indirectly, and Liberty Harbor may be deemed to beneficially own directly, 1,089,359 shares of Common Stock, representing approximately 3.2% of the shares of Common Stock outstanding based on 33,820,825 shares of Common Stock outstanding as of February 28, 2013 as set forth in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed with the Securities and Exchange Commission on March 18, 2013. None of the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedule I-A or Schedule I-B hereto may be deemed to beneficially own any shares of Common Stock other than as set forth herein.

- (a) In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by the Reporting Persons. Each of GSAM LP and GSIS is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). This filing does not reflect securities, if any, beneficially owned by GS Group or any other subsidiaries of GS Group whose ownership is disaggregated from that of the Reporting Persons in accordance with the Release, and, in reliance on the Release, this filing does not include information regarding GS Group and its directors and executive officers as contemplated by Instruction C to Schedule 13D. GSAM LP and GSIS, each an investment adviser, disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which GSAM LP or GSIS or their employees have voting or investment discretion, or both, and (ii) securities managed, if any, on GSAM LP's or GSIS's behalf, by third parties.
- (b) Each Reporting Person shares the power to vote or direct the vote and to dispose or direct the disposition of the shares of Common Stock beneficially owned by such Reporting Person as indicated herein.

(c) The transactions in the Common Stock during the period commencing as of the date of filing of Amendment No. 9 to the Original Schedule 13D by Liberty Harbor, which were all in the open market, are set forth on Schedule A, and are incorporated herein by reference. Other than as set forth on Schedule A, no transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedule I-A or Schedule I-B hereto, during the period commencing as of the date of filing of Amendment No. 9 to the Original Schedule 13D.

(d) Except for clients of GSAM who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock held by Liberty Harbor, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by the Reporting Persons.

(e) As of April 11, 2013, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Stock outstanding.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 15, 2013

**GOLDMAN SACHS ASSET MANAGEMENT, L.P.**

/s/ Kevin Treanor  
Name: Kevin Treanor  
Title: Attorney-in-fact

**GS INVESTMENT STRATEGIES, LLC**

/s/ Kevin Treanor  
Name: Kevin Treanor  
Title: Attorney-in-fact

**LIBERTY HARBOR I GP, LLC**

/s/ Kevin Treanor  
Name: Kevin Treanor  
Title: Attorney-in-fact

**LIBERTY HARBOR MASTER FUND I, L.P.**

By: LIBERTY HARBOR I GP, LLC, its general partner

/s/ Kevin Treanor  
Name: Kevin Treanor  
Title: Attorney-in-fact

## SCHEDULE A

This Schedule sets forth information with respect to each purchase and sale of Common Stock which were effectuated by Liberty Harbor during the period commencing as of the date of filing of Amendment No. 9 to the Original Schedule 13D. All transactions were effectuated in the open market through a broker.

Trade Date	Shares Purchased (Sold)	Purchase Price Per Share (\$)*
03/11/2013	(8,298)	9.7056
03/12/2013	(10,000)	9.5994
03/13/2013	(4,305)	9.0906
04/10/2013	(5,200)	8.8999
04/10/2013	(55,455)	8.9254
04/11/2013	(725,476)	8.8318

\* Excluding commissions.