

GSI GROUP INC
Form 5
February 22, 2016

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
BERSHAD STEPHEN W

(Last) (First) (Middle)

C/O GSI GROUP INC., 125
MIDDLESEX TURNPIKE

(Street)

2. Issuer Name and Ticker or Trading
Symbol
GSI GROUP INC [GSIG]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BEDFORD, MA 01730

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/26/2015	Â	G	Amount 408,332 (2)	(A) or (D) Price D \$ 0 0 (4)	I	By trusts (1)
Common Stock	04/27/2015	Â	G	201,560 (3)	A \$ 0 2,311,648 (4)	D	Â
Common Stock	11/12/2015	Â	G	241,073 (2)	D \$ 0 0 (4)	I	By trusts (1)
Common Stock	11/13/2015	Â	G	172,327 (3)	A \$ 0 2,311,648 (4)	D	Â

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

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SEC 2270
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERSHAD STEPHEN W C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730	Â X	Â	Â	Â

Signatures

/s/ Joanna Tow,
Attorney-In-Fact

02/22/2016

__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) By grantor retained annuity trusts (each a "GRAT" and together, "GRATs").
- (2) Under the terms of each GRAT, upon maturity, the beneficiary automatically becomes the trustee. Consequently, beneficial ownership of any shares held by each GRAT at maturity transfers to the beneficiary of the respective GRAT.
- (3) Represents a transfer of beneficial ownership back to the Reporting Person due to an annuity payment made to the Reporting Person.
- (4) On December 31, 2015, the Reporting Person held 2,311,648 shares directly and no shares indirectly through various GRATs for a total beneficial ownership of 2,311,648 shares.

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Remarks:

Power of Attorney File

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.