**GSI GROUP INC** Form 4

### March 10, 2016 FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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)

1(b).

1. Name and Address of Reporting Person \* **Buckley Robert** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

(Street)

(Ctata)

GSI GROUP INC [GSIG]

(Check all applicable)

C/O GSI GROUP INC., 125

3. Date of Earliest Transaction (Month/Day/Year)

10% Owner Other (specify X\_ Officer (give title

MIDDLESEX TURNPIKE

4. If Amendment, Date Original

Chief Financial Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

03/08/2016

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BEDFORD, MA 01730-1409

(	City)	(State)	Tabl	e I - Non-D	Derivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title Secur (Instr	ity	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	on(A) or Dis	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Com		03/08/2016		M	18,079	A	\$ 13.31	178,955	D	
Com	mon k	03/08/2016		F	5,867	D	\$ 13.31	173,088	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		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>	03/08/2016		M	18,079	(1)(2)	(1)(2)	Common Stock	18,079	

## **Reporting Owners**

Reporting Owner Name / Address	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

\*\*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, 2014, March 8, 2015 and March 8, 2016.

#### **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.

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