

CGI GROUP INC
Form 6-K
May 01, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2006

Commission File Number 1-14858

CGI Group Inc.

(Translation of Registrant's Name Into English)

1130 Sherbrooke Street West
5th Floor
Montréal, Québec
Canada H3A 2M8
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.

Enclosure: Press Release dated May 1, 2006.

This Form 6-K shall be deemed incorporated by reference in the Registrant's Registration Statement on Form S-8, Reg. Nos. 333-13350, 333-66044, 333-74932 and 333-112021.

PRESS RELEASE

Stock Market Symbols

GIB.SV.A (TSX)

GIB (NYSE)

CGI FOUNDERS EXERCISE WARRANTS AND PURCHASE 435,991 CLASS B SHARES

Montreal, May 1, 2006 Serge Godin, André Imbeau and Jean Brassard, founders of CGI Group Inc., exercised warrants on Friday, April 28, 2006 totaling 435,991 Class B shares of CGI at a price of \$6.55 each. These warrants were related to those exercised by La Fédération des caisses Desjardins du Québec and were issued in connection with a 10-year, \$1.2 billion strategic alliance Desjardins signed with CGI in 2001.

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Serge Godin, Founder and Executive Chairman	360,582 Class B shares of CGI Group Inc. for a total of \$2,361,812.10
André Imbeau, Founder, Executive VP and CFO	54,494 Class B shares of CGI Group Inc. for a total of \$356,935.70
Jean Brassard, Vice-Chairman of the Board	20,915 Class B shares of CGI Group Inc. for a total of \$136,993.25

Warrants are securities issued by a company, which give their owners the right to purchase shares in the company at a specific price at a future date.

Founded in 1976, CGI Group Inc. (CGI) is the eighth largest independent information technology and business process services firms in the world. CGI and its affiliated companies employ approximately 25,000 professionals. CGI provides end-to-end IT and business process services to clients worldwide from offices in Canada, the United States of America (US), Europe, Asia Pacific as well as from centers of excellence in Canada, the US, Europe and India. CGI's annualized revenue run rate is currently \$3.5 billion (US\$3.0 billion) and at March 31, 2006, CGI's order backlog was \$13.7 billion (US\$11.7 billion). CGI's shares are listed on the TSX (GIB.SV.A) and the NYSE (GIB) and are included in the S&P/TSX Composite Index as well as the S&P/TSX Capped Information Technology and MidCap Indices.

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For more information:

Investors

Lorne Gorber, Vice-President, Investor Relations

(514) 841-3355

Media

Eileen Murphy, Director, Media Relations

(514) 841-3430

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CGI GROUP INC.

(Registrant)

Date: May 1, 2006

Name: Paule Doré

By /s/ Paule Doré

Title: Executive Vice-President
and Chief Corporate Officer
and Secretary