

CGI GROUP INC
Form 6-K
September 24, 2004

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 September 2004

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):

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

Enclosure: Press Release dated September 23, 2004.

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.

FOR IMMEDIATE RELEASE

Manulife Financial and CGI finalize agreement for the International Systems Development Centre (ISDC)

Halifax, Nova Scotia, September 23, 2004 Manulife Financial (TSX, NYSE and PSE: MFC; SEHK: 0945) and CGI Group Inc. (CGI) (TSX: GIB.A; NYSE: GIB), today announced the signing of the contract to create a new information technology development centre in Halifax. The signing of the memorandum of understanding was previously announced on June 9, 2004.

The mission of this centre of expertise will be to provide systems development, maintenance and integration services to Manulife and other CGI clients worldwide. As part of the six-year contract valued at CDN\$125 million, 300 Halifax-based technology professionals will join CGI. CGI expects to grow employment at the centre to 500 technology positions.

We are very excited about this new initiative and look forward to further solidifying our presence in the Halifax region. As we expand as a company we expect the centre will provide a solid platform from which to grow, said Bruce Gordon, Senior Executive Vice President and General Manager of Manulife Financial's Canadian Operations.

Michael Roach, CGI's President and Chief Operating Officer added: We would like to welcome our new professionals to the company. We look forward to working together on many stimulating projects as the centre evolves and serves other international clients. Our strategy is to continually enhance our global delivery model by offering world class clients competitively priced IT services through our homeshore, nearshore and offshore centres of excellence.

Manulife Financial Corporation and John Hancock Financial Services, Inc., including its Canadian subsidiary, The Maritime Life Assurance Company, completed their merger on April 28, after receiving all necessary regulatory and shareholder approvals.

About Manulife Financial

Manulife Financial is a leading Canadian-based financial services group serving millions of customers in 19 countries and territories worldwide. Operating as Manulife Financial in Canada and most of Asia, and primarily through John Hancock in the United States, the Company offers clients a diverse range of financial protection products and wealth management services through its extensive network of employees, agents and distribution partners. Funds under management by Manulife Financial and its subsidiaries were Cdn\$360 billion (US\$269 billion) as at June 30, 2004. Manulife Financial Corporation trades as MFC on the TSX, NYSE and PSE, and under 0945 on the SEHK. Manulife Financial can be found on the Internet at www.manulife.com.

About CGI

Founded in 1976, CGI is among the largest independent information technology and business process services firms in North America. 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, Europe, Asia Pacific as well as from centers of excellence in India and Canada. CGI's annualized revenue run rate is currently CDN\$3.8

billion (US\$2.8 billion) and at June 30, 2004, CGI's order backlog was CDN\$13.2 billion (US\$9.8 billion). CGI's shares are listed on the TSX (GIB.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. Website: www.cgi.com.

Forward-Looking Statements

All statements in this press release that do not directly and exclusively relate to historical facts constitute forward-looking statements within the meaning of that term in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. These statements represent CGI Group Inc.'s and Manulife Financial's intentions, plans, expectations, and beliefs, and are subject to risks, uncertainties, and other factors, of which many are beyond the control of the Companies. These factors could cause actual results to differ materially from such forward-looking statements.

These factors include and are not restricted to the timing and size of contracts, acquisitions and other corporate developments; the ability to attract and retain qualified employees; market competition in the rapidly-evolving information technology industry; general economic and business conditions, foreign exchange and other risks identified in the Management's Discussion and Analysis (MD&A) in CGI Group Inc.'s and Manulife Financial's Annual Reports or Form 40-Fs filed with the SEC, the Companies' Annual Information Forms filed with the Canadian

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securities authorities, as well as assumptions regarding the foregoing. The words believe, estimate, expect, intend, anticipate, foresee, and similar expressions and variations thereof, identify certain of such forward-looking statements, which speak only as of the date on which they are made. In particular, statements relating to future revenue from outsourcing contracts are forward-looking statements. CGI and Manulife Financial disclaim any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements.

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For more information:

Manulife Financial

Investor relations

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Media relations

Tom Nunn, Assistant Vice President, Media Relations, (519) 594-8578

CGI

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Ronald White, Director, Investor Relations, (514) 841-3230

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SIGNATURES

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: September 24, 2004

By /s/ Paule Doré
Name: Paule Doré
Title: Executive Vice-President
and Chief Corporate Officer
and Secretary

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