CGI GROUP INC
Form 6-K
April 24, 2002

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 April 2002.

CGI Group Inc.
(Translation of Registrant's Name Into English)

1130 Sherbrooke Street West
5th Floor
Montreal, Quebec
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 |X|

(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 |X|

(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 April 23, 2002 and Financial Statements for the period ending March 31, 2002.

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 and 333-74932.

FOR IMMEDIATE RELEASE

CGI Reports Strong Growth in Second Quarter of Fiscal 2002

Montreal, April 23, 2002 - CGI Group Inc. (NYSE: GIB; TSE: GIB.A), a leading provider of end-to-end information technology and business processing services, today reported unaudited results for its second quarter ended March 31, 2002. All figures are in Canadian dollars unless otherwise indicated.

Second Quarter Highlights

- Revenue of $539.2 million was 44.2% higher than the comparable period one year ago and 3.5% higher sequentially. Year-over-year organic growth was 14.9% in the second quarter.
- Net earnings of $33.2 million were 49.5% higher than last year's second quarter, while net earnings per share increased 12.5% to $0.09 from $0.08 in last year's second quarter, despite a 31.7% increase in weighted average number of shares outstanding.
- Operating cash flow was up 63.9% year-over-year to $57.4 million.
- Backlog of signed contracts stands at $9.1 billion with a weighted average remaining contract term of 6.8 years.
- Current pipeline of bids for large outsourcing contracts being reviewed by potential clients remains robust at $5 billion.
- In accordance with new CICA recommendations, the Company has concluded its assessment of the goodwill and will not record any impairment loss.

In millions of $ except per share amount	3 months ended 3/31/02 CDN$	Compared to 3 months ended 3/31/01 CDN$	12/31/01 CDN$
Revenue	$539.2	$374.0	$520.8
Earnings before amortization of goodwill (cash earnings)	$33.2	$22.2	$30.6
Net earnings	$33.2	$15.2	$30.6
Cash net earnings per share	$0.09	$0.08	$0.08
Net earnings per share	$0.09	$0.05	$0.08
Order backlog	$9,100	$7,000	$9,200

"We are pleased with the financial results achieved in the quarter. The strong year-over-year and sequential growth was a function of solid demand for our IT services from new and existing clients, in all verticals and across all geographic areas, especially in Canada," said Serge Godin, chairman and CEO. "While achieving strong financial results, we also continued to strengthen our operations and position ourselves for future growth, particularly in the US market."

Second Quarter Results

Revenue for the second quarter ended March 31, 2002 increased 44.2% to $539.2 million, from $374.0 million in the same quarter last year, and was up 3.5% sequentially over first quarter revenue of $520.8 million. In addition to good organic growth of 14.9%, the increase in revenue also reflects the contribution of acquisitions completed in the past year.

In the second quarter, revenue from long-term outsourcing contracts represented 72% of the Company's total revenue, including 15% from business processing services, while project oriented consulting and systems integration work represented 28%. Geographically, contribution to revenue was similar to last quarter, with clients in Canada representing 72%; clients in the US representing 21%; and all other regions, 7%. CGI improved its position as a leading IT services provider in the financial services sector, which represented 41% of revenue; while telecom represented 25%; government, 16%; manufacturing, retail and distribution, 15%; utilities and services, 2%; and healthcare, 1%.

EBITDA, Earnings Before Interest, Taxes, Depreciation & Amortization, for the second quarter increased 48.5% to $80.2 million, compared with $54.0 million in the same quarter a year ago, and increased 4.2% on a sequential basis compared with $76.9 million reported in the first quarter. The EBITDA margin improved to 14.9% at the end of the second quarter, compared with 14.4% in last year's second quarter and 14.8% at the end of the first quarter. EBIT, Earnings Before Interest and Taxes, was $57.1 million in the second quarter, up 43.7% over last year's second quarter EBIT of $39.7 million and up 8.6% over first quarter EBIT of $52.6 million. The EBIT margin was 10.6% for the quarter, compared with 10.1% in the first quarter and 10.6% in last year's second quarter. EBIT is a meaningful metric because it more accurately reflects earnings after operating costs, including costs related to the amortization and depreciation of fixed assets and amortization of contract costs.

Effective October 1, 2001, CGI stopped recording the amortization of goodwill. As such, net earnings and earnings before amortization of goodwill (cash net earnings) are equivalent. For purposes of clarity and ease of comparison, CGI compares net earnings results to cash net earnings figures provided in year-over-year comparisons. Net earnings in the second quarter increased 49.5% to $33.2 million, against comparable cash net earnings of $22.2 million in the same quarter a year ago, and were 8.4% higher sequentially, compared with $30.6 million reported in the first quarter. Net earnings per share of $0.09 for the quarter were up 12.5% over $0.08 reported for the second quarter of fiscal 2001, and $0.08 reported in the first quarter. Net earnings per share increased, despite a 31.7% year-over-year and 2.8% sequential increase in weighted average number of shares outstanding. The net margin improved to 6.2%, compared with 5.9% in the first quarter and 4.1% in the second quarter of fiscal 2001.

CGI maintains a strong balance sheet and cash position, which together with bank lines are sufficient to support the Company's growth strategy and represent a competitive strength when proposing on outsourcing contracts. At March 31, 2002, the total credit facility available amounted to $218.1 million. As of March 31, 2002, CGI had cash and cash equivalents of $152.5 million, compared with $155.8 million as of December 31, 2001.

Operating cash flow (operating cash flow represents cash provided by operating activities before changes in non-cash operating working capital items) in the second quarter improved to $57.4 million, compared with $35.0 million in the second quarter a year ago and $43.3 million in the first quarter of fiscal 2002. The year-over-year and sequential improvements in operating cash flow largely reflect the improvement in net earnings along with an increase in the depreciation of fixed assets, the amortization of contract costs and deferred credits related to the acquisitions and large outsourcing contracts closed in the year and changes in future income taxes.

Six-month Highlights

For the first six months of fiscal 2002 ended March 31, 2002, revenue increased 49.7% to $1,060.0 million, up from $708.2 million in the corresponding period of 2001. For the first six months of fiscal 2002, EBITDA increased 63.9% to $157.1 million, up from $95.9 million in the same period one year ago. Net earnings in the first six months increased 66.4% to $63.8 million, up from $38.3 million in the same period one year ago. Net earnings per share of $0.17 in the period were up 21.4% over $0.14 reported in the first six months of 2001.

Operating Highlights

In order for CGI to focus more intently on geographical areas with the highest growth potential, namely North America and Europe, CGI's Australian and Japanese operations were recently divested in separate transactions. The combined revenue for these two units had been approximately $9 million on an annualized basis, and there was no impact on the consolidated statement of earnings from the sale of these units.

During the quarter, CGI acquired Albany, New York based Rapid Application Developers, Inc. ("RAD") as part of its ongoing, niche acquisition strategy. RAD was acquired to enhance CGI's presence in the state government sector in the Northeast United States. RAD had revenue last year of US$4.2 million in the government sector.

Finally, in a continuing effort to maximize the opportunities for CGI's future growth, the Company has made adjustments to its organizational structure. Effective immediately, Satish Sanan becomes Vice-Chairman of CGI, reporting directly to Serge Godin, and is responsible for pursuing large IT and business process outsourcing opportunities in the US. Daniel Rocheleau, Executive Vice-President and Chief Business Engineering Officer, will continue his responsibility for the development of large strategic outsourcing and partnership initiatives for CGI in Canada and Europe. Michael Roach, who already managed more than 70% of CGI's operations as President, Canada & Europe, becomes President and Chief Operating Officer, with responsibility for the continuity of all CGI operations. Joseph Saliba becomes President, US, assuming operational responsibilities for the US in addition to leading the Business Process Services unit. Joe Saliba will report to Michael Roach.

Serge Godin said, "CGI's opportunity for growth as a leading North American provider of IT services is tremendous and we are fully intent on leveraging our potential. Especially in the US, where we see increasing demand for our service offering, we believe that these adjustments to our organizational structure will strengthen our ability to pursue new business initiatives and improve operational efficiencies."

Initiatives and Outlook

Mr. Godin added, "Our strong growth will continue to be driven by a combination of strategic acquisitions and organic growth initiatives. Additionally, we have established a diversified client base of more than 3,000 companies and enjoy strong recurring revenue from long-term outsourcing contracts. As such, CGI's continued growth is not solely dependent on winning large IT and business process outsourcing contracts. However, our position as the leading IT services provider in Canada and our growing recognition in the US, partly a result of a number of successful marketing initiatives, has fueled a robust pipeline of $5 billion in outstanding proposals. Our strong financial position, flexible client partnerships, and unique global delivery model give us confidence in the ability to turn this pipeline into backlog and deliver even stronger results going forward."

Guidance

Based on the information known today about current market conditions and demand, the company reiterates its current guidance for its fiscal year ending September 30, 2002. Base revenue for the year is expected to be between $2.1 billion and $2.2 billion, representing between 33% and 39% growth over fiscal 2001 results. These numbers do not include any contribution from potential large acquisitions or large outsourcing contract wins valued at more than $50 million per year. Net earnings per share should be in the range of $0.37 to $0.40, representing between 23% and 33% growth year over year.

In the third quarter ended June 30, 2002, revenue is expected to be in the range of $545 and $560 million, representing between 35% and 39% year over year growth. Net earnings per share are expected to be between $0.09 and $0.10, compared to $0.08 for the year ago period, representing between 12.5%- 25% growth.

Quarterly Conference Call

A conference call for the investment community will be held today, April 23, at 10:00 am (Eastern Time). Participants may access the call by dialing 888-799-1759 or through the Internet at www.cgi.ca. Supporting slides for the call will also be available at www.cgi.ca. For those unable to participate on the live call, a webcast and copy of the slides will be archived at www.cgi.ca.

Forward-Looking Statements

All statements in this press release and MD&A that do not directly and exclusively relate to historical facts constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements represent CGI Group Inc.'s intentions, plans, expectations, and beliefs, and are subject to risks, uncertainties, and other factors, of which many are beyond the control of the Company. 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 Annual Report on Form 40F filed with the SEC, the Company's Annual Information Form filed with the Canadian securities commissions, the Registration Statement on Form F-4 filed with the SEC in connection with the acquisition of IMRglobal and the Forms 10-K and 10-Q of IMRglobal filed with the SEC for the periods ended December 31, 2000 and March 31, 2001 respectively. All of the risk factors included in these filed documents are included here by reference. CGI disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For more information:
CGI Investor Relations

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Consolidated Financial Statements of
CGI Group Inc.
For the six months ended March 31, 2002

Consolidated Financial Statements of CGI Group Inc.
For the six months ended March 31, 2002

Consolidated Statements of Earnings
(in thousands of Canadian dollars, except per share amounts) (unaudited)

	Three months ended March	
	2002	2001
	$	
Revenue	539,199	373,9
Operating expenses		
Costs of services, selling and administrative expenses	454,717	316,9
Research	4,277	3,0
	458,994	319,9
Earnings before the under-noted:	80,205	54,0
Depreciation and amortization of fixed assets	11,267	7,9
Amortization of contract costs and other long-term assets	11,853	6,3
	23,120	14,2
Earnings before the following items:	57,085	39,7
Interest		
Long-term debt	(491)	(9
Other	270	6
	(221)	(3
Earnings before income taxes, entity subject to significant influence and amortization of goodwill	56,864	39,3
Income taxes	23,677	17,1
Earnings before entity subject to significant influence and amortization of goodwill	33,187	22,1
Entity subject to significant influence	--	

Earnings before amortization of goodwill	33,187	22,1
Amortization of goodwill, net of income taxes	--	6,9
Net earnings	33,187	15,2
Weighted average number of outstanding Class A subordinate shares and Class B shares	379,617,757	288,261,7
Basic and diluted earnings per share before amortization of goodwill (Note 2)	0.09	0.
Basic and diluted earnings per share (Note 2)	0.09	0.

Consolidated Statements of Retained Earnings
(in thousands of Canadian dollars) (unaudited)

	Three months ended March 31,	
	2002	2001
	$	$
Retained earnings, beginning of period	272,757	193,578
Share issue costs (Note 2)	--	--
Net earnings	33,187	15,206
Retained earnings, end of period	305,944	208,784

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Consolidated Financial Statements of CGI Group Inc.
For the six months ended March 31, 2002

Consolidated Balance Sheets
(in thousands of Canadian dollars) (unaudited)

	As at March 31, 20
Assets	
Current assets	
Cash and cash equivalents	152,54
Accounts receivable	337,51
Income taxes	-
Work in progress	91,79
Prepaid expenses and other current assets	57,27
Future income taxes	12,64
	651,78
Fixed assets	129,36
Contract costs and other long-term assets	328,27

Future income taxes	35,02
Goodwill	1,137,06
	2,281,49
Liabilities	
Current liabilities	
Accounts payable and accrued liabilities	281,86
Deferred revenue	99,95
Income taxes	3,04
Future income taxes	24,49
Current portion of long-term debt	6,11
	415,47
Future income taxes	52,47
Long-term debt	38,60
Deferred credits and other long-term liabilities	76,18
	582,73
Shareholders' equity	
Capital stock (Note 2)	1,342,82
Contributed surplus	21
Warrants (Note 2)	19,65
Retained earnings	305,94
Foreign currency translation adjustment	30,12
	1,698,75
	2,281,49

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Consolidated Financial Statements of CGI Group Inc.
For the six months ended March 31, 2002

Consolidated Statements of Cash Flows
(in thousands of Canadian dollars) (unaudited)

	Three months ended March	
	2002	2001
	$	$
Operating activities		
Net earnings	33,187	15,206
Adjustments for:		
Depreciation and amortization of fixed assets	11,267	7,937
Amortization of contract costs and other long-term assets	11,853	6,347
Amortization of goodwill	--	7,358
Deferred credits and other long-term liabilities	(8,633)	--
Future income taxes	12,594	(2,814)
Foreign exchange (gain) loss	(2,904)	969
Entity subject to significant influence	--	--

	57,364	35,003
Changes in working capital items:		
Accounts receivable	(21,223)	(7,660)
Work in progress	(8,549)	(21,612)
Prepaid expenses and other current assets	9,099	(8,634)
Accounts payable and accrued liabilities	(30,903)	(7,320)
Income taxes	11,036	509
Deferred revenue	11,761	25,846
	(28,779)	(18,871)
Cash provided by operating activities	28,585	16,132
Financing activities		
Net variation of credit facility	(15,003)	--
Decrease of other long-term debts	(885)	(30,521)
Issuance of shares	1,690	311
Share issue costs	--	--
Cash (used for) provided by financing activities	(14,198)	(30,210)
Investing activities		
Business acquisitions (net of cash)	(1,301)	7,348
Purchase of fixed assets	(7,902)	(7,590)
Contract costs and other long-term assets	(9,693)	(10,241)
Cash used for investing activities	(18,896)	(10,483)
Foreign exchange gain on cash held in foreign currencies	1,228	1,298
Net (decrease) increase in cash and cash equivalents	(3,281)	(23,263)
Cash and cash equivalents at beginning of period	155,830	51,453
Cash and cash equivalents at end of period	152,549	28,190
Interest paid	407	1,849
Income taxes paid	12,099	12,022

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Notes to the Consolidated Financial Statements
(tabular amounts only are in thousands of Canadian dollars, except share data)
(unaudited)

Note 1 - Summary of significant accounting policies

These interim Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements of the Company and notes thereto for the year ended September 30, 2001.

These interim Consolidated Financial Statements have been prepared in accordance with Canadian generally accepted accounting principles, using the same accounting policies as outlined in Note 2 to the Consolidated Financial Statements for the year ended September 30, 2001, except as noted below. Certain comparative figures in the Consolidated Financial Statements have been reclassified to conform to the current period presentation.

On October 1, 2001, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants ("CICA") Handbook Sections 1581, Business Combinations, and 3062, Goodwill and Other Intangible Assets. Under the revised Section 1581, all business combinations are accounted for using the purchase method. Additionally, under Section 3062, goodwill and intangible assets with an indefinite life are no longer amortized to earnings and are assessed for impairment on an annual basis, including a transitional impairment test whereby any resulting impairment will be charged to opening retained earnings. In fiscal 2002, the effect of the non-amortization of goodwill will result in an increase in the consolidated net earnings of approximately $28,800,000. The Company has completed the transitional impairment test and concluded that no goodwill impairment charge needs to be recorded.

The CICA also issued Handbook Section 3870, Stock-based Compensation and Other Stock-based Payments. This new section which is effective for fiscal years commencing on or after January 1, 2002, establishes standards for the recognition, measurement and disclosure of stock-based compensation made in exchange for goods and services. The section requires the use of the fair value method to account for awards to non-employees and direct awards of stock to employees and encourages, but does not require, the use of the fair value method to account for stock-based compensation costs arising from awards to employees. The new standard requires pro forma disclosures relating to net earnings and earnings per share figures as if the fair value method of accounting had been used. The Company is currently evaluating the effect that implementation will have on its Consolidated Financial Statements.

Note 2 - Capital stock and warrants

Capital stock - Class A subordinate shares carrying one vote per share, participating equally with Class B shares with respect to the payment of dividends and convertible into Class B shares under certain conditions in the event of certain takeover bids on Class B shares.

Class B shares, carrying 10 votes per share, participating equally with Class A subordinate shares with respect to the payment of dividends and convertible at any time at the option of the holder into Class A subordinate shares.

Options - Under a Stock option plan for certain employees and directors of the Company and its subsidiaries, the Board of Directors may grant, at its discretion, options to purchase company stock to certain employees and directors of the Company and of its subsidiaries. The exercise price is established by the Board of Directors but may not be lower than the average closing price for Class A subordinate shares over the five business days preceeding the date of grant. Options generally vest one to three years from the date of the grant and must be exercised within a 10-year period, except in the event of retirement, termination of employment or death.

Warrants - In connection with the signing of a strategic outsourcing contract and of a business acquisition, the Company granted warrants entitling the holders to subscribe to up to 5,118,210 Class A subordinate shares. The exercise prices were determined using the average closing price for Class A subordinate shares at a date and for a number of days around the respective transaction dates. The warrants vest upon signature of the contracts or date of business acquisition and have an exercise period of five years. As at March 31, 2002, there were 5,118,210 warrants issued and outstanding, 4,000,000 of which are exercisable at a price of $6.55 per share and expire April 30, 2006 and remaining 1,118,210 are exercisable at a price of $8.88 per share expiring June 13, 2006. The fair values of the warrants were estimated at their respective grant dates at $19,655,000 using the Black-Scholes option pricing model with the following assumptions : risk-free interest rate of 4.9%, dividend yield of 0.0%, expected volatility of 57.7% and expected life of five years.

(tabular amounts only are in thousands of Canadian dollars, except share data)

In addition to the warrants to purchase up to 5,118,210 Class A subordinate shares referred to above and issued in connection with the signing of a strategic outsourcing contract and of a business acquisition the "Initial Warrants", CGI issued to the Majority Shareholders and BCE warrants (the "Pre-emptive Rights Warrants") to subscribe in the aggregate up to 3,865,014 Class A subordinate shares and 697,044 Class B shares pursuant to the exercise of their pre-emptive rights contained in the articles of incorporation of CGI, with substantially similar terms and conditions as those of the Initial Warrants. The Pre-emptive Rights Warrants may be exercised by BCE and the Majority Shareholders only to the extent that the holders of the Initial Warrants exercise such Initial Warrants.

Note 2 - Capital stock and warrants (cont'd)

Furthermore, subject to regulatory approval, the Company has undertaken in favour of a holder of Initial Warrants to purchase up to 4,000,000 Class A subordinate shares to issue promptly after April 30, 2006 (the "Expiration Date") replacing warrants (the "Extended Warrants") to purchase Class A subordinate shares equal to the number of Class A subordinate shares not purchased by such holder under terms of the Initial Warrants on the Expiration Date. The Extended Warrants will have substantially similar terms and conditions as those of the Initial Warrants, except for the exercise price which will be based upon the closing price of the Class A subordinate shares on the TSE on the date preceding the issuance of the Extended Warrants.

The following table presents information concerning capital stock issued and paid and all stock options and warrants as at March 31, 2002:

Number of shares issued and paid
Class A subordinate shares
Class B shares
Total capital stock
Number of stock options (Class A subordinate shares)
Number of warrants (Class A subordinate shares)
Number of shares reflecting the potential exercise of stock options and warrants

As at March 31, 2002 and September 30, 2001, (after giving retroactive effect of the subdivision of the Company's shares that occured on August 12, 1997, December 15, 1997, May 21, 1998 and January 7, 2000), the Class A subordinate shares and the Class B shares changed as follows:

	Mar	
	Class A subordinate shar	
	Number	Amount

Balance, beginning of period	327,032,717	1,159,3
Issued for cash (1)	11,110,000	124,9
Issued as consideration for business acquisitions	--	
Fair value of options issued as consideration for business acquisitions	--	
Options exercised	850,656	4,2
Balance, end of period	338,993,373	1,288,6

	Septe	
	Class A subordinate shar	
	Number	Amount
Balance, beginning of period	240,755,667	490,6
Issued for cash (1)	--	
Issued as consideration for business acquisitions	85,835,178	651,0
Fair value of options issued as consideration for business acquisitions	--	16,5
Options exercised	441,872	1,1
Balance, end of period	327,032,717	1,159,3

The following table presents information concerning all stock options granted to certain employees and directors by the Company as at March 31, 2002 and September 30, 2001.

	March 31, 2002
Number of options	
Outstanding, beginning of period	24,223,852
Granted	845,159
Granted as consideration for business acquisitions	--
Exercised	(850,656)
Forfeited and expired	(699,763)
Outstanding, end of period	23,518,592

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Notes to the Consolidated Financial Statements
(tabular amounts only are in thousands of Canadian dollars, except share data)
(unaudited)

Note 2 - Capital stock and warrants (cont'd)

Earnings per share
The following table sets forth the computation of basic and diluted earnings per share for the three and six months ended March 31, 2002 and 2001.

	2002			
	Net earnings (numerator)	Number of shares (denominator)	Per share amount	Net earnin (numerato
	$		$	$
Net earnings available to common shareholders	33,187	379,617,757	0.09	15,206
Dilutive options		4,389,683		
Dilutive warrants		3,480,452		
Net earnings available to common shareholders and assumed conversions	33,187	387,487,892	0.09	15,206

	2002			
	Net earnings (numerator)	Number of shares (denominator)	Per share amount	Net earnin (numerato
	$		$	$
Net earnings available to common shareholders	63,799	374,455,980	0.17	25,628
Dilutive options		4,353,465		
Dilutive warrants		3,387,383		
Net earnings available to common shareholders and assumed conversions	63,799	382,196,828	0.17	25,628

Note 3 - Business acquisition

During the three months ended March 31, 2002, the Company finalized the purchase price allocation of IMRglobal Corp. ("IMR") acquired by the Company on July 27, 2001. From the initial price allocation as per Note 9 to the Consolidated Financial Statements of the Company for the year ended September 30, 2001, this final assessment resulted in an increase of Contract costs and other long-term assets of $7,577,000, a decrease of Goodwill of $4,925,000 and a decrease of Future income taxes of $2,652,000.

During the three months ended March 31, 2002, the Company also finalized the initial purchase price allocation for other acquisitions completed during 2001. In addition, AGTI Consulting Services Inc., in which the Company holds a 49% interest, increased its interest in one of its own subsidiary. The net effect of these transactions totalled $1,301,000 as follows:

	Total
	$
Working capital items	103
Fixed assets	26
Goodwill	1,172

1,301

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Notes to the Consolidated Financial Statements
(tabular amounts only are in thousands of Canadian dollars, except share data)
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Note 4 - Segmented information

Effective October 1, 2001, the Company changed it's organizational structure. The Company has three strategic business units ("SBU"), organized according to the following breakdown: Canada and Europe, US and Asia Pacific, and Business Process Services ("BPS"). The Company evaluates each SBU's performance under this structure and reports segmented information on that basis.

The following presents information on the Company's operations based on its new organizational structure.

As at and for the three months ended March 31, 2002	Canada and Europe	US and Asia Pacific	BPS	Corpor expense progr
	$	$	$	
Revenue	445,540	82,107	22,387	
Operating expenses	360,062	75,552	17,652	16
Earnings before the under-noted:	85,478	6,555	4,735	(16
Depreciation and amortization	18,588	2,648	1,075	
Earnings before interest, income taxes and amortization of goodwill	66,890	3,907	3,660	(17
Total assets	1,195,031	774,629	87,567	224
As at and for the three months ended March 31, 2001				
Revenue	324,482	36,830	18,497	
Operating expenses	258,072	43,864	13,873	9
Earnings before the under-noted:	66,410	(7,034)	4,624	(9
Depreciation and amortization	12,773	498	731	
Earnings before interest, income taxes and amortization of goodwill	53,637	(7,532)	3,893	(10
Total assets	849,645	132,305	77,892	47
As at and for the six months ended March 31, 2002				
Revenue	876,238	176,603	42,491	
Operating expenses	715,428	165,145	32,403	25
Earnings before the under-noted:	160,810	11,458	10,088	(25

Depreciation and amortization	37,720	6,807	1,845	1
Earnings before interest, income taxes and amortization of goodwill	123,090	4,651	8,243	(26
Total assets	1,195,031	774,629	87,567	224

As at and for the six months
ended March 31, 2001

Revenue	618,509	74,807	36,657	
Operating expenses	504,219	84,339	28,400	17
Earnings before the under-noted:	114,290	(9,532)	8,257	(17
Depreciation and amortization	23,455	1,086	1,490	
Earnings before interest, income taxes, entity subject to significant influence and amortization of goodwill	90,835	(10,618)	6,767	(17
Total assets	849,645	132,305	77,892	47

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Notes to the Consolidated Financial Statements
(tabular amounts only are in thousands of Canadian dollars, except share data)
(unaudited)

Note 5 - Subsequent events

On April 2, 2002, the Company acquired all of the outstanding shares of Rapid Application Developers Inc., for a total consideration of $6,371,000. This amount was paid through a cash payment of $4,110,000 and an issuance of 210,739 shares of the Company for a value of $2,261,000.

On April 17, 2002, the Company sold its Japanese operations for a total cash consideration of $9,449,000.

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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: April 23, 2002

By /s/ Paule Dore
Name: Paule Dore
Title: Executive Vice President
and Chief Corporate Officer

and Secretary