

Edgar Filing: LAMONDE GERMAIN - Form SC 13G/A

LAMONDE GERMAIN
Form SC 13G/A
February 13, 2007

=====

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

EXFO ELECTRO-OPTICAL ENGINEERING INC. /
EXFO INGENIERIE ELECTRO-OPTIQUE INC.
(Name of Issuer)

SUBORDINATE VOTING SHARES, NO PAR VALUE
MULTIPLE VOTING SHARES
(Title of Class of Securities)

302043 10 4
(CUSIP Number)

DECEMBER 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Edgar Filing: LAMONDE GERMAIN - Form SC 13G/A

CUSIP NO. 302043 10 4 13G

1. Name of Reporting Person Germain Lamonde
 S.S. or I.R.S. Identifica- (through Fiducie Germain Lamonde
 tion No. of Above Person & G. Lamonde Investissements
 (entities only) Financiers Inc.)

2. Check the Appropriate Box (a)
 if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization
 Canada

Number of Shares (5) Sole Voting Power 37,143,000 Multiple Voting Shares
 Beneficially 483,500 Subordinated Voting Shares
 Owned by Each (6) Shared Voting Power Nil
 Reporting Person (7) Sole Dispositive Power 37,143,000 Multiple Voting Shares
 with: 483,500 Subordinated Voting Shares
 (8) Shared Dispositive Power Nil

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Multiple Voting Shares 37,143,000
 Subordinated Voting Shares 483,500

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9

		%CLASS	%TOTAL	%VOTE
1,900,000	Fiducie Germain Lamonde	5.12	2.76	4.71
35,243,000	G. Lamonde Investissements Financiers Inc.	94.88	51.23	87.43
483,500	G. Lamonde Investissements Financiers Inc.	1.53	0.70	0.12

12. Type of Reporting Person
 IN

Page 2 of 9 Pages

CUSIP NO. 302043 10 4 13G

1. Name of Reporting Person Fiducie Germain Lamonde
 S.S. or I.R.S. Identifica-
 tion No. of Above Person
 (entities only)

2. Check the Appropriate Box (a)

Edgar Filing: LAMONDE GERMAIN - Form SC 13G/A

if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Quebec, Canada

Number of Shares	(5)	Sole Voting Power	1,900,000	Multiple Voting Shares
Beneficially	(6)	Shared Voting Power	Nil	
Owned by Each	(7)	Sole Dispositive Power	1,900,000	Multiple Voting Shares
Reporting Person	(8)	Shared Dispositive Power	Nil	

with:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,900,000 Multiple Voting Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9

		%CLASS	%TOTAL	%VOTE
1,900,000	Fiducie Germain Lamonde	5.12	2.76	4.71

12. Type of Reporting Person

00

Page 3 of 9 Pages

CUSIP NO. 302043 10 4 13G

1. Name of Reporting Person G. Lamonde Investissements
 S.S. or I.R.S. Identifica- Financiers Inc.
 tion No. of Above Person
 (entities only)

2. Check the Appropriate Box (a)
 if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization Quebec, Canada

Number of Shares	(5)	Sole Voting Power	35,243,000	Multiple Voting Shares
Beneficially	(6)	Shared Voting Power	Nil	
Owned by Each	(7)	Sole Dispositive Power	35,243,000	Multiple Voting Shares

Edgar Filing: LAMONDE GERMAIN - Form SC 13G/A

Reporting Person (8) Shared Dispositive Power Nil
with:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

35,243,000 Multiple Voting Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9

		%CLASS	%TOTAL	%VOTE
35,243,000	G. Lamonde Investissements Financiers Inc.	94.88	51.23	87.43

12. Type of Reporting Person

CO

Page 4 of 9 Pages

CUSIP NO. 302043 10 4 13G

1. Name of Reporting Person G. Lamonde Investissements
S.S. or I.R.S. Identifica- Financiers Inc.
tion No. of Above Person
(entities only)

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Quebec, Canada

Number of Shares (5)	Sole Voting Power	483,500	Subordinated Voting Shares
Beneficially (6)	Shared Voting Power	Nil	
Owned by Each (7)	Sole Dispositive Power	483,500	Subordinated Voting Shares
Reporting Person (8)	Shared Dispositive Power	Nil	

with:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

483,500 Subordinated Voting Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Edgar Filing: LAMONDE GERMAIN - Form SC 13G/A

11. Percent of Class Represented by Amount in Row 9

		%CLASS	%TOTAL	%VOTE
483,500	G. Lamonde Investissements Financiers Inc.	1.53	0.70	0.12

12. Type of Reporting Person

CO

Page 5 of 9 Pages

ITEM 1 NAME OF ISSUER

The name of the issuer is EXFO Electro-Optical Engineering Inc./EXFO Ingenierie electro-optique inc.

EXFO's principal executive offices are located at 400 Godin Avenue, Quebec, Quebec G1M 2K2, Canada.

ITEM 2(a). NAME OF PERSON FILING

This Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons"):

- (i) Germain Lamonde ("Mr. Lamonde");
- (ii) Fiducie Germain Lamonde ("FGL"); and
- (iii) G. Lamonde Investissements Financiers Inc. ("GLIF").

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

GERMAIN LAMONDE: 3044 Henri-Bernatchez, St-Augustin-de-Desmaures, Quebec, Canada, G3A 2Y1

FGL, GLIF: C/o EXFO Electro-Optical Engineering Inc., 400 Godin Avenue, Quebec, Quebec G1M 2K2, Canada.

ITEM 2(c). CITIZENSHIP:

Mr. Lamonde: a Canadian citizen.

FGL: a trust existing pursuant to Quebec law, Canada.

GLIF: a corporation existing pursuant to the Companies Act of Quebec, Canada.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Multi Voting Shares

Subordinate Voting Shares

ITEM 2(e). CUSIP NUMBER:

302043 10 4

Edgar Filing: LAMONDE GERMAIN - Form SC 13G/A

ITEM 3.

NO CHANGES.

Page 6 of 9 Pages

ITEM 4. OWNERSHIP

As of December 31, 2006, Mr. Lamonde beneficially owns an aggregate of 37,143,000 multiple voting shares and 483,500 subordinated voting shares which represent approximately 92.3% of the voting power in EXFO and 54.7% of the issued and outstanding shares of EXFO, being 37,143,000 multiple voting shares and 31,609,969 subordinate voting shares. Mr. Lamonde has the sole power to vote or direct the vote of 37,143,000 multiple voting shares and the sole power to dispose or to direct the disposition of 483,500 subordinated voting shares. Of the 37,143,000 multiple voting shares beneficially owned by Mr. Lamonde, 35,243,000 multiple voting shares are held of record by GLIF, 1,900,000 multiple voting shares are held of record by FGL and 483,500 subordinated voting shares are held of record by GLIF. GLIF is controlled by Mr. Lamonde, and the FGL is a family trust for the benefit of Mr. Lamonde and members of his family.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS

NO CHANGES.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

NO CHANGES.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NO CHANGES.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NO CHANGES.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

NO CHANGES.

ITEM 10. CERTIFICATION

NO CHANGES.

Page 7 of 9 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Edgar Filing: LAMONDE GERMAIN - Form SC 13G/A

Dated: February 13, 2007

/s/ Germain Lamonde

Germain Lamonde

FIDUCIE GERMAIN LAMONDE

By /s/ Germain Lamonde

Name: Germain Lamonde

Title: Trustee

G. LAMONDE INVESTISSEMENTS
FINANCIERS INC.

By /s/ Germain Lamonde

Name: Germain Lamonde

Title: President

EXHIBIT "A"

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement to which this Exhibit is attached is filed on behalf of them in the capacities set forth herein below.

Dated: February 13, 2007

/s/ Germain Lamonde

Germain Lamonde

FIDUCIE GERMAIN LAMONDE

By /s/ Germain Lamonde

Name: Germain Lamonde

Title: Trustee

G. LAMONDE INVESTISSEMENTS
FINANCIERS INC.

By /s/ Germain Lamonde

Edgar Filing: LAMONDE GERMAIN - Form SC 13G/A

Name: Germain Lamonde
Title: President

Page 9 of 9 Pages