

## Regulatory Story

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**Company** CGI Group Inc.  
**TIDM**  
**Headline** Form 8 (DD) - [Logica PLC]  
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 CGI Group Inc.  
 31 July 2012

## FORM 8 (DD)

**PUBLIC DEALING DISCLOSURE BY A PARTY TO AN OFFER OR PERSON ACTING IN  
 CONCERT (INCLUDING DEALINGS FOR THE ACCOUNT OF DISCRETIONARY INVESTMENT  
 CLIENTS)**

Rules 8.1, 8.2 and 8.4 of the Takeover Code (the "Code")

## 1. KEY INFORMATION

<b>(a) Identity of the party to the offer or person acting in concert making the disclosure:</b>	CGI Group Holdings Europe Limited (a wholly-owned subsidiary of CGI Group Inc.)
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient</i>	
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Logica plc
<b>(d) Status of person making the disclosure:</b> <i>e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)</i>	Offeror
<b>(e) Date dealing undertaken:</b>	31 July 2012
<b>(f) Has the party previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer?</b>	NO

## 2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing

Class of relevant security:	10p Ordinary			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	1	0.00		
(2) Derivatives (other than options):				
(3) Options and agreements to purchase/sell:				

<b>TOTAL:</b>	<b>1</b>	<b>0.00</b>		
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*All interests and all short positions should be disclosed.*

*Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities (including directors' and other executive options)**

<b>Class of relevant security in relation to which subscription right exists:</b>	
<b>Details, including nature of the rights concerned and relevant percentages:</b>	

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**3. DEALINGS BY THE PERSON MAKING THE DISCLOSURE**

**(a) Purchases and sales**

<b>Class of relevant security</b>	<b>Purchase/sale</b>	<b>Number of securities</b>	<b>Price per unit</b>
10p Ordinary	Purchase	1	Nil*

**(b) Derivatives transactions (other than options)**

<b>Class of relevant security</b>	<b>Product description e.g. CFD</b>	<b>Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position</b>	<b>Number of reference securities</b>	<b>Price per unit</b>

**(c) Options transactions in respect of existing securities**

**(i) Writing, selling, purchasing or varying**

<b>Class of relevant security</b>	<b>Product description e.g. call option</b>	<b>Writing, purchasing, selling, varying etc.</b>	<b>Number of securities to which option relates</b>	<b>Exercise price per unit</b>	<b>Type e.g. American, European etc.</b>	<b>Expiry date</b>	<b>Option money paid/received per unit</b>

**(ii) Exercising**

<b>Class of relevant security</b>	<b>Product description e.g. call option</b>	<b>Number of securities</b>	<b>Exercise price per unit</b>

**(d) Other dealings (including subscribing for new securities)**

<b>Class of relevant security</b>	<b>Nature of dealing e.g. subscription, conversion</b>	<b>Details</b>	<b>Price per unit (if applicable)</b>

*The currency of all prices and other monetary amounts should be stated.*

*Where there have been dealings in more than one class of relevant securities of the offeror or offeree*

named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

*\*This trade has been carried out in relation to the recommended scheme of arrangement (the "Scheme") pursuant to which CGI Group Holdings Europe Limited is proposing to acquire the entire issued and to be issued ordinary share capital of Logica plc, details of which were set out in a circular to Logica plc shareholders dated 21 June 2012 (the "Scheme Document"). As disclosed in the Scheme Document, for purposes of implementing the Scheme, CGI Group Holdings Europe Limited has acquired one ordinary share in Logica plc prior to the Reduction Record Time (as defined in the Scheme Document).*

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:**

*If there are no such agreements, arrangements or understandings, state "none"*

None

##### (b) Agreements, arrangements or understandings relating to options or derivatives

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer or person acting in concert making the disclosure and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

*If there are no such agreements, arrangements or understandings, state "none"*

None

##### (c) Attachments

**Are any Supplemental Forms attached?**

<b>Supplemental Form 8 (Open Positions)</b>	NO
<b>Supplemental Form 8 (SBL)</b>	NO

<b>Date of disclosure:</b>	31 July 2012
<b>Contact name:</b>	Menno Kremer
<b>Telephone number:</b>	+44-207-774-1000

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

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