

EXFO ELECTRO OPTICAL ENGINEERING INC

Form 6-K

June 27, 2006

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FORM 45-102F1

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 6-K
Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16
Under the Securities Exchange Act of 1934
For the month of June, 2006
EXFO Electro-Optical Engineering Inc.
(Translation of registrant's name into English)
400 Godin Avenue, Quebec, Quebec, Canada G1M 2K2
(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 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-_____.

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On June 27, 2006, Germain Lamonde, President and Chief Executive Officer of EXFO Electro-Optical Engineering Inc., a Canadian corporation, filed a Notice of Intention to Distribute Securities under Section 2.8. of MI 45-102 Resale of Securities with the various Canadian Securities Commissions and the Toronto Stock Exchange. This report on Form 6-K sets forth the Form 45-102F1 as filed and is hereby incorporated as a document by reference to Form F-3 (Registration Statement under the Securities Act of 1933) declared effective as of July 30, 2001 and to Form F-3 (Registration Statement under the Securities Act of 1933) declared effective as of March 11, 2002 and to amend certain material information as set forth in these two Form F-3 documents.

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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.

EXFO ELECTRO-OPTICAL ENGINEERING
INC.

By: /s/ Germain Lamonde
Name: Germain Lamonde
Title: President and Chief Executive
Officer

Date: June 27, 2006

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FORM 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
MI 45-102 Resale of Securities**

Reporting issuer

1. Name of reporting issuer: **EXFO Electro-Optical Engineering Inc.**

Selling security holder

2. Your name: **Germain Lamonde**

3. The offices or positions you hold in the reporting issuer: **Chairman of Board, President and Chief Executive Officer**

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? **NO**

5. Number and class of securities of the reporting issuer you beneficially own:

Fiducie Germain Lamonde holds 1,900,000 Multiple Voting Shares

G. Lamonde Investissements Financiers Inc. holds 35,743,000 Multiple Voting Shares for a total of 37,643,000 Multiple Voting Shares.

500,000 of the 35,743,000 Multiple Voting Shares held by G. Lamonde Investissements Financiers Inc. will be converted into 500,000 subordinate voting shares on the basis of one (1) to (1) share. A total of 500,000 Subordinate Voting Shares will be offered to sell on the market.

Distribution

6. Number and class of securities you propose to sell: **500,000 subordinate voting shares**

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

The securities will be sold on the Toronto Stock Exchange (TSX) and/or the NASDAQ.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

(1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and

(2) the information given in this form is true and complete.

Date: June 27, 2006

Germain Lamonde

Your name

/s/ Germain Lamonde

Your signature