

BERRY DAVID W
Form 3
March 22, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

SELECT CONTRARIAN
VALUE PARTNERS L P

(Last) (First) (Middle)

4200 MONTROSE
BLVD., SUITE 510

(Street)

HOUSTON, TX 77006

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/28/2006

3. Issuer Name and Ticker or Trading Symbol
GSE SYSTEMS INC [GVP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|---|------------|------------|---|-----------|-------------|----------------------------------|---|
| Series A Cumulative Convertible Preferred Stock | 02/28/2006 | Â (2) | Common Stock, par value \$0.01 | 1,129,944 | \$ 1.77 (1) | D | Â |
| Warrant | 02/28/2006 | 02/28/2011 | Common Stock, par value \$0.01 | 225,989 | \$ 1.77 (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SELECT CONTRARIAN VALUE PARTNERS L P 4200 MONTROSE BLVD. SUITE 510 HOUSTON, TX 77006 | Â | Â X | Â | Â |
| KAIZEN MANAGEMENT, L.P. 4200 MONTROSE BLVD. SUITE 510 HOUSTON, TX 77006 | Â | Â X | Â | Â |
| Kaizen Capital, L.L.C. 4200 MONTROSE BLVD. SUITE 510 HOUSTON, TX 77006 | Â | Â X | Â | Â |
| BERRY DAVID W 4200 MONTROSE BLVD. SUITE 510 HOUSTON, TX 77006 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| Select Contrarian Value Partners, L.P., by Kaizen Management, L.P., its General Partner, by Kaizen Capital, L.L.C., its General Partner, by /s/ David W. Berry, Manager | 03/22/2006 |
| **Signature of Reporting Person | Date |
| Kaizen Management, L.P., by Kaizen Capital, L.L.C., its General Partner, by /s/ David W. Berry, Manager | 03/22/2006 |
| **Signature of Reporting Person | Date |
| Kaizen Capital, L.L.C., by /s/ David W. Berry, Manager | 03/22/2006 |
| **Signature of Reporting Person | Date |
| /s/ David W. Berry | 03/22/2006 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Conversion price may be adjusted pursuant to the terms of the Certificate of Designations (the "Certificate of Designations") of the Series A Cumulative Convertible Preferred Stock (the "Preferred Stock") of GSE Systems, Inc. ("GSE").
- (2) Preferred Stock does not expire, but pursuant to the terms of the Certificate of Designations of GSE the Preferred Stock may automatically be converted upon certain events or converted at GSE's option upon certain events.
- (3) Conversion price may be adjusted pursuant to the terms of the Warrant to Purchase Shares of Common Stock issued to Select Contrarian Value Partners, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.