

GP STRATEGIES CORP

Form 4

September 14, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sagard Capital Partners, L.P.

(Last) (First) (Middle)

280 PARK AVENUE, 3RD FLOOR
WEST,

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

GP STRATEGIES CORP [GPX]

3. Date of Earliest Transaction
(Month/Day/Year)

09/12/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	(A) or (D) Amount Price				
COMMON STOCK	09/12/2016		P ⁽¹⁾		4,707 <u>(2)</u>	A \$ 24.2691 <u>(3)</u>	3,531,025	I	SEE FOOTNOTE <u>(5)</u>
COMMON STOCK	09/13/2016		P ⁽¹⁾		4,707 <u>(2)</u>	A \$ 24.6328 (4)	3,535,732	I	SEE FOOTNOTE (5)

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

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information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sagard Capital Partners, L.P. 280 PARK AVENUE, 3RD FLOOR WEST NEW YORK, NY 10017		X		
Sagard Capital Partners Management Corp 280 PARK AVENUE 3RD FLOOR WEST NEW YORK, NY 10017		X		
Sagard Capital Partners GP, Inc. 280 PARK AVENUE 3RD FLOOR WEST NEW YORK, NY 10017		X		

Signatures

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners, L.P.	09/14/2016
__Signature of Reporting Person	Date
/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc.	09/14/2016
__Signature of Reporting Person	Date
/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp.	09/14/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).

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- (1) The purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Persons on August 8, 2016.
- (2) Consists of shares of common stock, par value, \$0.01 per share, of GPX ("Shares").
The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.05 and \$24.33. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (3) The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.38 and \$24.74. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (4) Sagard is the direct beneficial owner of the Shares reported herein. GP and Sagard Management are indirect beneficial owners of such Shares. Each of the Reporting Persons disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of the securities reported herein except to the extent of its pecuniary interest therein.
- (5)

Remarks:

This Form 4 is being filed by Sagard Capital Partners, L.P., a Delaware limited partnership ("Sagard"), Sagard Capital Partners,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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