

CHINA EASTERN AIRLINES CORP LTD

Form 6-K

December 01, 2010

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

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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 December 2010

Commission File Number: 001-14550

China Eastern Airlines Corporation Limited

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(Translation of Registrant's name into English)

Board Secretariat's Office  
Kong Gang San Lu, Number 88  
Shanghai, China 200335

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(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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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): n/a

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SIGNATURES

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.

China Eastern Airlines Corporation Limited  
(Registrant)

Date December 1, 2010

By /s/ Luo Zhuping  
Name: Luo Zhuping  
Title: Director and Company  
Secretary

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Certain statements contained in this announcement may be regarded as "forward-looking statements" within the meaning of the U.S. Securities Exchange Act of 1934, as amended. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Company to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. Further information regarding these risks, uncertainties and other factors is included in the Company's filings with the U.S. Securities and Exchange Commission. The forward-looking statements included in this announcement represent the Company's views as of the date of this announcement. While the Company anticipates that subsequent events and developments may cause the Company's views to change, the Company specifically disclaims any obligation to update these forward-looking statements, unless required by applicable laws. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this announcement.

For Main Board and GEM listed issuers

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended  
(dd/mm/yyyy) : 30/11/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Eastern Airlines Corporation Limited (the "Company")  
Date Submitted 01/12/2010

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock 00670 Description :H Shares  
code :

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	3,494,325,000	RMB1.00	RMB3,494,325,000
Increase/(decrease)	N/A		N/A
Balance at close of the month	3,494,325,000	RMB1.00	RMB3,494,325,000

(2) Stock 600115 Description :A Shares  
code :

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
	7,782,213,860	RMB1.00	RMB7,782,213,860

Balance at close of preceding  
month

Increase/(decrease)

N/A

N/A

Balance at close of the month

7,782,213,860

RMB1.00

RMB7,782,213,860

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For Main Board and GEM listed issuers

## 2. Preference Shares

Stock code

Description :

:

No. of preference  
sharesPar value  
(State currency)Authorised share  
capital  
(State currency)

Balance at close of preceding month

Increase/(decrease)

Balance at close of the month

## 3. Other Classes of Shares

Stock code

Description :

:

No. of other  
classes of sharesPar value  
(State currency)Authorised share  
capital  
(State currency)

Balance at close of preceding month

Increase/(decrease)

Balance at close of the month

Total authorised share capital at the end of the month  
(State currency) :

RMB11,276,538,860

For Main Board and GEM listed issuers

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	3,494,325,000	7,782,213,860	N/A	N/A
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	3,494,325,000	7,782,213,860	N/A	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.						
( / / ) shares (Note 1)						
2.						
( / / ) shares (Note 1)						
3.						

( / / )  
shares  
(Note 1)

Total A. (Ordinary shares)  
(Preference shares)  
(Other class)

Total funds raised during the month from exercise  
of options  
(State currency)

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For Main Board and GEM listed issuers

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	190
Restricted stock units		125		129		
Board of Directors stock grants		125		100		
Total stock-based compensation expense	\$	481	\$	419		

Pursuant to our 2011 Stock Incentive Plan (the "2011 Plan"), we may grant awards of non-qualified stock options, incentive stock options, restricted stock, stock units, performance shares, performance units and other incentives payable in cash or in shares of our common stock to officers, employees or members of the Board of Directors. The 2011 Plan replaced the 1973 Non-Qualified Stock Option Plan, as amended, and the 2003 Incentive Stock Plan (the "Prior Plans"). No new awards will be made under the Prior Plans and outstanding awards will remain outstanding under the Prior Plans until settled. As of March 31, 2012, we had non-qualified stock options and restricted stock units outstanding under these plans as discussed below.

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

March 31, 2012  
(Unaudited)

*Non-Qualified Stock Options*

Summarized information for our non-qualified stock options is as follows:

Stock Options	Number of options	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value
Outstanding at December 31, 2011	1,441,370	\$ 9.93		
Granted	18,500	15.25		
Exercised	(185,080)	10.67		
Forfeited	(6,000)	13.17		
Expired	(9,380)	3.03		
Outstanding at March 31, 2012	1,259,410	\$ 9.93	2.72	\$ 9,528,000
Stock options expected to vest	1,219,860	\$ 9.99	2.66	\$ 9,158,000
Exercisable at March 31, 2012	557,410	\$ 9.75	2.03	\$ 4,321,000

*Restricted Stock Units*

In addition to stock options, we issue restricted stock units to key employees and members of the Board of Directors based on meeting certain service goals. The stock units vest to the recipients at various dates, up to five years, based on fulfilling service requirements. We recognize the value of the market price of the underlying stock on the date of grant as compensation expense over the requisite service period. Upon vesting, the stock units are settled in shares of our common stock. Summarized share information for our restricted stock units is as follows:

	Three months ended March 31, 2012 (In shares)	Weighted average grant date fair value (In dollars)
Outstanding and unvested, beginning of period	102,967	\$ 6.43

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Granted	6,000	15.25
Vested	(12,560)	9.01
Forfeited	(812)	6.00
Outstanding and unvested, end of period	95,595 \$	6.65
Restricted stock units expected to vest	89,380 \$	7.06

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**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

March 31, 2012  
(Unaudited)

**(8) Short-Term Borrowings**

As of March 31, 2012, we had a \$35 million Financing and Security Agreement (the Credit Agreement ) with a bank that was due to expire on October 31, 2013. The maximum interest rate on borrowings under the Credit Agreement is the daily LIBOR market index rate plus 2.25%. Based upon our financial performance, the interest rate can be reduced. For the three months ended March 31, 2012, the rate was LIBOR plus 1.0%. The Credit Agreement contains covenants with respect to our minimum tangible net worth, total liabilities to tangible net worth ratio and interest coverage ratio. We were in compliance with all loan covenants under the Credit Agreement as of March 31, 2012. As of March 31, 2012, there were no borrowings outstanding and \$34,542,000 of available borrowings under the Credit Agreement.

On April 30, 2012, we entered into a Third Amended and Restated Financing and Security Agreement (the Amended Credit Agreement ) for a maximum principal amount of \$50,000,000 with a provision to increase to \$75,000,000 upon lender approval. The Amended Credit Agreement expires on October 31, 2014 and is secured by certain of our assets. The maximum interest rate on borrowings under the Amended Credit Agreement is the daily LIBOR market index rate plus 2.25%. Based upon our financial performance, the interest rate can be reduced to a minimum of LIBOR plus 1.0%. The Amended Credit Agreement contains covenants with respect to our minimum tangible net worth, total liabilities to tangible net worth ratio and cash flow to debt service ratio.

**(9) Income Taxes**

An uncertain tax position taken or expected to be taken in a tax return is recognized in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities that have full knowledge of all relevant information. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Interest and penalties related to income taxes are accounted for as income tax expense.

As of March 31, 2012, we had \$1,418,000 of unrecognized tax benefits, all of which would favorably impact the effective tax rate if recognized. We expect that the liability for unrecognized tax benefits will decrease by \$1,418,000 during the year ended December 31, 2012 as the tax position relates to a period that will be outside the applicable statute of limitations in 2012. For the three months ended March 31, 2012 and 2011, we recognized \$12,000 and \$18,000, respectively, of interest expense related to these tax positions which is reflected as income tax expense in the consolidated statements of operations. As of March 31, 2012, we had \$172,000 of accrued interest related to these tax positions. We and our subsidiaries file income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. With few exceptions,

we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examination by tax authorities for years prior to 2002.

Table of Contents**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

## Notes to Condensed Consolidated Financial Statements

March 31, 2012  
(Unaudited)

**(10) Stockholders Equity**

Changes in stockholders equity during the three months ended March 31, 2012 were as follows (in thousands):

	Common stock	Additional paid-in capital	Accumulated deficit	Treasury stock at cost	Accumulated other comprehensive loss	Total stockholders equity
Balance at December 31, 2011	\$ 188	\$ 165,519	\$ (18,733)	\$ (358)	\$ (3,222)	\$ 143,394
Net income			4,384			4,384
Other comprehensive income					1,111	1,111
Stock-based compensation		481				481
Other	1	6		358		365
Balance at March 31, 2012	\$ 189	\$ 166,006	\$ (14,349)	\$	\$ (2,111)	\$ 149,735

**(11) Business Segments**

As of March 31, 2012, we operated through five reportable business segments: (i) Learning Solutions, (ii) Professional & Technical Services, (iii) Sandy Training & Marketing, (iv) RWD, and (v) Energy Services. Our Learning Solutions segment represents an aggregation of two operating groups in accordance with the aggregation criteria in U.S. GAAP, while all of the other reportable segments each represent one operating segment. We are organized by operating group primarily based upon the markets served by each group and/or the services performed. Each operating group consists of business units which are focused on providing specific products and services to certain classes of customers or within targeted markets. Marketing and communications, accounting, finance, legal, human resources, information systems and other administrative services are organized at the corporate level. Business development and sales resources are aligned with operating groups to support existing customer accounts and new customer development.

Further information regarding our business segments is discussed below.

**Learning Solutions.** The Learning Solutions segment delivers training, curriculum design and development, e-Learning services, system hosting, training business process outsourcing and consulting services primarily to large companies in the electronics and semiconductors, healthcare, software, financial and other industries as well as to government agencies. This segment's ability to deliver a wide range of training services on a global basis allows it to take over the entire learning function for the client, including their training personnel.

**Professional & Technical Services.** Consisting of our former Manufacturing and Process & Government groups, this segment has over four decades of experience providing training, consulting, engineering and technical services, including lean consulting, emergency preparedness, safety and regulatory compliance, chemical demilitarization and environmental services primarily to large companies in the manufacturing, steel, pharmaceutical and petrochemical industries, federal and state government agencies and large

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**GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

March 31, 2012  
(Unaudited)

government contractors. This segment also provides services to users of alternative fuels, including designing and constructing LNG and hydrogen fueling stations, as well as supplying fuel and equipment.

**Sandy Training & Marketing.** The Sandy segment provides custom product sales training and has been a leader in serving manufacturing customers in the U.S. automotive industry for over 30 years. Sandy provides custom product sales training designed to better educate customer sales forces with respect to new vehicle features and designs, in effect rapidly increasing the sales force knowledge base and enabling them to address detailed customer queries. Furthermore, Sandy helps our clients assess their customer relationship marketing strategy, measure performance against competitors and connect with their customers on a one-to-one basis. This segment also provides technical training services to automotive customers.

**RWD.** The RWD segment represents a portion of the consulting business acquired from RWD Technologies, LLC in April 2011. Certain of the other acquired RWD business units are managed within the Professional & Technical Services and Sandy segments discussed above. The RWD segment provides human capital management and IT consulting services, end-user training, change management, knowledge management and operator effectiveness management solutions in industries such as manufacturing, aerospace, healthcare, life sciences, consumer products, financial, telecommunications, services and higher education as well as the public sector.

**Energy Services.** The Energy Services segment provides engineering services, products and training primarily to electric power utilities. Our proprietary EtaPro™ Performance Monitoring and Optimization System provides a suite of performance solutions for power generation plants and is installed at approximately 900 power generating units in over 30 countries. In addition to providing custom training solutions, this segment provides web-based training through our GPiLearn™ portal to over 30,000 power plant personnel in the U.S. and in over 40 countries.

We do not allocate the following corporate items to the segments: other income, interest expense, gain (loss) on change in fair value of contingent consideration and income tax expense. Inter-segment revenue is eliminated in consolidation and is not significant.

Prior to the merger of GP Strategies Corporation and General Physics on December 31, 2011, we did not allocate certain corporate selling, general and administrative (SG&A) expenses to our operating segments. After the merger, we began allocating these costs to the operating segments on a consistent basis as other SG&A expenses. As a result, we have reclassified the prior period operating income by segment amounts below to allocate the corporate SG&A expenses that were previously not allocated.





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## Notes to Condensed Consolidated Financial Statements

March 31, 2012  
(Unaudited)

The following table sets forth the revenue and operating results attributable to each reportable segment and includes a reconciliation of segment revenue to consolidated revenue and operating results to consolidated income before income tax expense (in thousands):

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Revenue:</b>		
Learning Solutions	\$ 35,904	\$ 29,995
Professional & Technical Services	24,450	17,261
Sandy Training & Marketing	13,322	11,136
RWD	13,831	
Energy Services	6,098	5,901
	\$ 93,605	\$ 64,293
<b>Operating income:</b>		
Learning Solutions	\$ 3,546	\$ 1,668
Professional & Technical Services	1,561	923
Sandy Training & Marketing	303	300
RWD	245	
Energy Services	1,669	1,153
Gain (loss) on change in fair value of contingent consideration, net	(40)	246
Operating income	7,284	4,290
Interest expense	40	33
Other income	90	181
Income before income tax expense	\$ 7,334	\$ 4,438

**(12) Subsequent Events**

On April 30, 2012, we entered into an Amended Credit Agreement with our lender for a maximum principal amount of \$50,000,000 with a provision to increase to \$75,000,000 upon lender approval. See Note 8 for further details.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Results of Operations**

*General Overview*

We are a global performance improvement solutions provider of sales and technical training, e-Learning solutions, management consulting and engineering services that seeks to improve the effectiveness of organizations by providing services and products that are customized to meet the specific needs of clients. Clients include Fortune 500 companies and governmental and other commercial customers in a variety of industries. We believe we are a global leader in performance improvement, with over four decades of experience in providing solutions to optimize workforce performance.

As of March 31, 2012, we operated through five reportable business segments: (i) Learning Solutions, (ii) Professional & Technical Services, (iii) Sandy Training & Marketing (Sandy), (iv) RWD, and (v) Energy Services. Our Learning Solutions segment represents an aggregation of two operating groups in accordance with the aggregation criteria in U.S. GAAP, while all of the other reportable segments each represent one operating segment. We are organized by operating group, primarily based upon the markets served by each group and/or the services performed. Each operating group consists of business units which are focused on providing specific products and services to certain classes of customers or within targeted markets. Marketing and communications, accounting, finance, legal, human resources, information systems and other administrative services are organized at the corporate level. Business development and sales resources are aligned with operating groups to support existing customer accounts and new customer development.

Further information regarding each business segment is discussed below.

**Learning Solutions.** The Learning Solutions segment delivers training, curriculum design and development, e-Learning services, system hosting, training business process outsourcing and consulting services primarily to large companies in the electronics and semiconductors, healthcare, software, financial and other industries as well as to government agencies. This segment's ability to deliver a wide range of training services on a global basis allows it to take over the entire learning function for the client, including their training personnel.

**Professional & Technical Services.** Consisting of our former Manufacturing and Process & Government groups, this segment has over four decades of experience providing training, consulting, engineering and technical services, including lean consulting, emergency preparedness, safety and regulatory compliance, chemical demilitarization and environmental services primarily to large companies in the manufacturing, steel, pharmaceutical and petrochemical industries, federal and state government agencies and large government contractors. This segment also provides services to users of alternative fuels, including designing and constructing LNG and hydrogen fueling stations, as well as supplying fuel and equipment.

**Sandy Training & Marketing.** The Sandy segment provides custom product sales training and has been a leader in serving manufacturing customers in the U.S. automotive industry for over 30 years. Sandy provides custom product sales training designed to better educate customer sales forces with respect to new vehicle features and designs, in effect rapidly increasing the sales force knowledge base and enabling them to address detailed customer queries. Furthermore, Sandy helps our clients assess their customer relationship marketing strategy, measure performance against competitors and connect with their customers on a one-to-one basis. This segment also provides technical training services to automotive customers.

**RWD.** The RWD segment represents a portion of the consulting business acquired from RWD Technologies, LLC in April 2011. Certain of the other acquired RWD business units are managed within the Professional & Technical Services and Sandy segments discussed above. The RWD segment provides human capital

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management and IT consulting services, end-user training, change management, knowledge management and operator effectiveness management solutions in industries such as manufacturing, aerospace, healthcare, life sciences, consumer products, financial, telecommunications, services and higher education as well as the public sector.

**Energy Services.** The Energy Services segment provides engineering services, products and training primarily to electric power utilities. Our proprietary EtaPro™ Performance Monitoring and Optimization System provides a suite of performance solutions for power generation plants and is installed at approximately 900 power generating units in over 30 countries. In addition to providing custom training solutions, this segment provides web-based training through our GPiLearn™ portal to over 30,000 power plant personnel in the U.S. and in over 40 countries.

*Operating Highlights***Three Months ended March 31, 2012 compared to the Three Months ended March 31, 2011**

For the three months ended March 31, 2012, we had income before income tax expense of \$7.3 million compared to \$4.4 million for the three months ended March 31, 2011. The increase was primarily due to a \$3.0 million increase in operating income, the components of which are discussed below. Net income was \$4.4 million, or \$0.23 per diluted share, for the three months ended March 31, 2012, compared to net income of \$2.6 million, or \$0.14 per diluted share, for the three months ended March 31, 2011. During the three months ended March 31, 2012, diluted weighted average shares outstanding increased by 296,000 to 19,188,000 shares outstanding compared to 18,892,000 shares for the same period in 2011, primarily due to the issuance of shares for stock-based compensation and the effect of the increase in our stock price compared to the prior year on the results of the calculation of diluted weighted average shares outstanding.

*Revenue*

(Dollars in thousands)

	<b>Three months ended March 31,</b>		
	<b>2012</b>		<b>2011</b>
Learning Solutions	\$ 35,904	\$	29,995
Professional & Technical Services	24,450		17,261
Sandy Training & Marketing	13,322		11,136
RWD	13,831		
Energy Services	6,098		5,901
	\$ 93,605	\$	64,293

Learning Solutions revenue increased \$5.9 million or 19.7% during the first quarter of 2012 compared to the first quarter of 2011. The increase in revenue is due to the following:

- A \$3.4 million increase in revenue from our Europe operations primarily attributable to acquisitions completed in the United Kingdom during 2011 which contributed \$3.2 million of revenue during the first quarter of 2012; and
- A \$2.5 million increase in e-Learning and BPO revenue primarily due to an increase in services for both new and existing U.S. customers during the first quarter of 2012 compared to the first quarter of 2011.

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Professional & Technical Services revenue increased \$7.2 million or 41.6% during the first quarter of 2012 compared to the first quarter of 2011. The net increase in revenue is due to the following:

- A \$2.8 million increase in revenue attributable to the acquired RWD business units which are included in this segment, as the acquisition was completed in April 2011;
- A \$2.3 million increase relating to construction projects for liquefied natural gas (LNG) fueling station facilities; and
- A \$2.1 million net increase in revenue due to an increase in lean consulting and technical training services for various customers, primarily in the manufacturing, steel and pharmaceutical industries.

Sandy Training & Marketing revenue increased \$2.2 million or 19.6% during the first quarter of 2012 compared to the first quarter of 2011. Approximately \$1.1 million of the increase is attributable to the automotive business unit of RWD which is now included in this segment as a result of the acquisition in April 2011. The remainder of the revenue increase is primarily attributable to increased vehicle training programs for existing automotive customers during the first quarter of 2012 compared to the first quarter of 2011.

Revenue attributable to the RWD segment totaled \$13.8 million for the three months ended March 31, 2012. A portion of the business acquired on April 15, 2011 constitutes a separate reportable segment, and certain other business units of RWD are included in the Professional & Technical Services and Sandy segments. Revenue attributable to the RWD acquisition among all segments totaled \$17.7 million for the three months ended March 31, 2012.

Energy Services revenue increased \$0.2 million or 3.3% during the first quarter of 2012 compared to the first quarter of 2011 primarily due to an increase in EtaPro™ software sales and related services.

*Gross Profit*

(Dollars in thousands)

	2012		Three months ended March 31,		2011	
		% Revenue		% Revenue		% Revenue
Learning Solutions	\$ 6,845	19.1%	\$ 4,852	16.2%		
Professional & Technical Services	3,569	14.6%	2,640	15.3%		

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Sandy Training & Marketing	1,542	11.6%	1,588	14.3%
RWD	1,575	11.4%		
Energy Services	2,081	34.1%	1,712	29.0%
	\$ 15,612	16.7%	\$ 10,792	16.8%

Learning Solutions gross profit of \$6.8 million or 19.1% of revenue for the first quarter of 2012 increased by \$2.0 million or 41.1% when compared to gross profit of \$4.9 million or 16.2% of revenue for the first quarter of 2011. Approximately \$1.5 million of the increase in gross profit is attributable to the acquisitions we completed in the United Kingdom in 2011. The remainder of the increase in gross profit is due to the increased e-Learning and BPO revenue noted above. In addition, gross profit as a percentage of revenue improved due to the acquired UK businesses being more profitable than the existing businesses in this segment.

Professional & Technical Services gross profit of \$3.6 million or 14.6% of revenue for the first quarter of 2012 increased by \$0.9 million or 35.2% when compared to gross profit of \$2.6 million or 15.3% of revenue for the



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first quarter of 2011. Approximately \$0.4 million of the increase in gross profit is attributable to the acquired RWD business units which are included in this segment. The remainder of the increase in gross profit is due to the revenue increases noted above. Despite the net revenue increase in this segment, gross profit as a percentage of revenue declined slightly due to reduced profit margins on certain government projects during the first quarter of 2012 compared to the first quarter of 2011.

Sandy Training and Marketing gross profit of \$1.5 million or 11.6% of revenue for the first quarter of 2012 decreased slightly from \$1.6 million or 14.3% of revenue for the first quarter of 2011. The decrease in gross profit is primarily due to the completion of certain higher margin fixed price projects in 2011.

Gross profit attributable to the RWD segment totaled \$1.6 million, or 11.4% of revenue, for the three months ended March 31, 2012.

Energy Services gross profit of \$2.1 million or 34.1% of revenue for the first quarter of 2012 increased by \$0.4 million or 21.6% when compared to gross profit of \$1.7 million or 29.0% of revenue for the first quarter of 2011 primarily due to an increase in higher margin EtaPro™ software sales and related services.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses increased \$1.5 million or 22.8% from \$6.7 million for the first quarter of 2011 to \$8.3 million for the first quarter of 2012. The increase is primarily due to the acquisitions we completed in 2011 which resulted in a \$0.9 million increase in labor and benefits expense, a \$0.5 million increase in intangible asset amortization expense and increases in other various costs such as IT infrastructure, software, accounting, business insurance and depreciation during the first quarter of 2012 compared to the first quarter of 2011. The increase in SG&A expenses was partially offset by a net \$0.4 million decrease in legal expenses related to the completion of acquisitions in 2011.

*Change in Fair Value of Contingent Consideration*

We recognized a net loss on the change in fair value of contingent consideration related to acquisitions of less than \$0.1 million for the three months ended March 31, 2012 compared to a net gain of \$0.2 million for the three months ended March 31, 2011. Accounting Standards Codification (ASC) Topic 805, *Business Combinations* (Topic 805) requires that contingent consideration be recognized at fair value on the acquisition date and be re-measured each reporting period with subsequent adjustments recognized in the consolidated statement of operations. We estimate the fair value of contingent consideration liabilities based on financial projections of the acquired companies and estimated probabilities of achievement. We believe our estimates and assumptions are reasonable; however, there is significant judgment involved. At each reporting date, the contingent consideration obligation will be revalued to estimated fair value and changes in fair value subsequent to the acquisitions will be reflected in income or expense in the consolidated statements of operations, and could cause a material impact to, and volatility in, our operating results. Changes in the fair value of contingent consideration obligations may result from changes in discount periods and rates, changes in the timing and amount of revenue and/or earnings estimates and changes in probability assumptions with respect to the likelihood of achieving the various earn-out criteria. See Note 5 to the Condensed Consolidated Financial Statements for further details regarding the potential contingent consideration payments and the changes in fair value of the related liabilities for each acquisition during the three months ended March 31, 2012.

*Interest Expense*

Interest expense was consistent at less than \$0.1 million for the first quarters of both 2012 and 2011.

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*Other Income*

Other income was \$0.1 million for the first quarter of 2012 compared to \$0.2 million for the first quarter of 2011 and consisted primarily of income from a joint venture and foreign currency gains and losses in both years.

*Income Tax Expense*

Income tax expense was \$3.0 million for the first quarter of 2012 compared to \$1.8 million for the first quarter of 2011. The effective income tax rate was 40.2% and 41.6% for the three months ended March 31, 2012 and 2011, respectively. The increase in income tax expense and decrease in the effective income tax rate is due to an increase in pre-tax income for the first quarter of 2012 compared to the first quarter of 2011 and a larger portion of our 2012 income expected to be derived from foreign jurisdictions which are taxed at lower rates. Income tax expense for the quarterly periods is based on an estimated annual effective tax rate which includes the federal, state and foreign statutory rates, permanent differences, and other items that may have an impact on income tax expense.

**Liquidity and Capital Resources**

*Working Capital*

For the quarter ended March 31, 2012, our working capital increased \$5.7 million from \$36.0 million at December 31, 2011 to \$41.6 million at March 31, 2012 primarily due to cash generated from operations. As of March 31, 2012, we had no long-term debt or short-term borrowings outstanding. We believe that cash generated from operations and borrowings available under our Credit Agreement (\$34.5 million of available borrowings as of March 31, 2012), will be sufficient to fund our working capital and other requirements for at least the next twelve months.

As of March 31, 2012, the amount of cash and cash equivalents held outside of the U.S. by foreign subsidiaries was \$7.9 million. At the present time, we do not anticipate repatriating these balances to fund domestic operations. We would be required to accrue for and pay taxes in the U.S. in the event we decided to repatriate these funds.

We may be required to pay the following contingent consideration in connection with acquisitions we previously completed (dollars in thousands):

Acquisition:	As of March 31, 2012				Total	Recorded Liability as of Mar. 31, 2012		
	2012	2013	2014	Maximum potential contingent consideration due in				
Milsom	\$		\$	1,199	\$	1,199	\$	322
Option Six		200				200		

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Marton House	1,279	1,279		2,558	
Bath Consulting	352	879	1,087	2,318	1,529
Academy of Training	160			160	50
Communication Consulting		300		300	44
Other	416			416	
Total	\$ 2,407	\$ 3,657	\$ 1,087	\$ 7,151	\$ 1,945

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***Significant Customers & Concentration of Credit Risk***

We have a market concentration of revenue in the automotive sector and in prior years had a concentration of revenue from General Motors Corporation and its affiliates and successor ( General Motors ). Revenue from the automotive industry accounted for approximately 14% and 18% of our consolidated revenue for the three months ended March 31, 2012 and 2011, respectively, and revenue from General Motors accounted for approximately 7% and 11%, respectively, of our consolidated revenue for the three months ended March 31, 2012 and 2011. No other customer accounted for more than 10% of our revenue in the first quarter of 2012 or accounts receivable as of March 31, 2012.

For the three months ended March 31, 2012 and 2011, sales to the United States government and its agencies represented approximately 14% and 19%, respectively, of our consolidated revenue. Revenue was derived from many separate contracts with a variety of government agencies that are regarded by us as separate customers.

***Cash Flows***

**Three months ended March 31, 2012 compared to the Three Months ended March 31, 2011**

Our cash balance increased \$4.1 million during the first quarter of 2012 from \$4.2 million as of December 31, 2011 to \$8.3 million as of March 31, 2012. The increase in cash and cash equivalents during the first quarter of 2012 resulted from cash provided by operating activities of \$7.0 million, cash used in investing activities of \$0.9 million, cash used in financing activities of \$2.1 million and a \$0.1 million positive effect due to exchange rate changes on cash and cash equivalents.

Cash provided by operating activities was \$7.0 million for the first quarter of 2012 compared to \$2.4 million for the first quarter of 2011. The increase in cash provided by operating activities compared to the prior year is due to a \$1.8 million increase in net income, an increase in non-cash add backs to net income including an \$0.8 million increase in depreciation and amortization expense, and favorable changes in working capital items during the first quarter of 2012 compared to the first quarter of 2011, largely due to a decrease in net receivables during the first quarter of 2012.

Cash used in investing activities was \$0.9 million for the first quarter of 2012 compared to \$2.2 million for the first quarter of 2011. The decrease in cash used in investing activities is primarily due to no cash used for acquisitions during the first quarter of 2012 compared to \$1.5 million of cash used for acquisitions during the first quarter of 2011. Fixed asset additions were \$0.9 million for the first quarter of 2012 compared to \$0.8 million for the first quarter of 2011.

Cash used in financing activities was \$2.1 million for the first quarter of 2012 compared to cash provided by financing activities of \$0.2 million for the first quarter of 2011. The increase in cash used in financing activities is primarily due to a \$1.0 million increase in the change in negative cash book balance during the first quarter of 2012 and \$0.8 million of contingent consideration payments during the first quarter of 2012 for previously completed acquisitions.



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**Short-term Borrowings**

As of March 31, 2012, we had a \$35 million Credit Agreement with a bank that was due to expire on October 31, 2013. The maximum interest rate on borrowings under the Credit Agreement is at the daily LIBOR Market Index Rate plus 2.25%. Based upon our financial performance, the interest rate can be reduced. As of March 31, 2012, the rate was LIBOR plus 1.0%. The Credit Agreement contains covenants which require us to maintain a minimum tangible net worth of no less than \$30.0 million, a total liabilities to tangible net worth ratio of no more than 3.0 to 1.0, and an interest coverage ratio of no less than 5.0 to 1.0. As of March 31, 2012, our tangible net worth was \$41.5 million, our total liabilities to tangible net worth ratio was 1.61 to 1.0 and our interest coverage ratio was 187.4 to 1.0, all of which were in compliance with the Credit Agreement. As of March 31, 2012, there were no borrowings outstanding and \$34.5 million of available borrowings under the Credit Agreement.

On April 30, 2012, we entered into a Third Amended and Restated Financing and Security Agreement (the Amended Credit Agreement) for a maximum principal amount of \$50 million with a provision to increase to \$75 million upon lender approval. The Amended Credit Agreement expires on October 31, 2014 and is secured by certain of our assets. The maximum interest rate on borrowings under the Amended Credit Agreement is the daily LIBOR market index rate plus 2.25%. Based upon our financial performance, the interest rate can be reduced to a minimum of LIBOR plus 1.0%. The Amended Credit Agreement contains covenants with respect to our minimum tangible net worth, total liabilities to tangible net worth ratio and cash flow to debt service ratio.

**Accounting Standard Adopted**

In June 2011, the FASB issued ASU 2011-05, *Presentation of Comprehensive Income* (ASU 2011-05), which requires an entity to present components of net income and other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive statements. The previous option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. Although the new standard changed the presentation of comprehensive income, there were no changes to the components that are recognized in net income or other comprehensive income under existing guidance. ASU 2011-05 is effective for interim and annual periods beginning after December 15, 2011 and will be applied retrospectively. We adopted ASU 2011-05 in the first quarter of 2012 and have included two separate, but consecutive statements of operations and comprehensive income in this report. The adoption of ASU 2011-05 changed our financial statement presentation of comprehensive income but did not impact our net income, financial position or cash flows.

**Off-Balance Sheet Commitments**

As of March 31, 2012, we do not have any off-balance sheet commitments except for operating leases and letters of credit entered into in the normal course of business.

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**Forward-Looking Statements**

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward looking statements. Forward looking statements are not statements of historical facts, but rather reflect our current expectations concerning future events and results. We use words such as expects, intends, believes, may, will, should, could, anticipates, estimates, plan, or other similar expressions to indicate forward-looking statements, but their absence does not mean a statement is not forward-looking. Because these forward-looking statements are based upon management's expectations and assumptions and are subject to risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including, but not limited to, those factors set forth Item 1A - Risk Factors of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and those other risks and uncertainties detailed in our periodic reports and registration statements filed with the Securities and Exchange Commission. We caution that these risk factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. We cannot predict these new risk factors, nor can we assess the effect, if any, of the new risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ from those expressed or implied by these forward-looking statements.

If any one or more of these expectations and assumptions proves incorrect, actual results will likely differ materially from those contemplated by the forward-looking statements. Even if all of the foregoing assumptions and expectations prove correct, actual results may still differ materially from those expressed in the forward-looking statements as a result of factors we may not anticipate or that may be beyond our control. While we cannot assess the future impact that any of these differences could have on our business, financial condition, results of operations and cash flows or the market price of shares of our common stock, the differences could be significant. We do not undertake to update any forward-looking statements made by us, whether as a result of new information, future events or otherwise. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this report.



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**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

**Item 4. Controls and Procedures**

*Disclosure Controls and Procedures*

We maintain a comprehensive set of disclosure controls and procedures (as defined in Rules 13a-15(e) and under the Securities Exchange Act of 1934 ( Exchange Act )) designed to provide reasonable assurance that information required to be disclosed in our filings under the Exchange Act is recorded, processed, summarized and reported accurately and within the time periods specified in the SEC's rules and forms. Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures are effective in providing reasonable assurance of the achievement of the objectives described above.

*Internal Control Over Financial Reporting*

During the quarter ended March 31, 2012, there was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

Table of Contents**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table provides information about the Company's share repurchase activity for the three months ended March 31, 2012:

Month	Issuer Purchases of Equity Securities			Approximate dollar value of shares that may yet be purchased under the program (2)
	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced program	
January 1-31, 2012	3,287(1)	13.73		\$ 4,492,000
February 1-29, 2012				\$ 4,492,000
March 1-31, 2012	139,630(1)	\$ 17.11		\$ 4,492,000

(1) Shares surrendered by employees to satisfy tax withholding obligations on restricted stock units which vested and shares surrendered to exercise stock options and satisfy the related tax withholding obligations during the first quarter of 2012.

(2) We have a share repurchase program under which we may repurchase shares of our common stock from time to time in the open market subject to prevailing business and market conditions and other factors. There is no expiration date for the repurchase program. We did not repurchase any shares of our common stock during the quarter ended March 31, 2012.

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**Item 6. Exhibits**

10.1 Third Amended and Restated Financing and Security Agreement, dated April 30, 2012, by and between GP Strategies Corporation as Borrower and Wells Fargo Bank, National Association, as Lender. \*

31.1 Certification of Chief Executive Officer of the Company dated May 3, 2012 pursuant to Securities and Exchange Act Rule 13d-14(a)/15(d-14(a), as adopted pursuant to Section 302 and 404 of the Sarbanes-Oxley Act of 2002.\*

31.2 Certification of Executive Vice President and Chief Financial Officer of the Company dated May 3, 2012 pursuant to Securities and Exchange Act Rule 13d-14(a)/15(d-14(a), as adopted pursuant to Section 302 and 404 of the Sarbanes-Oxley Act of 2002.\*

32.1 Certification of Chief Executive Officer and Chief Financial Officer of the Company dated May 3, 2012 pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

101 The following materials from GP Strategies Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets; (ii) Condensed Consolidated Statements of Operations; (iii) Condensed Consolidated Statements of Comprehensive Income; (iv) Condensed Consolidated Statements of Cash Flows; and (v) Notes to Condensed Consolidated Financial Statements. \*

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\*Filed herewith

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**SIGNATURES**

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.

GP STRATEGIES CORPORATION

May 3, 2012

/s/ Scott N. Greenberg  
Scott N. Greenberg  
Chief Executive Officer

/s/ Sharon Esposito-Mayer  
Sharon Esposito-Mayer  
Executive Vice President and Chief Financial Officer