

Friedberg Dan
 Form 4
 November 21, 2011

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Friedberg Dan

2. Issuer Name and Ticker or Trading Symbol
 GP STRATEGIES CORP [GPX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O SAGARD CAPITAL
 MANAGEMENT CORP, 325
 GREENWICH AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/17/2011

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

(Street)
 GREENWICH, CT 06830

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount (A) or (D) Price | | |
| Common Stock | 11/17/2011 | | P | 5,300 (1) A | \$ 12.22 | 2,887,443 (2) | I |
| | | | | | | | See footnotes (3) |

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

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.

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

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| 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Friedberg Dan C/O SAGARD CAPITAL MANAGEMENT CORP 325 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |

Signatures

Kenneth L. Crawford for Daniel M. Friedberg 11/21/2011

**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).
- (1) Consists of shares of common stock, par value, \$0.01 per share, of GPX ("Shares") acquired pursuant to a Rule 10b5-1 purchase plan entered into by Sagard Capital Partners, L.P. ("Sagard") on November 16, 2011.
- (2) Consists of 5,300 Shares being reported by the filing of this Form 4 and 2,882,143 Shares owned by Sagard prior to the filing of this Form 4.

Sagard is the direct beneficial owner of 2,887,443 Shares. The amount shown represents transactions in, and beneficial ownership of, the Issuer's securities by Sagard. Sagard Capital Partners Management Corporation (Sagard Management) is the investment manager of Sagard. The Reporting Person is the President and Chief Executive Officer of Sagard Management. The Reporting Person is also the President and Chief Executive Officer of Sagard Capital Partners GP, Inc., the general partner of Sagard. The Reporting Person disclaims beneficial ownership of the securities(except to the extent of his pecuniary interest in such securities), and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.