

GP STRATEGIES CORP
Form 4
May 25, 2012

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 *
Sagard Capital Partners, L.P.

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)
325 GREENWICH AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2012

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
| | | | Code | V | Amount (A) or (D) Price | | | |
| COMMON STOCK | 05/23/2012 | | P | | 7,000 (1) | A | \$ 15.1 3,430,118 I | SEE FOOTNOTE (2) |
| COMMON STOCK | 05/24/2012 | | P | | 7,000 (1) | A | \$ 15.62 3,437,118 I | SEE FOOTNOTE (2) |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sagard Capital Partners, L.P. 325 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |
| Sagard Capital Partners Management CORP 325 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |
| Sagard Capital Partners GP, Inc. 325 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners, L.P. | 05/25/2012 |
| __Signature of Reporting Person | Date |
| /s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc. | 05/25/2012 |
| __Signature of Reporting Person | Date |
| /s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp. | 05/25/2012 |
| __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 on November 16, 2011.

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- (2) Sagard is the direct beneficial owner of 3,437,118 Shares. GP and Sagard Management are indirect beneficial owners of 3,437,118 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.

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.

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.