#### **GP STRATEGIES CORP**

Form 4 October 04, 2016

## FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Estimated average burden hours per response... 0.5

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

**SECURITIES** 

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROBINSON SAMUEL D.			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			GP STRATEGIES CORP [GPX]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
			(Month/Day/Year)	X Director 10% Owner				
SAGARD CAPITAL PARTNERS			09/30/2016	Officer (give title Other (specify				
MANAGEMENT CORP., 280			03100.2010	below) below)				
DADK AVE	NILLE SELV	EL CACID						

PARK AVENUE, 3RD FLOOR **WEST** 

(Street)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or		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)
Common Stock	09/30/2016		A	250	A	\$ 0 (1)	250	D	
Common Stock	09/30/2016		A	250	A	\$ 0 (2)	3,576,765	I	See footnote (3)
Common Stock	09/30/2016		P	3,881 (4)	A	\$ 24.7748 (5)	3,580,646	I	See footnote (3)
Common	10/03/2016		P	3,407	A	\$	3,584,053	I	See

Stock  $\frac{(4)}{(6)}$  24.7629 footnote (3)

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

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SEC 1474

(9-02)

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

	Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)			5. onNumber	6. Date Exerc Expiration D	ate	7. Titl	nt of	8. Price of Derivative	9. Nu Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	(Year)	Under	, ,	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)				Secur		(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Own
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration	Title	Or		
							Exercisable	Date	ritte	Number		
				Code V	(A) (D)				of Charac			
					Code v	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBINSON SAMUEL D. SAGARD CAPITAL PARTNERS MANAGEMENT CORP. 280 PARK AVENUE, 3RD FLOOR WEST NEW YORK, NY 10017



## **Signatures**

Kenneth L. Crawford for Samuel D.
Robinson

\*\*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) Represents a portion of the quarterly Director fees for the quarter ended September 30, 2016 paid to the Reporting Person in shares of the Registrant's Common Stock.
- (2) Represents the portion of the quarterly Director fees attributable to Daniel Friedberg's service on the Board for the quarter ended September 30, 2016 which were paid in shares of the Issuer's Common Stock directly to Sagard Capital Partners, L.P. ("Sagard").

Reporting Owners 2

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Sagard is the direct beneficial owner of the 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 of Sagard Management and is also the President of Sagard Capital Partners GP, Inc., the general partner

- (3) Reporting Person is the President of Sagard Management and is also the President 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.
- (4) 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 August 8, 2016.
- The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.00 and (5) \$25.00. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission, the issuer, or a security holder of the issuer.
- The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.58 and (6) \$24.83. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission, the issuer, or a security holder of the issuer.

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.