

Friedberg Dan
Form 4
January 06, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Friedberg Dan

(Last) (First) (Middle)

C/O SAGARD CAPITAL
MANAGEMENT CORP, 325
GREENWICH AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/04/2012		P		2,200 <u>(1)</u>	A \$ 13.34	3,335,821	I	See footnote <u>(2)</u>
Common Stock	01/05/2012		P		1,100 <u>(1)</u>	A \$ 13.03	3,336,921	I	See footnote <u>(2)</u>
Common Stock	01/05/2012		A		900 <u>(3)</u>	A \$ 0	3,337,821	I	See footnote <u>(2)</u>

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

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(9-02)

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 Repor 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

Friedberg Dan C/O SAGARD CAPITAL MANAGEMENT CORP 325 GREENWICH AVENUE GREENWICH, CT 06830	X
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Signatures

Kenneth L. Crawford for Daniel M. Friedberg	01/06/2012
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__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) Sagard is the direct beneficial owner of 3,337,821 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.

(3)

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Represents a portion of the quarterly Director fees for the Reporting Person for the quarter ended December 31, 2011 which were paid in shares of the Issuer's Common Stock directly to Sagard Capital Partners, L.P. ("Sagard Capital").

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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