

Cooper-Standard Holdings Inc.
Form 3
February 01, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â WENZL SHARON | | (Month/Day/Year) | Cooper-Standard Holdings Inc. [CPS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/21/2016 | | |
| 39550 ORCHARD HILL PLACE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| NOVI, Â MIÂ 48375 | | | See Remarks | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| Instrument | Grant Date | Expiration Date | Common Stock | Quantity | Price | Code | Notes |
|--|------------------|-----------------|--------------|----------|----------|------|-------|
| Restricted Stock Units ⁽¹⁾ | 02/15/2016 | 02/15/2016 | Common stock | 600 | \$ 0 | D | Â |
| Restricted Stock Options (option to buy) | 02/15/2016 | 02/15/2023 | Common stock | 2,300 | \$ 38.74 | D | Â |
| Restricted Stock Units ⁽²⁾ | 03/20/2017 | 03/20/2017 | Common stock | 400 | \$ 0 | D | Â |
| Restricted Stock Options (option to buy) | Â ⁽³⁾ | 03/20/2024 | Common stock | 2,100 | \$ 66.23 | D | Â |
| Restricted Stock Units ⁽⁴⁾ | 02/19/2018 | 02/19/2018 | Common stock | 500 | \$ 0 | D | Â |
| Restricted Stock Options (option to buy) | Â ⁽⁵⁾ | 02/19/2025 | Common stock | 2,400 | \$ 56.27 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| WENZL SHARON 39550 ORCHARD HILL PLACE NOVI, MI 48375 | Â | Â | Â See Remarks | Â |

Signatures

Sharon Wenzl 02/01/2016
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 600 time-restricted stock units (RSU) granted to the reporting person February 15, 2013. Each RSU represents a contingent right to receive, at the Company's option, either one share of common stock or the cash equivalent upon satisfaction of the vesting considerations. These RSU's will vest, assuming continued employment, on February 15, 2016.
- (2) Represents 400 time-restricted stock units (RSU) granted to the reporting person on March 20, 2014. Each RSU represents a contingent right to receive, at the Company's option, either one share of common stock or the cash equivalent upon satisfaction of the vesting considerations. These RSU's will vest, assuming continued employment, on March 20, 2017.
- (3) Represents 2,100 time-restricted options to buy common stock granted to the reporting person on March 20, 2014. Of those, 700 options vested on March 20, 2015; an additional 700 options will vest, assuming continued employment on March 20, 2016, and the remaining 700 options will vest, assuming continued employment, on March 20, 2017.
- (4) Represents 500 time-restricted stock units (RSU) granted to the reporting person on February 19, 2015. Each RSU represents a contingent right to receive, at the Company's option, either one share of common stock or the cash equivalent upon satisfaction of the vesting considerations. These RSU's will vest, assuming continued employment, on February 15, 2018.
- (5) Represents 2,400 time-restricted stock options to buy common stock granted to the reporting person on February 19, 2015. These options will vest, assuming continued employment, in three equal installments on February 19, 2016, February 19, 2017, and February 19, 2018.

Â
Remarks:

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Senior Vice President, Communications and Community Affairs

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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