

GP STRATEGIES CORP

Form 4

October 27, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sagard Capital Partners, L.P.

(Last) (First) (Middle)

280 PARK AVENUE, 3RD FLOOR  
WEST,

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

GP STRATEGIES CORP [GPX]

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

10/25/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V Amount (A)<br>or (D) Price                                            |                                                                                                                    |                                                                         |                                                                   |
| COMMON<br>STOCK                       | 10/25/2016                              |                                                             | P(1)                                    | 1,950<br>(2) \$<br>(3) 24.9603                                          | 3,626,366                                                                                                          | I                                                                       | SEE<br>FOOTNOTE<br>(5)                                            |
| COMMON<br>STOCK                       | 10/26/2016                              |                                                             | P(1)                                    | 500 (2) \$<br>(4) 24.82                                                 | 3,626,866                                                                                                          | I                                                                       | SEE<br>FOOTNOTE<br>(5)                                            |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                    | Director      | 10% Owner | Officer | Other |
| Sagard Capital Partners, L.P.<br>280 PARK AVENUE, 3RD FLOOR WEST<br>NEW YORK, NY 10017             |               | X         |         |       |
| Sagard Capital Partners Management Corp<br>280 PARK AVENUE<br>3RD FLOOR WEST<br>NEW YORK, NY 10017 |               | X         |         |       |
| Sagard Capital Partners GP, Inc.<br>280 PARK AVENUE<br>3RD FLOOR WEST<br>NEW YORK, NY 10017        |               | X         |         |       |

## Signatures

|                                                                                          |            |
|------------------------------------------------------------------------------------------|------------|
| /s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners, L.P.            | 10/27/2016 |
| __Signature of Reporting Person                                                          | Date       |
| /s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc.         | 10/27/2016 |
| __Signature of Reporting Person                                                          | Date       |
| /s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp. | 10/27/2016 |
| __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).

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- (1) The purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Persons on August 8, 2016.
- (2) Consists of shares of common stock, par value, \$0.01 per share, of GPX ("Shares").  
The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.95 and \$25.00. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (3) The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.80 and \$24.90. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (4) Sagard is the direct beneficial owner of the Shares reported herein. GP and Sagard Management are indirect beneficial owners of such 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.
- (5)

### 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.

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