

AUGUST GLENN R
Form 4
December 03, 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 *
Oak Hill Advisors GenPar, L.P.

2. Issuer Name and Ticker or Trading Symbol
Cooper-Standard Holdings Inc. [COSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See Remarks

1114 AVENUE OF THE AMERICAS, 27TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10036

(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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, par value \$0.001 per share	11/29/2012		S	371,000	D	\$ 34.5	105,630	I	See Footnotes (1) (5) (6) (7)
Common Stock, par value \$0.001 per share	11/29/2012		S	154,000	D	\$ 34.5	729,328	I	See Footnotes (2) (5) (6) (7)
							1,266,750	I	

Common Stock, par value \$0.001 per share			See Footnotes <u>(3)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock, par value \$0.001 per share	282,795	I	See Footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock, par value \$0.001 per share	4,408	I	See Footnotes <u>(5)</u> <u>(6)</u> <u>(7)</u>

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)

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
				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
Oak Hill Advisors GenPar, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036		X		See Remarks

OAK HILL ADVISORS LP 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X	See Remarks
Oak Hill Credit Opportunities Master Fund, Ltd. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X	See Remarks
Oak Hill Credit Alpha Master Fund, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X	See Remarks
Oak Hill Credit Alpha Master Fund GenPar, Ltd. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X	See Remarks
OHA Strategic Credit Master Fund, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X	See Remarks
OHA Strategic Credit Master Fund II, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X	See Remarks
OHA Strategic Credit GenPar, LLC 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X	See Remarks
AUGUST GLENN R 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X	See Remarks

Signatures

Oak Hill Advisors GenPar, L.P. (+) By: Oak Hill Advisors MGP, Inc., Managing General Partner By: /s/ Glenn August	12/03/2012
__Signature of Reporting Person	Date
Oak Hill Advisors, L.P. (+) By: Oak Hill Advisors GenPar, L.P., General Partner By: Oak Hill Advisors MGP, Inc., Managing General Partner By: /s/ Glenn August	12/03/2012
__Signature of Reporting Person	Date
Oak Hill Credit Opportunities Master Fund, Ltd. (+) By: /s/ Glenn August	12/03/2012
__Signature of Reporting Person	Date
Oak Hill Credit Alpha Master Fund, L.P. (+) By: Oak Hill Credit Alpha Master Fund GenPar, Ltd., General Partner By: /s/ Glenn August	12/03/2012
__Signature of Reporting Person	Date

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Oak Hill Credit Alpha Master Fund GenPar, Ltd. (+) By: /s/ Glenn August	12/03/2012
**Signature of Reporting Person	Date
OHA Strategic Credit Master Fund, L.P. (+) By: OHA Strategic Credit GenPar, LLC, General Partner By: /s/ Glenn August	12/03/2012
**Signature of Reporting Person	Date
OHA Strategic Credit Master Fund II, L.P. (+) By: OHA Strategic Credit GenPar, LLC, General Partner By: /s/ Glenn August	12/03/2012
**Signature of Reporting Person	Date
OHA Strategic Credit GenPar, LLC (+) By: /s/ Glenn August	12/03/2012
**Signature of Reporting Person	Date
/s/ Glenn R. August	12/03/2012
**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) Oak Hill Credit Opportunities Master Fund, Ltd. ("OHCOF") beneficially owns 105,630 shares of common stock, 56,133 shares of preferred stock and 99,604 warrants.
 - (2) Oak Hill Credit Alpha Master Fund, L.P., together with related accounts ("Alpha"), beneficially owns 729,328 shares of common stock, 87,445 shares of preferred stock and 168,196 warrants. Oak Hill Credit Alpha Master Fund GenPar, Ltd. is the general partner of Alpha.
 - (3) OHA Strategic Credit Master Fund, L.P. ("SCF") beneficially owns 1,266,750 shares of common stock, 67,249 shares of preferred stock and 149,701 warrants. OHA Strategic Credit GenPar, LLC is the general partner of SCF.
 - (4) OHA Strategic Credit Master Fund II, L.P. ("SCF II") beneficially owns 282,795 shares of common stock, 33,951 shares of preferred stock and 29,834 warrants. OHA Strategic Credit GenPar, LLC, is the general partner of SCF II.
 - (5) Oak Hill Advisors GenPar, L.P. ("OHA Genpar") is the general partner of Oak Hill Advisors, L.P. ("OHA"). OHA receives, directly and indirectly, management fees and incentive fees with respect to certain accounts that it advises, including OHCOF, Alpha, SCF and SCF II. None of such fees constitute an indirect pecuniary interest for purposes of Rule 16a-1(a)(2). OHA also owns 4,408 shares of time-based restricted stock vesting 50% on May 27, 2011, 25% on May 27, 2012 and 25% on May 27, 2013. OHA also may be deemed to have an indirect beneficial interest in Alpha.
 - (6) Glenn R. August controls (i) the managing general partner of OHA Genpar, (ii) the managing member of the sole shareholder of Oak Hill Credit Alpha Master Fund GenPar, Ltd., the General Partner of Alpha (iii) OHA Strategic Credit GenPar, LLC, the general partner of SCF and (iv) OHA Strategic Credit GenPar, LLC, the general partner of SCF II and may be deemed to have an indirect beneficial interest in the shares owned by OHCOF, Alpha, SCF and SCF II.
 - (7) Pursuant to Rule 16a-1(a)(2) under the Exchange Act of 1934, as amended (the "Act"), the reporting persons shall be deemed to be the indirect beneficial owner of the securities beneficially owned by the entities listed in footnotes 1, 2, 3, 4 and 5 only to the extent of their respective pecuniary interest. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that the reporting persons are, for purposes of Section 16 of the Act or otherwise, the beneficial owners of any securities owned by the entities listed in footnotes 1, 2, 3, 4 and 5 in excess of such pecuniary interest.

Remarks:

The reporting persons may be deemed members of a group that owns more than 10% of the outstanding common stock of Coo

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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