GP STRATEGIES CORP

Form 4 January 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Section 16.
Form 4 or
Form 5
obligations
may continue.
Filed pursuant to
Section 17(a) of the

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(b).

See Instruction

1. Name and Address of Reporting Person <u>*</u> Sagard Capital Partners, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

Symbol
GP STRATEGIES CORP [GPX]

(Last) (First) (Middle)

(Street)

(State)

(Zip)

3. Date of Earliest Transaction

____ Director ____X___10% Owner ____ Officer (give title ______ Other (specify

(Check all applicable)

325 GREENWICH AVENUE

(Month/Day/Year)

12/30/2011

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

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

below)

GREENWICH, CT 06830

(City)

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock 12/30/2011 P 350,000 A \$ 3,333,621 I

See footnote

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(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)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Sagard Capital Partners, L.P. 325 GREENWICH AVENUE GREENWICH, CT 06830		X				
Sagard Capital Partners GP, Inc. 325 GREENWICH AVENUE GREENWICH, CT 06830		X				
Sagard Capital Partners Management CORP 325 GREENWICH AVENUE GREENWICH, CT 06830		X				

Signatures

/s/ Daniel M. Friedberg, President of Sagard Capital Partners, L.P.				
**Signature of Reporting Person	Date			
/s/ Daniel M. Friedberg, President of Sagard Capital Partners GP, Inc.				
**Signature of Reporting Person	Date			
/s/ Daniel M. Friedberg, President of Sagard Capital Partners Management Corporation	01/03/2012			
**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).
- Consists of shares of common stock, par value, \$0.01 per share, of GPX ("Shares") to be acquired pursuant to a privately negotiated

 Stock Transfer Agreement entered into by Sagard on December 30, 2011. The purchase thereunder is anticipated to close on or before January 13, 2012.
 - Sagard is the direct beneficial owner of 3,333,621 Shares. GP and Sagard Management are indirect beneficial owners of 3,333,621
- (2) 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.

Reporting Owners 2

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Remarks:

This Form 4 is being filed by Sagard Capital Partners, L.P., a Delaware limited partnership ("Sagard"), Sagard Capital Partner 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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