

Clark Patrick
Form 3
January 02, 2019

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Clark Patrick | | (Month/Day/Year) | Cooper-Standard Holdings Inc. [CPS] | |
| (Last) | (First) | (Middle) | 01/01/2019 | |
| 39550 ORCHARD HILL PLACE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NOVI, Â MIÂ 48375 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) | (specify below) |
| (Zip) | | | * See Remarks | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <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) |
|---------------------------------|---|--|---|
| Common stock | 3,040 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | | |

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| | | | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|-----------------------|-----------------------|--------------|----------------------------------|---------------|----------------------------------|---|
| Employee stock options (right to buy) <u>(1)</u> | Â <u>(2)</u> | 02/13/2018 <u>(3)</u> | Common stock | 1,478 | \$ 112.71 | D | Â |
| Restricted Stock Units <u>(4)</u> | 02/18/2019 <u>(5)</u> | 02/18/2019 <u>(5)</u> | Common stock | 1,700 | \$ <u>(6)</u> | D | Â |
| Restricted Stock Units <u>(7)</u> | 02/13/2020 <u>(5)</u> | 02/13/2020 <u>(5)</u> | Common stock | 1,065 | \$ <u>(6)</u> | D | Â |
| Restricted Stock Units <u>(8)</u> | 02/13/2021 <u>(5)</u> | 02/13/2021 <u>(5)</u> | Common stock | 313 | \$ <u>(6)</u> | D | Â |

Reporting Owners

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

Signatures

/s/ Denise Balog, on behalf of Patrick Clark, under Power of Attorney 01/02/2019

__Signature of Reporting Person

Date

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) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 13, 2018, under the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
- (2) Subject to the reporting person's continued employment with the company or its affiliate, one third of the options shall vest on each of the first three anniversaries of the grant date.
To the extent an option would expire at a time when the holder of such option is prohibited by applicable law or by the Company's insider trading policy from exercising the option (the "Closed Window Period"), then such Option shall remain exercisable until the thirtieth (30th) day following the end of the Closed Window Period
- (3) These are restricted stock units (RSU's) granted to the reporting person on February 18, 2016, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- (4) Subject to the reporting person's continued employment with the company or its affiliate, these RSU's shall vest and no longer be subject to forfeiture on the third anniversary date of the grant.
- (5) The company, in its sole discretion, settles such RSU's by electing either to (i) make an appropriate book entry in the reporting person's name for a number of shares equal to the number of RSU's that have vested or (ii) deliver an amount of cash equal to the fair market value, determined as of the vesting date, of a number of shares equal to the number of RSU's that have vested.
- (6) These are restricted stock units (RSU's) granted to the reporting person on February 13, 2017 under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- (7) These are restricted stock units (RSUs) granted to the reporting person on February 13, 2018, under Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
- (8)

^

Remarks:

*^ Title: ^ Senior ^ Vice ^ President, ^ Global ^ Engineering ^ and ^ Product ^ Strategy

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.