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GP STRATEGIES CORP
Form 10-Q/A
November 20, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2003

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: _____ 1-7234 _____

GP STRATEGIES CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware 13-1926739

(State or other jurisdiction of incorporation or organization (I.R.S. Employee Identification No.)

777 Westchester Avenue, White Plains, NY 10604

(Address of principal executive offices) (Zip code)

(914) 249-9700

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange act of 1934 during the preceding 12 months (or for such shorter period) that the registrant was required to file such reports and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12(b)-2 of the Exchange Act). Yes No X

Indicate the number of shares outstanding of each of issuer's classes of common stock as of November 7, 2003:

Common Stock 16,288,493 shares
Class B Capital 1,200,000 shares

GP STRATEGIES CORPORATION AND SUBSIDIARIES

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PART II. OTHER INFORMATION

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) Exhibits
 - 4. 2003 Incentive Stock Plan.*
 - 10. Amended and Restated Incentive Compensation Agreement dated June 11, 2003 between GP Strategies Corporation and Jerome I. Feldman. *
 - 10.1 Amendment dated as of October 1, 2003 to the Amended and Restated Incentive Compensation Agreement dated June 11, 2003 between GP Strategies Corporation and Jerome I. Feldman.*
 - 10.2 Amended and Restated Incentive Compensation Agreement dated November 17, 2003 between GP Strategies Corporation and Jerome I. Feldman. *
 - 10.3 Purchase and Sale Agreement dated October 21, 2003 by and between GP Strategies Corporation and ManTech International. Incorporated herein by reference to Exhibit 10.1 of GP Strategies Form 8-K dated October 23, 2003.
 - 10.4 Teaming Agreement dated October 21, 2003 by and between GP Strategies Corporation and ManTech International. Incorporated herein by reference to Exhibit 10-2 of GP Strategies Form 8-K dated October 23, 2003.
 - 10.5 \$5,250,955 Promissory Note dated October 21, 2003 of GP Strategies Corporation. Incorporated herein by reference to Exhibit 10.3 of GP Strategies Form 8-K dated October 23, 2003.
 - 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Act of 1934.**
 - 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Act of 1934.**
 - 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
 - 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
- (b) Reports
 - 1. Form 8-K filed on August 14, 2003 reporting an event under Item 12.
 - 2. Form 8-K filed on October 13, 2003 reporting an event under Item 5 with respect to Five Star Products, Inc.

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3. Form 8-K filed on October 27, 2003 reporting an event under Item 5 with respect to GSE Systems, Inc.
4. Form 8-K filed on November 17, 2003 reported an event under Item 12.

* Previously Filed

**Exhibits were inadvertently omitted from original filing and are filed herewith.

GP STRATEGIES CORPORATION AND SUBSIDIARIES

September 30, 2003

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed in its behalf by the undersigned thereunto duly authorized.

GP STRATEGIES CORPORATION

DATE: November 18, 2003

Scott N. Greenberg
President &
Chief Financial Officer

DATE: November 18, 2003

Jerome I. Feldman
Chief Executive Officer