

GP STRATEGIES CORP  
Form 4  
October 04, 2016

**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 \*  
ROBINSON SAMUEL D.

(Last) (First) (Middle)

SAGARD CAPITAL PARTNERS  
MANAGEMENT CORP., 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)  
09/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 09/30/2016                           |  | A                              |   | 250   | A  | \$ 0 <sup>(1)</sup>                                   |
| Common Stock                    | 09/30/2016                           |  | A                              |   | 250   | A  | \$ 0 <sup>(2)</sup>                                   |
| Common Stock                    | 09/30/2016                           |  | P                              |   | 3,881 <sup>(4)</sup>  | A  | \$ 24.7748 <sup>(5)</sup>                             |
| Common Stock                    | 10/03/2016                           |  | P                              |   | 3,407   | A  | \$ 3,584,053  |

See footnote <sup>(3)</sup>

See footnote <sup>(3)</sup>

See

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Stock (4) 24.7629 footnote  
(6) (3)

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

**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.** 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address | Relationships                             |
|--------------------------------|---|
|                                | Director    10% Owner    Officer    Other |

|   |   |
|---|---|
| ROBINSON SAMUEL D.<br>SAGARD CAPITAL PARTNERS MANAGEMENT CORP.<br>280 PARK AVENUE, 3RD FLOOR WEST<br>NEW YORK, NY 10017 | X |
|---|---|

## Signatures

|   |            |
|---|------------|
| Kenneth L. Crawford for Samuel D.<br>Robinson | 10/04/2016 |
| **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).
- (1) Represents a portion of the quarterly Director fees for the quarter ended September 30, 2016 paid to the Reporting Person in shares of the Registrant's Common Stock.
- (2) Represents the portion of the quarterly Director fees attributable to Daniel Friedberg's service on the Board for the quarter ended September 30, 2016 which were paid in shares of the Issuer's Common Stock directly to Sagard Capital Partners, L.P. ("Sagard").

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- Sagard is the direct beneficial owner of the Shares. The amount shown represents transactions in, and beneficial ownership of, the Issuer's securities by Sagard. Sagard Capital Partners Management Corporation (Sagard Management) is the investment manager of Sagard. The Reporting Person is the President of Sagard Management and is also the President of Sagard Capital Partners GP, Inc., the general partner of Sagard. The Reporting Person disclaims beneficial ownership of the securities (except to the extent of his pecuniary interest in such securities), and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (3)
- (4) Consists of shares of common stock, par value, \$0.01 per share, of GPX ("Shares") acquired pursuant to a Rule 10b5-1 purchase plan entered into by Sagard on August 8, 2016.
- The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.00 and
- (5) \$25.00. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission, the issuer, or a security holder of the issuer.
- The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.58 and
- (6) \$24.83. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission, the issuer, or a security holder of the issuer.

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.