

Cooper-Standard Holdings Inc.  
Form SC 13G  
April 15, 2011

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

**SCHEDULE 13G**

(Amendment No. )\*

Under the Securities Exchange Act of 1934

**COOPER-STANDARD HOLDINGS INC.**

(Name of Issuer)

**Common Stock, par value \$0.001**

(Title of Class of Securities)

**21676P103**

(CUSIP Number)

**April 5, 2011**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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CUSIP No. 21676P103

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Value Investment Master Fund, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Cayman Islands
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>164,825 shares of Common Stock  |
|  | 7 | Sole Dispositive Power   |
|  | 8 | Shared Dispositive Power<br>164,825 shares of Common Stock                                     |
|  | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>164,825 shares of Common Stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
0.9%
- 12 Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 21676P103

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Value Advisors, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>164,825 shares of Common Stock      |
|  | 7 | Sole Dispositive Power                                     |
|  | 8 | Shared Dispositive Power<br>164,825 shares of Common Stock |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
164,825 shares of Common Stock
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 11 Percent of Class Represented by Amount in Row (9)  
0.9%
- 12 Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 21676P103

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Value Capital Management, LLC
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>164,825 shares of Common Stock      |
|  | 7 | Sole Dispositive Power                                     |
|  | 8 | Shared Dispositive Power<br>164,825 shares of Common Stock |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
164,825 shares of Common Stock
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
0.9%
- 12 Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 21676P103

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Value Management, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 164,825 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 164,825 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
164,825 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11 Percent of Class Represented by Amount in Row (9)  
0.9%

12 Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Value Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 164,825 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 164,825 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 164,825 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.9%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. 21676P103

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Strategic Value Master Fund, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Cayman Islands
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>175,750 shares of Common Stock      |
|  | 7 | Sole Dispositive Power                                     |
|  | 8 | Shared Dispositive Power<br>175,750 shares of Common Stock |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
175,750 shares of Common Stock
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
1.0%
- 12 Type of Reporting Person (See Instructions)  
PN



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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Advisors, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 175,750 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 175,750 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 175,750 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 1.0%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 21676P103

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 Apollo SVF Capital Management, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  o  
 (b)  x

3 SEC Use Only

4 Citizenship or Place of Organization  
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 175,750 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 175,750 shares of Common Stock
	9	Aggregate Amount Beneficially Owned by Each Reporting Person 175,750 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11 Percent of Class Represented by Amount in Row (9)  
 1.0%

12 Type of Reporting Person (See Instructions)  
 OO

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Lyxor/Apollo Distressed Fund Limited
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Jersey
5	Sole Voting Power
6	Shared Voting Power 132,050 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 132,050 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 132,050 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.7%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Special Opportunities Managed Account, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 418,000 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 418,000 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 418,000 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 2.3%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SOMA Advisors, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 418,000 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 418,000 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 418,000 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 2.3%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SOMA Capital Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 418,000 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 418,000 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 418,000 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 2.3%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 785,175 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 785,175 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 785,175 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 4.3%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 785,175 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 785,175 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 785,175 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 4.3%
12	Type of Reporting Person (See Instructions) OO



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CUSIP No. 21676P103

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Capital Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>950,000 shares of Common Stock  |
|  | 7 | Sole Dispositive Power   |
|  | 8 | Shared Dispositive Power<br>950,000 shares of Common Stock                                     |
|  | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>950,000 shares of Common Stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
- 11 Percent of Class Represented by Amount in Row (9)  
5.2%
- 12 Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 950,000 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 950,000 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 950,000 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 5.2%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 21676P103

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Principal Holdings II, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- |     |                                     |
|-----|-------------------------------------|
| (a) | <input type="radio"/>               |
| (b) | <input checked="" type="checkbox"/> |