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:

- o Rule 13d-1(b)
- x Rule 13d-1(c)
- o 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).

SEC 1745 (3-06)

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 (a) (b)	a Member of a Group (See I o x	instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organiz Cayman Islands	zation		
	5		Sole Voting Power	
Number of				
Shares Beneficially Owned by	6		Shared Voting Power 164,825 shares of Common Stock	
Each Reporting Person With:	7		Sole Dispositive Power	
Terson with.	8		Shared Dispositive Power 164,825 shares of Common Stock	
9	Aggregate Amount Beneficiall 164,825 shares of Common Sto		g Person	
10	Check Box if the Aggregate Ar	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented b 0.9%	y Amount in Row (9)		
12	Type of Reporting Person (See PN	Instructions)		

1	Name of Reporting Persons.  I.R.S. Identification Nos. of Above Persons (Entities Only).  Apollo Value Advisors, L.P.			
2	Check the Appropria (a) (b)	ate Box if a Member of a o x	Group (See Instructions)	
3	SEC Use Only			
4	Citizenship or Place Delaware	of Organization		
	5		Sole Voting Power	
Number of Shares Beneficially	6		Shared Voting Power 164,825 shares of Common Stock	
Owned by Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 164,825 shares of Common Stock	
9	Aggregate Amount I 164,825 shares of Co	Beneficially Owned by E ommon Stock	ach Reporting Person	
10	Check Box if the Ag	gregate Amount in Row	(9) Excludes Certain Shares (See Instructions) x	
11	Percent of Class Rep 0.9%	presented by Amount in I	Row (9)	
12	Type of Reporting Po	erson (See Instructions)		

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) (b)	a Member of a Group (See ) o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organi Delaware	zation		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 164,825 shares of Common Stock	
Each Reporting Person With:	7		Sole Dispositive Power	
reison with.	8		Shared Dispositive Power 164,825 shares of Common Stock	
9	Aggregate Amount Beneficial 164,825 shares of Common St		g Person	
10	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented 1 0.9%	by Amount in Row (9)		
12	Type of Reporting Person (Sec OO	e Instructions)		
		4		

#### 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 (a) (b)	a Member of a Group (See ) o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organiz Delaware	zation		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 164,825 shares of Common Stock	
Each Reporting Person With:	7		Sole Dispositive Power	
2 23021 (7.1111	8		Shared Dispositive Power 164,825 shares of Common Stock	
9	Aggregate Amount Beneficiall 164,825 shares of Common Sto		g Person	
10	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented b 0.9%	by Amount in Row (9)		
12	Type of Reporting Person (See PN	Instructions)		

#### CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of A Apollo Value Management G		y).
2	Check the Appropriate Box if (a) (b)	a Member of a Group (See o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organ Delaware	ization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 164,825 shares of Common Stock
Each Reporting Person With:	7		Sole Dispositive Power
2 013011 (1 11111	8		Shared Dispositive Power 164,825 shares of Common Stock
9	Aggregate Amount Beneficia 164,825 shares of Common S		ng Person
10	Check Box if the Aggregate A	Amount in Row (9) Excludes	s Certain Shares (See Instructions) x
11	Percent of Class Represented 0.9%	by Amount in Row (9)	
12	Type of Reporting Person (Se	ee Instructions)	

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 B (a) (b)	Box if a Member of a G o x	roup (See Instructions)
3	SEC Use Only		
4	Citizenship or Place of C Cayman Islands	Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 175,750 shares of Common Stock
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 175,750 shares of Common Stock
9	Aggregate Amount Bene 175,750 shares of Comm	-	h Reporting Person
10	Check Box if the Aggreg	gate Amount in Row (9	Excludes Certain Shares (See Instructions) x
11	Percent of Class Represe 1.0%	ented by Amount in Ro	w (9)
12	Type of Reporting Person PN	on (See Instructions)	

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) (b)	a Member of a Group (See I o x	instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organi Delaware	zation		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 175,750 shares of Common Stock	
Each Reporting Person With:	7		Sole Dispositive Power	
reison with.	8		Shared Dispositive Power 175,750 shares of Common Stock	
9	Aggregate Amount Beneficial 175,750 shares of Common St		g Person	
10	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented by 1.0%	by Amount in Row (9)		
12	Type of Reporting Person (See PN	e Instructions)		
		8		

1	I.R.S. Identification N	Name of Reporting Persons.  I.R.S. Identification Nos. of Above Persons (Entities Only).  Apollo SVF Capital Management, LLC			
2	Check the Appropriate (a) (b)	e Box if a Member of a C o x	Group (See Instructions)		
3	SEC Use Only				
4	Citizenship or Place o Delaware	of Organization			
	5		Sole Voting Power		
Number of Shares Beneficially Owned by	6		Shared Voting Power 175,750 shares of Common Stock		
Each Reporting Person With:	7		Sole Dispositive Power		
	8		Shared Dispositive Power 175,750 shares of Common Stock		
9	Aggregate Amount Be 175,750 shares of Cor	eneficially Owned by Eac mmon Stock	ch Reporting Person		
10	Check Box if the Agg	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
11	Percent of Class Repre	esented by Amount in Ro	ow (9)		
12	Type of Reporting Per OO	rson (See Instructions)			
			9		

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) (b)	a Member of a Group (See o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organi Jersey	zation		
	5		Sole Voting Power	
Number of Shares Beneficially	6		Shared Voting Power 132,050 shares of Common Stock	
Owned by Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 132,050 shares of Common Stock	
9	Aggregate Amount Beneficial 132,050 shares of Common St		g Person	
10	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented 0.7%	by Amount in Row (9)		
12	Type of Reporting Person (Sec OO	e Instructions)		

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 (a) (b)	a Member of a Group (See I o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organiz Delaware	zation		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 418,000 shares of Common Stock	
Each Reporting Person With:	7		Sole Dispositive Power	
2 2 3 3 3 1 7 1 1 1 1	8		Shared Dispositive Power 418,000 shares of Common Stock	
9	Aggregate Amount Beneficially 418,000 shares of Common Sto		g Person	
10	Check Box if the Aggregate Ar	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented by 2.3%	y Amount in Row (9)		
12	Type of Reporting Person (See PN	Instructions)		

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) (b)	a Member of a Group (See o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organi Delaware	ization	
	5		Sole Voting Power
Number of Shares Beneficially	6		Shared Voting Power 418,000 shares of Common Stock
Owned by Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 418,000 shares of Common Stock
9	Aggregate Amount Beneficial 418,000 shares of Common St		ng Person
10	Check Box if the Aggregate A	amount in Row (9) Excludes	s Certain Shares (See Instructions) x
11	Percent of Class Represented 2.3%	by Amount in Row (9)	
12	Type of Reporting Person (Se PN	e Instructions)	

## 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) (b)	a Member of a Group (See ) o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Organi Delaware	zation		
	5		Sole Voting Power	
Number of				
Shares Beneficially Owned by	6		Shared Voting Power 418,000 shares of Common Stock	
Each Reporting Person With:	7		Sole Dispositive Power	
Terson with.	8		Shared Dispositive Power 418,000 shares of Common Stock	
9	Aggregate Amount Beneficial 418,000 shares of Common St		g Person	
10	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x	
11	Percent of Class Represented by 2.3%	by Amount in Row (9)		
12	Type of Reporting Person (See OO	e Instructions)		

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 (a) (b)	n Member of a Group (See I o x	instructions)		
3	SEC Use Only				
4	Citizenship or Place of Organization Delaware				
	5		Sole Voting Power		
Number of Shares Beneficially	6		Shared Voting Power 785,175 shares of Common Stock		
Owned by Each Reporting Person With:	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) x				
11	Percent of Class Represented by Amount in Row (9) 4.3%				
12	Type of Reporting Person (See PN	Instructions)			

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 (a) (b)	a Member of a Group (See I o x	nstructions)		
3	SEC Use Only				
4	Citizenship or Place of Organization Delaware				
	5		Sole Voting Power		
Number of Shares Beneficially	6		Shared Voting Power 785,175 shares of Common Stock		
Owned by Each Reporting Person With:	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) x				
11	Percent of Class Represented by Amount in Row (9) 4.3%				
12	Type of Reporting Person (See OO	Instructions)			

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 (a) (b)	Member of a Group (See I o x	instructions)		
3	SEC Use Only				
4	Citizenship or Place of Organization Delaware				
	5		Sole Voting Power		
Number of Shares Beneficially Owned by	6		Shared Voting Power 950,000 shares of Common Stock		
Each Reporting Person With:	7		Sole Dispositive Power		
reison with.	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) o				
11	Percent of Class Represented by Amount in Row (9) 5.2%				
12	Type of Reporting Person (See PN	Instructions)			

## 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 (a) (b)	a Member of a Group (See l o x	Instructions)		
3	SEC Use Only				
4	Citizenship or Place of Organization Delaware				
	5		Sole Voting Power		
Number of Shares Beneficially Owned by	6		Shared Voting Power 950,000 shares of Common Stock		
Each Reporting Person With:	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) o				
11	Percent of Class Represented by Amount in Row (9) 5.2%				
12	Type of Reporting Person (See OO	Instructions)			

#### CUSIP No. 21676P103

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) o (b) x