#### **GP STRATEGIES CORP**

Form 4

October 19, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

See Instruction 1(b).

(Last)

WEST.

(Print or Type Responses)

1. Name and Address of Reporting Person \* Sagard Capital Partners, L.P.

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

GP STRATEGIES CORP [GPX]

(Month/Day/Year)

280 PARK AVENUE, 3RD FLOOR 10/17/2016

(Middle)

(Check all applicable) 3. Date of Earliest Transaction

Issuer

Director Officer (give title below)

X\_\_ 10% Owner Other (specify

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

Form filed by One Reporting Person X\_ Form filed by More than One Reporting

NEW YORK, NY 10017

(City)	(City) (State) (Zip) 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)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111311. 1)	
COMMON STOCK	10/17/2016		P(1)	2,072 (2)	A	\$ 24.1775 (3)	3,614,178	I	SEE FOOTNOTE
COMMON STOCK	10/18/2016		P <u>(1)</u>	2,072 (2)	A	\$ 24.3196 (4)	3,616,250	I	SEE FOOTNOTE

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)

### Edgar Filing: GP STRATEGIES CORP - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secu

Owner Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Da	te	Amour	nt of	Derivative	I
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						1
					(A) or						1
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date				
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Sagard Capital Partners, L.P. 280 PARK AVENUE, 3RD FLOOR WEST NEW YORK, NY 10017		X					
Sagard Capital Partners Management Corp 280 PARK AVENUE 3RD FLOOR WEST NEW YORK, NY 10017		X					
Sagard Capital Partners GP, Inc. 280 PARK AVENUE 3RD FLOOR WEST NEW YORK, NY 10017		X					

### **Signatures**

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners, L.P.				
**Signature of Reporting Person	Date			
/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc.	10/19/2016			
**Signature of Reporting Person	Date			
/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp.	10/19/2016			
**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).

Reporting Owners 2

#### Edgar Filing: GP STRATEGIES CORP - Form 4

- (1) The purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Persons on August 8, 2016.
- (2) Consists of shares of common stock, par value, \$0.01 per share, of GPX ("Shares").
- The price represents the weighted average purchase price of multiple transactions on the reported date at prices between \$24.15 and \$24.30. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission staff, 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 \$24.25 and \$24.40. Detailed information regarding the number of Shares purchased at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.
- Sagard is the direct beneficial owner of the Shares reported herein. GP and Sagard Management are indirect beneficial owners of such

  Shares. Each of the Reporting Persons disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of the securities reported herein except to the extent of its pecuniary interest therein.

#### **Remarks:**

This Form 4 is being filed by Sagard Capital Partners, L.P., a Delaware limited partnership ("Sagard"), Sagard Capital Partner 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.