Edgar Filing: GP STRATEGIES CORP - Form 4

GP STRATEO	GIES CORP											
Form 4												
October 31, 20												
FORM	4	TATE	SECUDI			TT A 1	NCE	COMMISSIO	N T		PPROVA	L
	UNITED	DIAIES		nington, 1			NGE	COMMISSIO	OWIL	3 1ber:		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations	r STATEM	suant to S	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934						F Estir burd resp	Expires: January 31, 2005 Estimated average burden hours per response 0.5		
may contir See Instruc 1(b).	nue. Section 17(a		Public Uti of the Inv	•	•	• •		f 1935 or Sect 40	ion			
(Print or Type Re	esponses)											
1. Name and Ad Sagard Capita	2. Issuer Name and Ticker or Trading Symbol GP STRATEGIES CORP [GPX]					5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (M	liddle)	3. Date of I	Earliest Transaction				(Check all applicable)				
280 PARK A WEST,	(Month/Day/Year) 10/27/2016					Director X 10% Owner Officer (give title below) Other (specify below)						
(Street) 4. If Amen Filed(Month				ndment, Date Original h/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person 				
NEW YORK	, NY 10017							_X_ Form filed b Person	y More tha	in One R	eporting	
(City)	(State) (Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed	of, or Be	neficial	ly Owned	l
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day/Year)		n Date, if Transactio Code		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			SecuritiesBeneficiallyOwnedFollowingReportedTransaction(s)	6. Ownersh Form: Direct (I or Indire (I) (Instr. 4)	ip Ind Be D) Ov ct (Ir	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		CI	- F	
COMMON STOCK	10/27/2016			P <u>(1)</u>	1,950 (2)	А	\$ 25	3,628,816	Ι		EE DOTNO'	ΓЕ
COMMON STOCK	10/28/2016			P <u>(1)</u>	1,950 (2)	А	\$ 25	3,630,766	Ι		EE DOTNO'	ГЕ

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

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 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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh				
	Director	10% Owner	Officer	Other		
Sagard Capital Partners, L.P. 280 PARK AVENUE, 3RD FLOOR WEST NEW YORK, NY 10017		Х				
Sagard Capital Partners Management Corp 280 PARK AVENUE 3RD FLOOR WEST NEW YORK, NY 10017		Х				
Sagard Capital Partners GP, Inc. 280 PARK AVENUE 3RD FLOOR WEST NEW YORK, NY 10017		Х				
Signatures						
/s/ Charles J. Downey III, Attorney-in-Fact f		10/31/2016				
**Signature of Reporting Person						Date
/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc.						10/31/2016
**Signature of Reporting Person						Date

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp. 10/31/2016

**Signature of Reporting Person

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).

Date

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- (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").
- Sagard is the direct beneficial owner of the Shares reported herein. GP and Sagard Management are indirect beneficial owners of such
 (3) 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.