

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**  
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### ISSUER

#### **GP STRATEGIES CORP**

CIK:[70415](#) | IRS No.: [131926739](#) | State of Incorp.:**DE** | Fiscal Year End: **1231**  
SIC: **8200** Educational services

Mailing Address  
6095 MARSHALEE DRIVE  
SUITE 300  
ELKRIDGE MD 21075

Business Address  
6095 MARSHALEE DRIVE  
SUITE 300  
ELKRIDGE MD 21075  
410-370-3600

### REPORTING OWNER

#### **Sagard Capital Partners, L.P.**

CIK:[1423385](#) | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-07234](#) | Film No.: [13527826](#)

Mailing Address  
325 GREENWICH AVENUE  
GREENWICH CT 06830

Business Address  
325 GREENWICH AVENUE  
GREENWICH CT 06830  
203 629-6700

#### **Sagard Capital Partners Management CORP**

CIK:[1423386](#) | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-07234](#) | Film No.: [13527824](#)

Mailing Address  
325 GREENWICH AVENUE  
GREENWICH CT 06830

Business Address  
325 GREENWICH AVENUE  
GREENWICH CT 06830  
203 629-6700

#### **Sagard Capital Partners GP, Inc.**

CIK:[1423388](#) | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-07234](#) | Film No.: [13527825](#)

Mailing Address  
325 GREENWICH AVENUE  
GREENWICH CT 06830

Business Address  
325 GREENWICH AVENUE  
GREENWICH CT 06830  
203 629-6700

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Sagard Capital Partners, L.P.</b>			2. Issuer Name and Ticker or Trading Symbol <b>GP STRATEGIES CORP [GPX]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2013</b>					
325 GREENWICH AVENUE (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
GREENWICH, CT 06830 (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)		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	01/11/2013		A		500 <sup>(1)</sup>	A	\$ 0	3,510,274	I	See footnote <sup>(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

### Reporting Owners

Reporting Owner Name / Address	Relationships
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	Director	10% Owner	Officer	Other
<a href="#">Sagard Capital Partners, L.P.</a> 325 GREENWICH AVENUE GREENWICH, CT 06830		X		
<a href="#">Sagard Capital Partners GP, Inc.</a> 325 GREENWICH AVENUE GREENWICH, CT 06830		X		
<a href="#">Sagard Capital Partners Management CORP</a> 325 GREENWICH AVENUE GREENWICH, CT 06830		X		

**Explanation of Responses:**

1. Represents a portion of the quarterly director fees for Dan Friedberg, President of GP and Sagard Management, for the quarter ended December 31, 2012, which were paid in shares of the Issuer's Common Stock directly to Sagard.
2. Sagard is the direct beneficial owner of 3,510,274 Shares. GP and Sagard Management are indirect beneficial owners of 3,510,274 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 Partners GP, Inc., a Delaware corporation ("GP"), and Sagard Capital Partners Management Corp., a Delaware corporation ("Sagard Management," and together with Sagard and GP, the "Reporting Persons"). As a result of direct and indirect securities holdings, Power Corporation of Canada and Mr. Paul G. Desmarais may each be deemed (i) to control the Reporting Persons, although the filing of this Form 4 shall not be construed as an admission that any such control relationship actually exists, and (ii) to beneficially own the securities reported herein. Each of Power Corporation of Canada and Mr. Paul G. Desmarais disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

**Signatures**

<a href="#">/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners, L.P.</a>	<a href="#">01/14/2013</a>
<a href="#">/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc.</a>	<a href="#">01/14/2013</a>
<a href="#">/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp.</a>	<a href="#">01/14/2013</a>
** Signature of Reporting Person	Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**