Friedberg Dan Form 4 July 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Friedberg Dan

2. Issuer Name and Ticker or Trading Symbol

GP STRATEGIES CORP [GPX]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Zip)

(Month/Day/Year) 06/29/2012

X_ Director 10% Owner Officer (give title Other (specify

below)

C/O SAGARD CAPITAL MANAGEMENT CORP. 325 **GREENWICH AVENUE**

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

I

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

GREENWICH, CT 06830

(City)

Stock

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common 06/29/2012 A

500 (1) A \$0 3,505,870 See footnote (2)

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

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SEC 1474 (9-02)

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

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Friedberg Dan C/O SAGARD CAPITAL MANAGEMENT CORP 325 GREENWICH AVENUE GREENWICH, CT 06830



Signatures

Ann M. Blank for Daniel M. Friedberg

07/03/2012

**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).
- (1) Represents a portion of the quarterly Director fees for the Reporting Person for the quarter ended June 30, 2012 which were paid in shares of the Issuer's Common Stock directly to Sagard Capital Partners, L.P. ("Sagard Capital").

The amount shown represents transactions in, and beneficial ownership of, the Issuer's securities by Sagard Capital. Sagard Capital Partners Management Corporation(Sagard Management) is the investment manager of Sagard Capital. The Reporting Person is the President and Chief Executive Officer of Sagard Management. The Reporting Person is also the President and Chief Executive Officer of Sagard Capital Partners GP, Inc., the general partner of Sagard Capital. The Reporting Person disclaims beneficial ownership of the

Sagard Capital Partners GP, Inc., the general partner of Sagard Capital. The Reporting Person disclaims beneficial ownership of the securities(except to the extent of his pecuniary interest in such securities), and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.

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