

GP STRATEGIES CORP  
Form 3  
January 04, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Sagard Capital Partners, L.P.		(Month/Day/Year)	GP STRATEGIES CORP [GPX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
325 GREENWICH AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
GREENWICH,Â CTÂ 06830			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			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	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,875,843	D <u>(1)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)  
(Instr. 5)

## Reporting Owners

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

## Signatures

/s/ Daniel M. Friedberg, President of Sagard Capital Partners, L.P.	01/04/2010
**Signature of Reporting Person	Date
/s/ Daniel M. Friedberg, President of Sagard Capital Partners GP, Inc.	01/04/2010
**Signature of Reporting Person	Date
/s/ Daniel M. Friedberg, President of Sagard Capital Partners Management Corporation	01/04/2010
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Sagard is the direct beneficial owner of the securities reported herein. GP and Sagard Management are indirect beneficial owners of the securities reported herein. However, each of GP and Sagard Management 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.

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### Remarks:

This Form 3 is being filed by Sagard Capital Partners, L.P., a Delaware limited partnership ("Sagard Partners GP, Inc., a Delaware corporation" ("GP"), and Sagard Capital Partners Management Corporation ("Sagard Management," and together with Sagard and GP, the "Reporting Persons"). As a result of the securities holdings, Power Corporation of Canada and Mr. Paul G. Desmarais may each be deemed a Person, although the filing of this Form 3 shall not be construed as an admission that any such Person actually exists, and (ii) to beneficially own the securities reported herein. Each of Power Corporation and Paul G. Desmarais disclaims beneficial ownership of the securities reported herein except to the extent of its interest therein.

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.