

GP STRATEGIES CORP  
Form 8-K  
December 17, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) **December 15, 2010**

**GP Strategies Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-7234**  
(Commission  
File Number)

**13-1926739**  
(IRS Employer  
Identification No.)

**6095 Marshalee Drive, Suite 300, Elkridge, MD**  
(Address of Principal Executive Offices)

**21075**  
(Zip Code)

Registrant's telephone number, including area code: **(410) 379-3600**

## Edgar Filing: GP STRATEGIES CORP - Form 8-K

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07**

**Submission of Matters to a Vote of Security Holders**

On December 15, 2010, GP Strategies Corporation held its annual meeting of shareholders. At that meeting, the following matters were voted upon:

1. Our stockholders elected the Directors listed below for terms continuing until the 2011 annual meeting of stockholders by the following votes:

	<b>For</b>	<b>Common Shares Cast: Withheld</b>	<b>Broker Non-Votes</b>
Harvey P. Eisen	10,111,136	5,016,132	1,858,399
Daniel M. Friedberg	15,102,630	24,638	1,858,399
Marshall S. Geller	15,093,594	33,674	1,858,399
Scott N. Greenberg	15,102,555	24,713	1,858,399
Sue W. Kelly	15,095,086	32,182	1,858,399
Richard C. Pfenniger, Jr.	10,470,847	4,656,421	1,858,399
A. Marvin Strait	15,099,134	28,134	1,858,399
Gene A. Washington	15,095,509	31,759	1,858,399

2. Our stockholders ratified the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010. Our stockholders cast 16,884,853 votes for ratification of KPMG LLP, 88,042 votes against ratification of KPMG LLP, and there were 12,772 abstentions.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GP STRATEGIES CORPORATION

Date: December 17, 2010

/s/ Kenneth L. Crawford  
Kenneth L. Crawford  
Senior Vice President, Secretary & General Counsel