

Cooper-Standard Holdings Inc.
Form 3
March 22, 2011

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 and Ticker or Trading Symbol | |
| Â Oak Hill Advisors GenPar, L.P. | | | (Month/Day/Year) | Cooper-Standard Holdings Inc. [COSH] | |
| (Last) | (First) | (Middle) | 03/21/2011 | | |
| 1114 AVENUE OF THE AMERICAS,Â 27TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10036 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks | | |
| (City) | (State) | (Zip) | 5. 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 | | |

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, par value \$0.001 per share | 476,630 | I | By Oak Hill Credit Opportunities Master Fund, Ltd. See Footnotes <u>(1)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 74,362 | I | By Oak Hill Advisors, L.P. See Footnotes <u>(1)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 883,328 | I | By Oak Hill Credit Alpha Master Fund, L.P. See Footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 1,266,750 | I | By OHA Strategic Credit Master Fund, L.P. See Footnotes <u>(3)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 48,795 | I | By OHA Strategic Credit Master Fund II, L.P. See Footnotes <u>(4)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | 56,133 | I | |

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| | | | | |
|--|--------|---|--|--|
| | | | | By Oak Hill Credit Opportunities Master Fund, Ltd. See Footnotes <u>(1)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | 19,440 | I | | By Oak Hill Advisors, L.P. See Footnotes <u>(1)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | 87,445 | I | | By Oak Hill Credit Alpha Master Fund, L.P. See Footnotes <u>(2)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | 67,249 | I | | By OHA Strategic Credit Master Fund, L.P. See Footnotes <u>(3)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | 18,951 | I | | By OHA Strategic Credit Master Fund II, L.P. See Footnotes <u>(4)</u> <u>(5)</u> |

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 (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants to purchase common stock par value \$0.001 per share | 05/27/2010 | 11/27/2017 | Common Stock, par value \$0.001 per share | 99,604 | \$ 27.33 | I | By Oak Hill Credit Opportunities Master Fund, Ltd. See Footnotes <u>(1)</u> <u>(5)</u> |
| Warrants to purchase common stock par value \$0.001 per share | 05/27/2010 | 11/27/2017 | Common Stock, par value \$0.001 per share | 31,761 | \$ 27.33 | I | By Oak Hill Advisors, L.P. See Footnotes <u>(1)</u> <u>(5)</u> |
| Warrants to purchase common stock par value \$0.001 per share | 05/27/2010 | 11/27/2017 | Common Stock, par value \$0.001 per share | 168,196 | \$ 27.33 | I | By Oak Hill Credit Alpha Master Fund, L.P. See Footnotes <u>(2)</u> <u>(5)</u> |
| Warrants to purchase common stock par | 05/27/2010 | 11/27/2017 | Common Stock, par | 149,701 | \$ 27.33 | I | By OHA Strategic Credit Master |

| | | | | | | | |
|---|------------|------------|---|--------|----------|---|--|
| value \$0.001 per share | | | value \$0.001 per share | | | | Fund, L.P. See Footnotes <u>(3)</u> <u>(5)</u> |
| Warrants to purchase common stock par value \$0.001 per share | 05/27/2010 | 11/27/2017 | Common Stock, par value \$0.001 per share | 29,834 | \$ 27.33 | I | By OHA Strategic Credit Master Fund II, L.P. See Footnotes <u>(4)</u> <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Oak Hill Advisors GenPar, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | See Remarks |
| OAK HILL ADVISORS LP 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | See Remarks |
| Oak Hill Credit Opportunities Master Fund, Ltd. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | See Remarks |
| Oak Hill Credit Opportunities Management, LLC 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | See Remarks |
| Oak Hill Credit Alpha Master Fund, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | See Remarks |
| Oak Hill Credit Alpha Master Fund GenPar, Ltd. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | See Remarks |
| OHA Strategic Credit Master Fund, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | See Remarks |
| OHA Strategic Credit Master Fund II, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | See Remarks |

OHA Strategic Credit GenPar, LLC
 1114 AVENUE OF THE AMERICAS
 27TH FLOOR
 NEW YORK, NY 10036

Â Â X Â See Remarks

Signatures

| | |
|--|------------|
| /s/ Oak Hill Advisors GenPar, L.P. (+) By: Oak Hill Advisors MGP, Inc., Managing General Partner By: Glenn August | 03/21/2011 |
| **Signature of Reporting Person | Date |
| /s/ Oak Hill Advisors, L.P. (+) By: Oak Hill Advisors GenPar, L.P., General Partner By: Oak Hill Advisors MGP, Inc., Managing General Partner By: Glenn August | 03/21/2011 |
| **Signature of Reporting Person | Date |
| /s/ Oak Hill Credit Opportunities Master Fund, Ltd. (+) By: Glenn August | 03/21/2011 |
| **Signature of Reporting Person | Date |
| /s/ Oak Hill Credit Opportunities Management, LLC (+) By: Glenn August | 03/21/2011 |
| **Signature of Reporting Person | Date |
| /s/ Oak Hill Credit Alpha Master Fund, L.P. (+) By: Oak Hill Credit Alpha Master Fund GenPar, Ltd., General Partner By: Glenn August | 03/21/2011 |
| **Signature of Reporting Person | Date |
| /s/ Oak Hill Credit Alpha Master Fund GenPar, Ltd. (+) By: Glenn August | 03/21/2011 |
| **Signature of Reporting Person | Date |
| /s/ OHA Strategic Credit Master Fund, L.P. (+) By: OHA Strategic Credit GenPar, LLC, General Partner By: Glenn August | 03/21/2011 |
| **Signature of Reporting Person | Date |
| /s/ OHA Strategic Credit Master Fund II, L.P. (+) By: OHA Strategic Credit GenPar, LLC, General Partner By: Glenn August | 03/21/2011 |
| **Signature of Reporting Person | Date |
| /s/ OHA Strategic Credit GenPar, LLC (+) By: Glenn August | 03/21/2011 |
| **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).
 - (1) Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; Oak Hill Advisors, L.P. (i) in its capacity as an investment advisor, may be deemed to own 74,362 shares of common stock, 19,440 shares of preferred stock and 31,761 warrants held by managed accounts, but disclaims beneficial ownership of such securities and (ii) controls Oak Hill Credit Opportunities Management, LLC. Oak Hill Advisors, L.P. and Oak Hill Credit Opportunities Management, LLC are the advisors of Oak Hill Credit Opportunities Master Fund, Ltd., which owns 476,630 shares of common stock, 56,133 shares of preferred stock and 99,604 warrants.
 - (2) Oak Hill Credit Alpha MGP, LLC is the sole shareholder of Oak Hill Credit Alpha Master Fund GenPar, Ltd. Oak Hill Credit Alpha Master Fund GenPar, Ltd. is the general partner of Oak Hill Credit Alpha Master Fund, L.P., which owns 883,328 shares of common stock, 87,445 shares of preferred stock and 168,196 warrants. In addition, Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; Oak Hill Advisors, L.P. controls Oak Hill Credit Alpha Management, LLC; and Oak Hill Advisors, L.P. and Oak Hill Credit Alpha Management, LLC are the advisors of Oak Hill Credit Alpha Master Fund, L.P.
 - (3) OHA Strategic Credit GenPar, LLC is the general partner of OHA Strategic Credit Master Fund, L.P., which owns 1,266,750 shares of common stock, 67,249 shares of preferred stock and 149,701 warrants. In addition, Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; and Oak Hill Advisors, L.P. serves as the advisor of OHA Strategic Credit Master Fund, L.P.

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- (4) OHA Strategic Credit GenPar, LLC, is the general partner of OHA Strategic Credit Master Fund II, L.P., which owns 48,795 shares of common stock, 18,951 shares of preferred stock and 29,834 warrants. In addition, Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; and Oak Hill Advisors, L.P. is the advisor of OHA Strategic Credit Master Fund II, L.P.

- Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Exchange Act of 1934, as amended (the "Act"), the reporting persons may be deemed to be the beneficial owner of the securities beneficially owned by the entities listed in footnotes 1, 2, 3, and 4, or deemed to be beneficially owned by Oak Hill Advisors, L.P. only to the extent of the greater of their respective direct or indirect interest in the profits or capital account of these entities. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that the reporting persons are, for purposes of Section 16 of the Act or otherwise, the beneficial owners of any securities owned by the entities listed in footnotes 1, 2, 3, and 4, or deemed to be beneficially owned by Oak Hill Advisors, L.P. and OHA Strategic Credit Master Fund II, L.P. in excess of such amount.
- (5)

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Remarks:

The reporting persons may be deemed members of a group that owns more than 10% of the outstanding shares of Cooper-Standard Automotive Inc. However, the reporting persons disclaim such group membership, and this filing is not deemed an admission that the reporting persons are members of a group that owns more than 10% of the stock 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.