

Cooper-Standard Holdings Inc.
Form 4
August 22, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN 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 *
Oak Hill Advisors GenPar, L.P.

2. Issuer Name and Ticker or Trading Symbol
Cooper-Standard Holdings Inc.
[CPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1114 AVENUE OF THE AMERICAS, 27TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2016

____ Director
____ Officer (give title below) 10% Owner
 Other (specify below)
See Note (5) below

NEW YORK, NY 10036

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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, par value \$0.001 per share | | | | | 70,036 | I | See Footnotes (1) (4) (5) (6) |
| Common Stock, par value \$0.001 per share | 08/18/2016 | | X | | \$ 150,150 | A | 580,206 |
| | | | | | | | See Footnotes (2) (4) (5) (6) |
| | 08/18/2016 | | S ⁽⁷⁾ | | 41,884 | D | 538,322 |

Edgar Filing: Cooper-Standard Holdings Inc. - Form 4

| | | | | | | | | | |
|---|------------|--|-------------------------|--------|----------|----------|---------|---|---|
| Common Stock, par value \$0.001 per share | | | | | \$ 97.69 | | | | See Footnotes <u>(2)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock, par value \$0.001 per share | 08/18/2016 | | X | 29,924 | A | \$ 27.25 | 156,224 | I | See Footnotes <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock, par value \$0.001 per share | 08/18/2016 | | <u>S</u> ⁽⁸⁾ | 8,348 | D | \$ 97.69 | 147,876 | I | See Footnotes <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock, par value \$0.001 per share | | | | | | | 4,408 | I | See Footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u> |

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

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.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Warrants to purchase Common Stock | \$ 27.25 | 08/18/2016 | | X | | 149,701 | 05/27/2010 11/27/2017 | Common Stock | 150,15 |
| Warrants to purchase Common Stock | \$ 27.25 | 08/18/2016 | | X | | 29,834 | 05/27/2010 11/27/2017 | Common Stock | 29,92 |

Edgar Filing: Cooper-Standard Holdings Inc. - Form 4

| | |
|---|------------|
| OHA Strategic Credit Master Fund, L.P. (+) By: OHA Strategic Credit GenPar, LLC, General Partner By: /s/ Glenn August | 08/22/2016 |
| __Signature of Reporting Person | Date |
| OHA Strategic Credit Master Fund IB, L.P. (+) By: OHA Strategic Credit GenPar, LLC, General Partner By: /s/ Glenn August | 08/22/2016 |
| __Signature of Reporting Person | Date |
| OHA Strategic Credit GenPar, LLC (+) By: /s/ Glenn August | 08/22/2016 |
| __Signature of Reporting Person | Date |
| /s/ Glenn R. August | 08/22/2016 |
| __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) By Oak Hill Credit Opportunities Master Fund, Ltd. ("OHCOF").

(2) By OHA Strategic Credit Master Fund, L.P. ("SCF"). OHA Strategic Credit GenPar, LLC is the general partner of SCF.

(3) By OHA Strategic Credit Master Fund IB, L.P. ("SCF IB"). OHA Strategic Credit GenPar, LLC, is the general partner of SCF IB.

(4) Oak Hill Advisors GenPar, L.P. ("OHA GenPar") is the general partner of Oak Hill Advisors, L.P. ("OHA"). OHA receives, directly and indirectly, management fees or incentive fees with respect to certain accounts that it advises, including OHCOF, SCF and SCF IB. None of such fees constitute an indirect pecuniary interest for purposes of Rule 16a-1. OHA also owns 4,408 shares of time-based restricted stock which are fully vested.

(5) Glenn R. August controls (i) the managing general partner of OHA GenPar, and (ii) OHA Strategic Credit GenPar, LLC, the general partner of SCF and SCF IB, and may be deemed to have an indirect beneficial interest in the shares owned by OHCOF, SCF and SCF IB. Mr. August is a director of the Issuer.

(6) Pursuant to Rule 16a-1 under the Exchange Act of 1934, as amended (the "Act"), the reporting persons shall be deemed to be the indirect beneficial owner of the securities beneficially owned by the entities listed in footnotes 1, 2, 3 and 4 only to the extent of their respective pecuniary interest. 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, in each case except to the extent of such pecuniary interest.

(7) On August 18, 2016, the reporting person exercised 149,701 warrants to purchase 150,150 shares of common stock for \$27.25 per share. The reporting person paid the exercise price on a cashless basis, resulting in the issuer withholding 41,884 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 108,266 shares.

(8) On August 18, 2016, the reporting person exercised 29,834 warrants to purchase 29,924 shares of common stock for \$27.25 per share. The reporting person paid the exercise price on a cashless basis, resulting in the issuer withholding 8,348 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 21,576 shares.

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.