

GP STRATEGIES CORP  
Form 8-K  
December 20, 2011

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

Washington, D.C. 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 14, 2011**

**GP STRATEGIES CORPORATION**

(Exact name of registrant as specified in its charter)

**1-7234**

(Commission File Number)

**Delaware**  
(State or other jurisdiction of incorporation)

**13-1926739**  
(I.R.S. Employer Identification No.)

**6095 Marshalee Drive, Suite 300**

**Elkridge, MD 21075**

(Address of principal executive offices, with zip code)

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(410) 379-3600

(Registrant's telephone number, including area code)

(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 14, 2011, 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 2012 annual meeting of stockholders by the following votes:

|                           | Common Shares Cast: |           | Broker Non-Votes |
|---------------------------|---------------------|-----------|------------------|
|                           | For                 | Withheld  |                  |
| Harvey P. Eisen           | 9,546,453           | 5,733,996 | 1,481,180        |
| Daniel M. Friedberg       | 15,170,170          | 110,279   | 1,481,180        |
| Marshall S. Geller        | 15,169,410          | 111,039   | 1,481,180        |
| Scott N. Greenberg        | 15,267,242          | 13,207    | 1,481,180        |
| Sue W. Kelly              | 15,267,148          | 13,301    | 1,481,180        |
| Richard C. Pfenniger, Jr. | 15,272,323          | 8,126     | 1,481,180        |
| A. Marvin Strait          | 15,169,410          | 111,039   | 1,481,180        |
| Gene A. Washington        | 15,164,891          | 115,558   | 1,481,180        |

2. A proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011. The proposal was approved and the results of the voting were as follows:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 16,746,823 | 12,242  | 2,564       |

3. A non-binding advisory proposal to approve the compensation of the Company's named executive officers. The proposal was approved and the results of the voting were as follows:

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 14,870,454 | 171,924 | 238,071     | 1,481,180        |

4. A non-binding advisory proposal on the frequency (every one, two or three years) of future shareholder advisory votes on the compensation of the Company's named executive officers. A frequency of every year was approved and the results were as follows:

| Every Year | Every Two Years | Every Three Years | Abstentions | Broker Non-Votes |
|------------|-----------------|-------------------|-------------|------------------|
| 14,172,059 | 297,970         | 573,590           | 236,830     | 1,481,180        |



5. A proposal to approve the Agreement and Plan of Merger providing for the merger of the Company with and into its wholly-owned subsidiary, General Physics Corporation, to eliminate the current holding company structure. The proposal was approved and the results of the voting were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 15,261,978 | 11,252         | 7,219              | 1,481,180               |

6. A proposal to approve the GP Strategies Corporation 2011 Stock Incentive Plan. The proposal was approved and the results of the voting were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 14,862,337 | 410,686        | 7,426              | 1,481,180               |

As the Board of Directors recommended that future advisory votes on executive compensation by the stockholders be held annually and the stockholders overwhelmingly voted for annual advisory votes on executive compensation, the Board has determined that the Company will hold an annual advisory vote on executive compensation until the next required vote on the frequency of stockholder advisory votes on executive compensation. SEC regulations state that the Company must hold these votes on frequency at least once every six years.

**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 20, 2011

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