

GP STRATEGIES CORP  
Form DEFA14A  
June 13, 2014

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

SCHEDULE 14A  
(RULE 14a-101)

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11c or Rule 14a-12

GP Strategies Corporation

(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
-

**INFORMATION REGARDING THE PROPOSAL TO ELECT ONE OF THE MEMBERS OF THE BOARD OF DIRECTORS OF GP STRATEGIES CORPORATION**

GP Strategies Corporation (“we”, “our”, “us”, or the “Company”) will hold its annual meeting of stockholders on June 25, 2014. We have filed with the Securities and Exchange Commission (“SEC”) a definitive proxy statement setting forth the matters to be voted on at the annual meeting, including the election of seven director nominees that the proxy statement identifies.

We received a report from ISS Proxy Advisory Services (“ISS”) with their recommendations to their respective institutional clients on how to vote their shares of GP Strategies Corporation common stock at our annual meeting.

ISS has recommended, among other things, a vote in favor of all directors, except for Mr. Harvey Eisen.

ISS did not recommend a vote in favor of Mr. Eisen because he attended less than 75% of the total number of meetings of our Board of Directors (the “Board”) and of Committees of the Board on which he served during 2013. During 2013, Mr. Eisen attended eleven out of fifteen meetings (73.3%) of our Board and Committees on which he served. He attended seven out of nine Board meetings held (77.8%) and four out of six meetings held by Committees on which he served (66.7%).

We ask our stockholders to please consider the following:

Mr. Eisen missed one of the Board meetings due to an unexpected medical emergency of a close friend. If this absence were excluded, Mr. Eisen’s attendance would have been 80% of all meetings of the Board and Committees on which he served in 2013.

Mr. Eisen attended 100% of all meetings of our Board and the Committees on which he served in 2012.

Mr. Eisen has attended 100% of all meetings of our Board and Committee on which he serves to date in 2014.

**OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR ALL DIRECTOR NOMINEES, INCLUDING MR. EISEN.**

**Additional Information and Where to Find It**

At our annual meeting, our stockholders will vote on the election of seven director nominees, an advisory vote on the Company’s named executive officer compensation and the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2014. The Company has filed a definitive proxy statement with the SEC to be used to solicit stockholder approval of the election of the director nominees and approval of the other two proposals. Our stockholders are urged to read the definitive proxy statement regarding the matters to be voted on and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they contain important information about us and the matters to be voted on. You can obtain a free copy of the definitive proxy statement, as well as other filings containing information about the Company with the SEC, at the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies of the definitive proxy statement and the SEC filings that are incorporated by reference in the definitive proxy statement can also be obtained, without charge, by directing a request to GP Strategies Corporation, Investor Relations, 70 Corporate Center, 11000 Broken Land Parkway, Suite 200, Columbia, MD 21044, or at our Investor Relations page on our corporate website at [www.gpstrategies.com](http://www.gpstrategies.com).

GP Strategies Corporation and its directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the annual meeting. Information regarding our directors and executive officers and the interests of those participants may be obtained by reading our definitive proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2013.