

Cooper-Standard Holdings Inc.

Form 4

August 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) 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
X 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	\$ 27.25	580,206	I	See Footnotes (2) (4) (5) (6)
	08/18/2016		S ⁽⁷⁾		41,884	D		538.322	I	

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

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

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(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)	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	\$ 27.25	08/18/2016		X	29,834	05/27/2010 11/27/2017	Common Stock	29,92

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				See Note (5) below
OAK HILL ADVISORS LP 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036				See Note (5) below
Oak Hill Credit Opportunities Master Fund, Ltd. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036				See Note (5) below
OHA Strategic Credit Master Fund, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036				See Note (5) below
OHA Strategic Credit Master Fund IB, L.P. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036				See Note (5) below
OHA Strategic Credit GenPar, LLC 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036				See Note (5) below
AUGUST GLENN R 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036	X			

Oak Hill Advisors GenPar, L.P. (+) By: Oak Hill Advisors MGP, Inc., Managing General Partner By: /s/ Glenn August	08/22/2016
_____ **Signature of Reporting Person	Date
Oak Hill Advisors, L.P. (+) By: Oak Hill Advisors GenPar, L.P., General Partner By: Oak Hill Advisors MGP, Inc., Managing General Partner By: /s/ Glenn August	08/22/2016
_____ **Signature of Reporting Person	Date
Oak Hill Credit Opportunities Master Fund, Ltd. (+) By: /s/ Glenn August	08/22/2016
_____ **Signature of Reporting Person	Date

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OHA Strategic Credit Master Fund, L.P. (+) By: OHA Strategic Credit GenPar, LLC, 08/22/2016
General Partner By: /s/ Glenn August

__Signature of Reporting Person

Date

OHA Strategic Credit Master Fund IB, L.P. (+) By: OHA Strategic Credit GenPar, LLC, 08/22/2016
General Partner By: /s/ Glenn August

__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.

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