

Cooper-Standard Holdings Inc.  
 Form 4  
 May 23, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
 AUGUST GLENN R

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/19/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 See remarks

1114 AVENUE OF THE AMERICAS, 27TH FLOOR

(Street)

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

NEW YORK, NY 10036

(City) (State) (Zip)

**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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security or Exercise any Code of (Month/Day/Year) (Instr. 3 and 4)  
 (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities  
 Derivative Acquired (A) or  
 Security Disposed of (D)  
 (Instr. 3, 4, and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(1)</sup>								
\$ 85.02 05/19/2016	A		0		05/19/2017 <sup>(1)</sup>	05/19/2017 <sup>(1)</sup>	Common stock	0

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUGUST GLENN R 1114 AVENUE OF THE AMERICAS, 27TH FLOOR NEW YORK, NY 10036	X	X		See remarks

**Signatures**

By: /s/ Daniel Follis on behalf of Glenn R. August under power of attorney 05/23/2016

    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) These are time-based restricted stock units (RSU) that will vest, assuming continued service as a director, on the earlier of the first annual shareholder meeting after the grant date or May 19, 2017. Each RSU represents a contingent right to receive, at the issuer's option, either one share of common stock or the cash equivalent upon satisfaction of the vesting requirements. Pursuant to a Settlement Deferral Election executed by the Reporting Person, units will be payable in common stock on the date the Reporting Person ceases to be a member of the Board of Directors.
- (2) Pursuant to the policies of Oak Hill Advisors, L.P. (the "Advisors"), the restricted stock units received by the reporting person are held for the benefit of certain clients of Advisor.

**Remarks:**

Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), the Reporting Person is a beneficial owner of the securities reported on this Form 4.

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.