

Cooper-Standard Holdings Inc.
Form 4
February 14, 2012

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 *
Oak Hill Advisors GenPar, L.P.

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

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)
11/15/2011

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

NEW YORK, NY 10036

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

(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 Indirect Beneficial Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|
| | | | Code | V | Amount or Price | | | |
| Common Stock, par value \$0.001 per share | 11/15/2011 | | P | | 197,000 A \$ 39.4 | 245,795 | I | See Footnotes (4) (5) |
| Common Stock, par value \$0.001 per share | 11/16/2011 | | P | | 37,000 A \$ 39.11 | 282,795 | I | See Footnotes (4) (5) |
| | | | | | | 476,630 | I | |

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| | | | | | | | | |
|--|------------|---|--------|---|-------------|--------|---|--|
| Common Stock, par value \$0.001 per share | | | | | | | | See Footnotes <u>(1)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | | | | | 78,770 | | I | See Footnotes <u>(1)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | | | | | 883,328 | | I | See Footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | | | | | 1,266,750 | | I | See Footnotes <u>(3)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | 11/18/2011 | P | 15,000 | A | \$ 168.3 | 33,951 | | I See Footnotes <u>(4)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | | | | | | 67,249 | | I See Footnotes <u>(3)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | | | | | | 56,133 | | I See Footnotes <u>(1)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | | | | | | 19,440 | | I See Footnotes <u>(1)</u> <u>(5)</u> |
| Preferred Stock, par value \$0.001 per share | | | | | | 87,445 | | I See Footnotes <u>(2)</u> <u>(5)</u> |

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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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| 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 | | X | | See Remarks |
| OAK HILL ADVISORS LP 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | | X | | See Remarks |
| Oak Hill Credit Opportunities Master Fund, Ltd. 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | | X | | See Remarks |
| Oak Hill Credit Opportunities Management, LLC 1114 AVENUE OF THE AMERICAS 27TH FLOOR NEW YORK, NY 10036 | | X | | See Remrks |
| Oak Hill Credit Alpha Management, LLC 201 MAIN STREET FORT WORTH, TX 76102 | | X | | See Remarks |

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

__Signature of Reporting Person

Date

OHA Strategic Credit GenPar, LLC (+) By: /s/ Glenn August

02/14/2012

__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) Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; Oak Hill Advisors, L.P. (i) in its capacity as an investment advisor, may be deemed to own 74,362 shares of common stock, 19,440 shares of preferred stock and 31,761 warrants held by managed accounts, but disclaims beneficial ownership of such securities, (ii) controls Oak Hill Credit Opportunities Management, LLC. Oak Hill Advisors, L.P. and Oak Hill Credit Opportunities Management, LLC are the advisors of Oak Hill Credit Opportunities Master Fund, Ltd., which owns 476,630 shares of common stock, 56,133 shares of preferred stock and 99,604 warrants and (iii) also owns 4,408 shares of time-based restricted stock vesting 50% on May 27, 2011, 25% on May 27, 2012 and 25% on May 27, 2013.

(2) Oak Hill Credit Alpha Master Fund GenPar, Ltd. is the general partner of Oak Hill Credit Alpha Master Fund, L.P., which owns 883,328 shares of common stock, 87,445 shares of preferred stock and 168,196 warrants. In addition, Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; Oak Hill Advisors, L.P. controls Oak Hill Credit Alpha Management, LLC; and Oak Hill Advisors, L.P. and Oak Hill Credit Alpha Management, LLC are the advisors of Oak Hill Credit Alpha Master Fund, L.P.

(3) OHA Strategic Credit GenPar, LLC is the general partner of OHA Strategic Credit Master Fund, L.P., which owns 1,266,750 shares of common stock, 67,249 shares of preferred stock and 149,701 warrants. In addition, Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; and Oak Hill Advisors, L.P. is the advisor of OHA Strategic Credit Master Fund, L.P.

(4) OHA Strategic Credit GenPar, LLC, is the general partner of OHA Strategic Credit Master Fund II, L.P., which owns 282,795 shares of common stock, 33,951 shares of preferred stock and 29,834 warrants. In addition, Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; and Oak Hill Advisors, L.P. is the advisor of OHA Strategic Credit Master Fund II, L.P.

(5) Pursuant to Rule 16a-1(a)(2) under the Exchange Act of 1934, as amended (the "Act"), the reporting persons may be deemed to be the 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 excess of such pecuniary interest.

Remarks:

The reporting persons may be deemed members of a group that owns more than 10% of the outstanding common stock of Cooper Standard Holdings Inc.

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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