

AUGUST GLENN R
Form 4
February 14, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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.
[COSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2011

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ 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)
X 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock, par value \$0.001 per share | 11/15/2011 | | P | 197,000 | A | \$ 39.4 | 2,951,273 | I | See Footnotes (1) (2) (3) (4) (5) |
| Common Stock, par value \$0.001 per share | 11/16/2011 | | P | 37,000 | A | \$ 39.11 | 2,988,273 | I | See Footnotes (1) (2) (3) (4) (5) |
| | 11/18/2011 | | P | 15,000 | A | | 264,218 | I | |

| | | |
|--|-------------|---|
| Preferred Stock, par value \$0.001 per share | \$ 168.3 | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |
|--|-------------|---|

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.

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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 | | See Remarks |

Signatures

/s/ Glenn August 02/14/2012
 **Signature of Date
 Reporting Person

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)

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The Reporting Person controls the managing general partner of Oak Hill Advisors GenPar, L.P.; 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) owns 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) The Reporting Person is the managing member of the sole shareholder of Oak Hill Credit Alpha Master Fund GenPar, Ltd. Oak Hill Credit Alpha Master Fund GenPar, Ltd. is the general partner of Oak Hill Credit Alpha Master Fund, L.P. In addition, the Reporting Person controls the managing general partner of Oak Hill Advisors GenPar, L.P.; Oak Hill Advisors GenPar, L.P. is the general partner of Oak Hill Advisors, L.P.; Oak Hill Advisors, L.P. owns Oak Hill Credit Alpha Management, LLC; Oak Hill Advisors, L.P. and Oak Hill Credit Alpha Management, LLC are the advisors 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.

(3) The Reporting Person is the managing member of OHA Strategic Credit GenPar, LLC, 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, the Reporting Person controls the managing general partner of Oak Hill Advisors GenPar, L.P.; 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) The Reporting Person is the managing member of OHA Strategic Credit GenPar, LLC, 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, the Reporting Person controls the managing general partner of Oak Hill Advisors GenPar, L.P.; 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 Person 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 his pecuniary interest. Pursuant to Rule 16 a-1(a)(4) under the Act, this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by the entities listed in footnotes 1, 2, 3 and 4 in excess of such pecuniary interest.

Remarks:

The Reporting Person may be deemed a member of a group that beneficially owns more than 10% of the outstanding common

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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