

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

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

For the quarterly period ended March 31, 2016

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

For the transition period from **to**

Commission File Number 1-7234

GP STRATEGIES CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)
70 Corporate Center

11000 Broken Land Parkway, Suite 200, Columbia, MD
(Address of principal executive offices)

52-0845774
(I.R.S. Employer Identification No.)

21044
(Zip Code)

(443) 367-9600

Registrant's telephone number, including area code:

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act). Yes ☐ No ☒

The number of shares outstanding of the registrant's common stock as of April 25, 2016 was as follows:

Class	Outstanding
Common Stock, par value \$.01 per share	16,748,900 shares

GP STRATEGIES CORPORATION AND SUBSIDIARIES

TABLE OF CONTENTS

	Page
Part I. Financial Information	
Item 1. Financial Statements (Unaudited)	
Condensed Consolidated Balance Sheets – March 31, 2016 and December 31, 2015	1
Condensed Consolidated Statements of Operations – Three Months Ended March 31, 2016 and 2015	2
Condensed Consolidated Statements of Comprehensive Income (Loss) – Three Months Ended March 31, 2016 and 2015	3
Condensed Consolidated Statements of Cash Flows – Three Months Ended March 31, 2016 and 2015	4
Notes to Condensed Consolidated Financial Statements	5
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3. Quantitative and Qualitative Disclosure About Market Risk	20
Item 4. Controls and Procedures	20
Part II. Other Information	21
Item 1. Legal Proceedings	21
Item 1A. Risk Factors	21
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	22
Item 6. Exhibits	23
Signatures	24

Part I. Financial Information**Item 1. Financial Statements****GP STRATEGIES CORPORATION AND SUBSIDIARIES**

Condensed Consolidated Balance Sheets

(In thousands, except per share amounts)

	March 31, 2016 (Unaudited)	December 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	\$ 16,470	\$ 21,030
Accounts and other receivables, less allowance for doubtful accounts of \$1,892 in 2016 and \$1,856 in 2015	86,483	90,912
Costs and estimated earnings in excess of billings on uncompleted contracts	41,953	46,061
Prepaid expenses and other current assets	11,963	9,173
Total current assets	156,869	167,176
Property, plant and equipment	21,155	20,629
Accumulated depreciation	(15,195)	(14,384)
Property, plant and equipment, net	5,960	6,245
Goodwill	124,056	121,975
Intangible assets, net	6,810	6,221
Other assets	822	733
	<u>\$ 294,517</u>	<u>\$ 302,350</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Short-term borrowings	\$ 33,092	\$ 34,084
Current portion of long-term debt	13,333	13,333
Accounts payable and accrued expenses	57,057	61,071
Billings in excess of costs and estimated earnings on uncompleted contracts	17,950	18,366
Total current liabilities	121,432	126,854
Long-term debt	7,778	11,111
Other noncurrent liabilities	6,356	6,041
Total liabilities	135,566	144,006
Stockholders' equity:		
Common stock, par value \$0.01 per share	172	172
Additional paid-in capital	106,539	105,872
Retained earnings	77,398	73,598
Treasury stock at cost	(11,961)	(8,497)
Accumulated other comprehensive loss	(13,197)	(12,801)
Total stockholders' equity	158,951	158,344
	<u>\$ 294,517</u>	<u>\$ 302,350</u>

See accompanying notes to condensed consolidated financial statements.

GP STRATEGIES CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Unaudited)
(In thousands, except per share data)

	Three Months Ended March 31,	
	2016	2015
Revenue	\$ 115,756	\$ 115,253
Cost of revenue	97,829	96,118
Gross profit	17,927	19,135
Selling, general and administrative expenses	11,970	11,599
Loss on change in fair value of contingent consideration, net	(159)	(203)
Operating income	5,798	7,333
Interest expense	245	365
Other income (expense)	454	(225)
Income before income tax expense	6,007	6,743
Income tax expense	2,207	2,636
Net income	<u>\$ 3,800</u>	<u>\$ 4,107</u>
Basic weighted average shares outstanding	16,758	17,159
Diluted weighted average shares outstanding	16,831	17,313
Per common share data:		
Basic earnings per share	\$ 0.23	\$ 0.24
Diluted earnings per share	\$ 0.23	\$ 0.24

See accompanying notes to condensed consolidated financial statements.

GP STRATEGIES CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income (Loss)
(Unaudited)
(In thousands)

	Three Months Ended March 31,	
	2016	2015
Net income	\$ 3,800	\$ 4,107
Foreign currency translation adjustments	(396)	(4,585)
Comprehensive income (loss)	<u>\$ 3,404</u>	<u>\$ (478)</u>

See accompanying notes to condensed consolidated financial statements.

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows

Three Months Ended March 31, 2016 and 2015

(Unaudited, in thousands)

	2016	2015
Cash flows from operating activities:		
Net income	\$ 3,800	\$ 4,107
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss on change in fair value of contingent consideration, net	159	203
Depreciation and amortization	1,765	2,068
Non-cash compensation expense	1,496	1,338
Changes in other operating items:		
Accounts and other receivables	4,644	11,430
Costs and estimated earnings in excess of billings on uncompleted contracts	3,914	(6,733)
Prepaid expenses and other current assets	(2,641)	(3,866)
Accounts payable and accrued expenses	(3,654)	(1,674)
Billings in excess of costs and estimated earnings on uncompleted contracts	(376)	(3,286)
Other	(544)	(390)
Net cash provided by operating activities	<u>8,563</u>	<u>3,197</u>
Cash flows from investing activities:		
Additions to property, plant and equipment	(575)	(600)
Acquisitions, net of cash acquired	(2,330)	—
Other investing activities	13	—
Net cash used in investing activities	<u>(2,892)</u>	<u>(600)</u>
Cash flows from financing activities:		
Proceeds from (repayment of) short-term borrowings	(992)	735
Repayment of long-term debt	(3,333)	(3,333)
Change in negative cash book balance	(1,659)	(1,518)
Repurchases of common stock in the open market	(4,291)	(364)
Other financing activities	—	25
Net cash used in financing activities	<u>(10,275)</u>	<u>(4,455)</u>
Effect of exchange rate changes on cash and cash equivalents	44	(548)
Net decrease in cash and cash equivalents	<u>(4,560)</u>	<u>(2,406)</u>
Cash and cash equivalents at beginning of period	21,030	14,541
Cash and cash equivalents at end of period	<u>\$ 16,470</u>	<u>\$ 12,135</u>
Supplemental disclosures of cash flow information:		
Cash paid during the period for income taxes	\$ 2,594	\$ 2,251

See accompanying notes to condensed consolidated financial statements.

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

(1) Basis of Presentation

GP Strategies Corporation is a global performance improvement solutions provider of training, e-Learning solutions, management consulting and engineering services. References in this report to “GP Strategies,” the “Company,” “we” and “our” are to GP Strategies Corporation and its subsidiaries, collectively.

The accompanying condensed consolidated balance sheet as of March 31, 2016 and the condensed consolidated statements of operations, comprehensive income (loss) and cash flows for the three months ended March 31, 2016 and 2015 have not been audited, but have been prepared in conformity with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2015, as presented in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015. In the opinion of management, this interim information includes all material adjustments, which are of a normal and recurring nature, necessary for a fair presentation. The results for the 2016 interim period are not necessarily indicative of results to be expected for the entire year.

The condensed consolidated financial statements include the operations of the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated.

(2) Accounting Standards Issued

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers*, which provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most current revenue recognition guidance. The ASU’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 was originally effective for annual reporting periods, and interim periods within that period, beginning after December 15, 2016 and early adoption was not permitted. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers: Deferral of the Effective Date*, to defer the effective date by one year to December 15, 2017 for interim and annual reporting periods beginning after that date and permitted early adoption of the standard, but not before the original effective date of annual reporting periods and interim periods within that period beginning after December 15, 2016. Companies may use either a full retrospective or a modified retrospective approach to adopt the ASU. We are still in the process of evaluating the impact of adoption of this ASU on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*. This standard will require all leases with durations greater than twelve months to be recognized on the balance sheet as a right-of-use asset and a lease liability. ASU 2016-02 is effective for public companies for annual reporting periods beginning after December 15, 2018, and interim periods within those fiscal years. We believe adoption of this standard will have a significant impact on our consolidated balance sheets. Although we have not completed our assessment, we do not expect the adoption of ASU 2016-02 to change the recognition and measurement of lease expense within the consolidated statements of operations.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718)*. This standard makes several modifications to Topic 718 related to the accounting for forfeitures, employer tax withholding on share-based compensation and the financial statement presentation of excess tax benefits or deficiencies. ASU 2016-09 also clarifies the statement of cash flows presentation for certain components of share-based awards. The ASU includes multiple provisions intended to simplify various aspects of the accounting for share-based payments. The standard is effective for annual and interim reporting periods of public companies beginning after December 15, 2016, although early adoption is permitted. We are currently in the process of evaluating the impact of adoption of this ASU on our consolidated financial statements.

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

(3) Significant Customers & Concentration of Credit Risk

We have a market concentration of revenue in both the automotive sector and financial services & insurance sector. Revenue from the automotive industry accounted for approximately 20% and 13% of our consolidated revenue for the three months ended March 31, 2016 and 2015, respectively. In addition, we have a concentration of revenue from a single automotive customer, which accounted for approximately 13% and 7% of our consolidated revenue for the three months ended March 31, 2016 and 2015, respectively. As of March 31, 2016, accounts receivable from a single automotive customer totaled \$10.3 million, or 12%, of our consolidated accounts receivable balance.

Revenue from the financial services & insurance industry accounted for approximately 22% and 24% of our consolidated revenue for the three months ended March 31, 2016 and 2015, respectively. In addition, we have a concentration of revenue from a single financial services customer, which accounted for approximately 15% of our consolidated revenue for both of the three-month periods ended March 31, 2016 and 2015. As of March 31, 2016, billed and unbilled accounts receivable from a single financial services customer totaled \$28.3 million, or 22%, of our consolidated accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts balances.

No other single customer accounted for more than 10% of our consolidated revenue for the three months ended March 31, 2016 or 2015 or consolidated accounts receivable balance as of March 31, 2016.

(4) Earnings Per Share

Basic earnings per share (EPS) is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution of common stock equivalent shares that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

Our dilutive common stock equivalent shares consist of stock options and restricted stock units computed under the treasury stock method, using the average market price during the period. The following table presents instruments which were not dilutive and were excluded from the computation of diluted EPS in each period, as well as the dilutive common stock equivalent shares which were included in the computation of diluted EPS:

	Three Months Ended March 31,	
	2016	2015
	<i>(In thousands)</i>	
Non-dilutive instruments	106	2
Dilutive common stock equivalents	73	154

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

(5) Acquisitions

Jencal Training

On March 1, 2016, we acquired the share capital of Jencal Training Limited (Jencal Training) and its subsidiary B2B Engage Limited (B2B), an independent provider of vocational skills training in the United Kingdom. The upfront purchase price was \$2.7 million in cash and is subject to a working capital adjustment which we expect will be finalized and agreed upon with the sellers in the second quarter of 2016. In addition, the purchase agreement requires up to an additional \$0.4 million of consideration, contingent upon attaining incremental funding levels under a customer contract prior to July 31, 2016. The preliminary purchase price allocation for the acquisition primarily includes \$1.4 million of customer-related intangible assets which are being amortized over four years from the acquisition date and \$1.7 million of goodwill. None of the goodwill recorded for financial statement purposes is deductible for tax purposes. The acquired Jencal Training business is included in the Learning Solutions segment and the results of its operations have been included in the consolidated financial statements beginning March 1, 2016. The pro-forma impact of the acquisition is not material to our results of operations.

Contingent Consideration

Accounting Standards Codification (“ASC”) Topic 805 requires that contingent consideration be recognized at fair value on the acquisition date and be re-measured each reporting period with subsequent adjustments recognized in the consolidated statement of operations. We estimate the fair value of contingent consideration liabilities based on financial projections of the acquired companies and estimated probabilities of achievement and discount the liabilities to present value using a weighted-average cost of capital. Contingent consideration is valued using significant inputs that are not observable in the market which are defined as Level 3 inputs pursuant to fair value measurement accounting. We believe our estimates and assumptions are reasonable; however, there is significant judgment involved. At each reporting date, the contingent consideration obligation is revalued to estimated fair value, and changes in fair value subsequent to the acquisitions are reflected in income or expense in the consolidated statements of operations, and could cause a material impact to, and volatility in, our operating results. Changes in the fair value of contingent consideration obligations may result from changes in discount periods, changes in the timing and amount of revenue and/or earnings estimates and changes in probability assumptions with respect to the likelihood of achieving the various earn-out criteria.

Below is a summary of the potential maximum contingent consideration we may be required to pay in connection with completed acquisitions during 2016 as of March 31, 2016 (dollars in thousands):

Acquisition:	Original range of potential undiscounted payments	Maximum payments due in 2016
Jencal Training	\$0 - \$429	\$ 429
Effective Companies	\$0 - \$5,280	\$ 2,640

Below is a summary of the changes in the recorded amount of contingent consideration liabilities from December 31, 2015 to March 31, 2016 (dollars in thousands):

Acquisition:	Liability as of December 31, 2015	Additions (Payments)	Change in Fair Value of Contingent Consideration	Foreign Currency Translation	Liability as of March 31, 2016
Jencal Training	\$ —	\$ 294	\$ —	\$ 9	\$ 303
Effective Companies	2,381	—	159	100	2,640
Total	\$ 2,381	\$ 294	\$ 159	\$ 109	\$ 2,943

As of March 31, 2016 and December 31, 2015, contingent consideration is considered a current liability and is included in accounts payable of \$2.9 million and \$2.4 million, respectively.

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

(6) Intangible Assets

Goodwill

Changes in the carrying amount of goodwill by reportable business segment for the three months ended March 31, 2016 were as follows (in thousands):

	Learning Solutions	Professional & Technical Services	Sandy	Performance Readiness Solutions	Total
Balance as of December 31, 2015	\$ 49,822	\$ 43,702	\$ 653	\$ 27,798	\$ 121,975
Acquisitions	1,750	—	—	—	1,750
Foreign currency translation	587	(215)	—	(41)	331
Balance as of March 31, 2016	<u>\$ 52,159</u>	<u>\$ 43,487</u>	<u>\$ 653</u>	<u>\$ 27,757</u>	<u>\$ 124,056</u>

Intangible Assets Subject to Amortization

Intangible assets with finite lives are subject to amortization over their estimated useful lives. The primary assets included in this category and their respective balances were as follows (in thousands):

March 31, 2016

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	\$ 19,401	\$ (13,202)	\$ 6,199
Intellectual property and other	1,538	(927)	611
	<u>\$ 20,939</u>	<u>\$ (14,129)</u>	<u>\$ 6,810</u>

December 31, 2015

Customer relationships	\$ 19,351	\$ (13,822)	\$ 5,529
Intellectual property and other	1,772	(1,080)	692
	<u>\$ 21,123</u>	<u>\$ (14,902)</u>	<u>\$ 6,221</u>

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

(7) Stock-Based Compensation

We recognize compensation expense for stock-based compensation awards issued to employees that are expected to vest. Compensation cost is based on the fair value of awards as of the grant date.

The following table summarizes the pre-tax stock-based compensation expense included in reported net income (in thousands):

	Three months ended March 31,	
	2016	2015
Non-qualified stock options	\$ 47	\$ 62
Restricted stock units	598	439
Board of Directors stock grants	82	111
Total stock-based compensation expense	<u>\$ 727</u>	<u>\$ 612</u>

Pursuant to our 2011 Stock Incentive Plan (the “2011 Plan”), we may grant awards of non-qualified stock options, incentive stock options, restricted stock, stock units, performance shares, performance units and other incentives payable in cash or in shares of our common stock to officers, employees or members of the Board of Directors. As of March 31, 2016, we had non-qualified stock options and restricted stock units outstanding under these plans as discussed below.

Non-Qualified Stock Options

Summarized information for the Company’s non-qualified stock options is as follows:

Stock Options	Number of options	Weighted average exercise price	Weighted average remaining contractual term	Aggregate intrinsic value
Outstanding at December 31, 2015	110,550	\$ 14.54		
Granted	—	—		
Exercised	(2,900)	10.04		
Forfeited	(300)	13.17		
Expired	(600)	19.38		
Outstanding at March 31, 2016	<u>106,750</u>	<u>\$ 14.64</u>	<u>1.21</u>	<u>\$ 1,362,000</u>
Exercisable at March 31, 2016	<u>73,250</u>	<u>\$ 14.53</u>	<u>1.19</u>	<u>\$ 942,000</u>

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

Restricted Stock Units

In addition to stock options, we issue restricted stock units to key employees and members of the Board of Directors based on meeting certain service goals. The stock units vest to the recipients at various dates, up to five years, based on fulfilling service requirements. We recognize the value of the market price of the underlying stock on the date of grant as compensation expense over the requisite service period. Upon vesting, the stock units are settled in shares of our common stock. Summarized share information for our restricted stock units is as follows:

	Three Months Ended March 31, 2016	Weighted average grant date fair value
	<i>(In shares)</i>	<i>(In dollars)</i>
Outstanding and unvested, beginning of period	274,140	\$ 28.74
Granted	137,937	26.93
Vested	(2,050)	15.36
Forfeited	(2,016)	26.50
Outstanding and unvested, end of period	<u>408,011</u>	<u>\$ 28.21</u>

On March 29, 2016, the Compensation Committee granted 71,918 performance-based restricted stock units ("PSU's") to certain officers of the Company. Vesting of the PSU's is contingent upon the employee's continued employment and the Company's achievement of certain performance goals during a three-year performance period. The performance goals are established by the Compensation Committee and for the 2016-2018 performance period are based on financial targets, including an average annual return on invested capital ("ROIC") and average annual growth in earnings before interest, taxes, depreciation and amortization (adjusted to exclude the effect of acquisitions, dispositions, and certain other nonrecurring or extraordinary items) ("Adjusted EBITDA"). We recognize compensation expense, net of estimated forfeitures, for PSU's on a straight-line basis over the performance period based on the probable outcome of achievement of the financial targets. At the end of each reporting period, we estimate the number of PSU's expected to vest, based on the probability and extent to which the performance goals will be met, and take into account these estimates when calculating the expense for the period. If the number of shares expected to be earned changes during the performance period, we will make a cumulative adjustment to compensation expense based on the revised number of shares expected to be earned.

Also on March 29, 2016 in conjunction with the grant of PSU's, the Compensation Committee granted a total of 40,679 time-based restricted stock units to the same officers of the Company. Vesting of the time-based restricted stock units is subject to the employee's continued employment through December 31, 2018.

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

(8) Debt

On September 2, 2014, we entered into a Fourth Amended and Restated Financing and Security Agreement (the “Credit Agreement”). The Credit Agreement provides for a revolving credit facility up to a maximum principal amount of \$65 million expiring on October 31, 2018 and for a term loan in the principal amount of \$40 million maturing on October 31, 2017, and is secured by substantially all of our assets.

The maximum interest rate on the Credit Agreement is the daily one-month LIBOR market index rate plus 2.50%. Based on our financial performance, the interest rate can be reduced to a minimum rate of the daily one-month LIBOR market index rate plus 1.25%, with the rate being determined based on our maximum leverage ratio for the preceding four quarters. Each unpaid advance on the revolving loan will bear interest until repaid. The term loan is payable in monthly installments equal to \$1.1 million plus applicable interest, beginning on November 1, 2014 and ending on October 31, 2017. We may prepay the term loan or the revolving loan, in whole or in part, at any time without premium or penalty, subject to certain conditions. Amounts repaid or prepaid on the term loan may not be reborrowed.

The Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our and our subsidiaries’ (subject to certain exceptions) ability to, among other things, grant liens, make investments, incur indebtedness, merge or consolidate, dispose of assets or make acquisitions. We are also required to maintain compliance with a minimum fixed charge coverage ratio and a maximum leverage ratio. We were in compliance with all of the financial covenants under the Credit Agreement as of March 31, 2016. As of March 31, 2016, our total long-term debt outstanding under the term loan was \$21.1 million. In addition, there were \$33.1 million of borrowings outstanding and \$29.4 million of available borrowings under the Credit Agreement. For the three months ended March 31, 2016, the weighted average interest rate on our borrowings was 2.2%.

(9) Income Taxes

Income tax expense was \$2.2 million, or an effective income tax rate of 36.7%, for the three months ended March 31, 2016 compared to \$2.6 million, or an effective income tax rate of 39.1%, for the three months ended March 31, 2015. The decrease in the effective income tax rate is due to a larger portion of our income being derived from foreign jurisdictions which are taxed at lower rates. Income tax expense for the quarterly periods is based on an estimated annual effective tax rate which includes the U.S. federal, state and local, and non-U.S. statutory rates, permanent differences, and other items that may have an impact on income tax expense.

An uncertain tax position taken or expected to be taken in a tax return is recognized in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities that have full knowledge of all relevant information. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Interest and penalties related to income taxes are accounted for as income tax expense. As of March 31, 2016, we had no uncertain tax positions reflected on our consolidated balance sheet. The Company files income tax returns in U.S. federal, state and local jurisdictions, and various non-U.S. jurisdictions, and is subject to audit by tax authorities in those jurisdictions. Tax years 2012 through 2014 remain open to examination by these tax jurisdictions, and earlier years remain open to examination in certain of these jurisdictions which have longer statutes of limitations.

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

(10) Stockholders' Equity

Changes in stockholders' equity during the three months ended March 31, 2016 were as follows (in thousands):

	Common stock	Additional paid-in capital	Retained earnings	Treasury stock at cost	Accumulated other comprehensive loss	Total stockholders' equity
Balance at December 31, 2015	\$ 172	\$ 105,872	\$ 73,598	\$ (8,497)	\$ (12,801)	\$ 158,344
Net income	—	—	3,800	—	—	3,800
Foreign currency translation adjustment	—	—	—	—	(396)	(396)
Repurchases of common stock	—	—	—	(4,291)	—	(4,291)
Stock-based compensation expense	—	727	—	—	—	727
Issuance of stock for employer contributions to retirement plan	—	5	—	686	—	691
Net issuances of stock pursuant to stock compensation plans and other	—	(65)	—	141	—	76
Balance at March 31, 2016	<u>\$ 172</u>	<u>\$ 106,539</u>	<u>\$ 77,398</u>	<u>\$ (11,961)</u>	<u>\$ (13,197)</u>	<u>\$ 158,951</u>

Stock Repurchase Program

We have a share repurchase program under which we may repurchase shares of our common stock from time to time in the open market, subject to prevailing business and market conditions and other factors. During the three months ended March 31, 2016 and 2015, we repurchased approximately 181,000 and 10,000 shares, respectively, of our common stock in the open market for a total cost of approximately \$4.3 million and \$0.4 million, respectively. As of March 31, 2016, there was approximately \$9.7 million available for future repurchases under the buyback program.

(11) Business Segments

As of March 31, 2016, we operated through four reportable business segments: (i) Learning Solutions, (ii) Professional & Technical Services, (iii) Sandy Training & Marketing, and (iv) Performance Readiness Solutions. Each of our reportable segments represents an operating segment under U.S. GAAP. We are organized by operating groups primarily based upon the markets served by each group and/or the services performed. Each operating group consists of business units which are focused on providing specific products and services to certain classes of customers or within targeted markets. Marketing and communications, accounting, finance, legal, human resources, information systems and other administrative services are organized at the corporate level. Business development and sales resources are aligned with operating groups to support existing customer accounts and new customer development.

Further information regarding our business segments is discussed below.

Learning Solutions. The Learning Solutions segment delivers training, curriculum design and development, eLearning services, system hosting, training business process outsourcing and consulting services globally. This segment serves large companies in the electronics and semiconductors, healthcare, software, financial services and other industries, as well as government agencies. This segment also provides apprenticeship and vocational skills training for the United Kingdom government. The ability to deliver a wide range of training services on a global basis allows this segment to take over the entire learning function for the client, including their training personnel.

Professional & Technical Services. The Professional & Technical Services segment provides training, consulting, engineering and technical services, including lean consulting, emergency preparedness, safety and regulatory compliance, chemical demilitarization and environmental services primarily to large companies in the manufacturing, steel, pharmaceutical, energy and petrochemical industries; federal and state government agencies; and large government contractors. Our proprietary EtaPRO™ Performance and Condition Monitoring System provides a suite of real-time software solutions for power generation facilities and is installed on power-generating units across the world. In addition to providing custom training solutions, this segment provides web-based training through our GPiLEARN™ portal, which offers a variety of courses to power plant

GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2016
(Unaudited)

personnel in the U.S. and other countries. This segment also provides services to users of alternative fuels, including designing and constructing liquefied natural gas (LNG), liquid to compressed natural gas (LCNG) and hydrogen fueling stations, as well as supplying equipment.

Sandy Training & Marketing. The Sandy Training & Marketing segment provides custom product sales training and has been a leader in serving manufacturing customers in the U.S. automotive industry for over 30 years. Sandy provides custom product sales training designed to better educate customer salesforces with respect to new vehicle features and designs, in effect rapidly increasing the salesforce knowledge base and enabling them to address detailed customer queries. Furthermore, Sandy helps our clients assess their customer relationship marketing strategy and connect with their customers on a one-to-one basis, including through custom publications. This segment also provides technical training services to automotive manufacturers as well as customers in other industries.

Performance Readiness Solutions. This segment provides performance consulting and technology consulting services, including platform adoption, end-user training, change management, knowledge management, customer product training outsourcing, training content development and sales enablement solutions. This segment also offers organizational performance solutions, including leadership development training and employee engagement tools and services. Industries served include manufacturing, aerospace, healthcare, life sciences, consumer products, financial, telecommunications, services and higher education, as well as government agencies.

We do not allocate the following items to the segments: selling, general & administrative expenses, other income (expense), interest expense, restructuring charges, gain (loss) on change in fair value of contingent consideration and income tax expense. Inter-segment revenue is eliminated in consolidation and is not significant.

The following table sets forth the revenue and operating results attributable to each reportable segment and includes a reconciliation of segment revenue to consolidated revenue and operating results to consolidated income before income tax expense (in thousands):

	Three Months Ended March 31,	
	2016	2015
Revenue:		
Learning Solutions	\$ 49,906	\$ 51,829
Professional & Technical Services	25,829	29,897
Sandy Training & Marketing	21,824	14,729
Performance Readiness Solutions	18,197	18,798
	<u>\$ 115,756</u>	<u>\$ 115,253</u>
Gross Profit:		
Learning Solutions	\$ 9,704	\$ 8,347
Professional & Technical Services	3,884	6,413
Sandy Training & Marketing	2,451	1,976
Performance Readiness Solutions	1,888	2,399
Total Gross Profit	17,927	19,135
Selling, general and administrative expenses	11,970	11,599
Loss on change in fair value of contingent consideration, net	(159)	(203)
Operating income	<u>5,798</u>	<u>7,333</u>
Interest expense	245	365
Other income (expense)	454	(225)
Income before income tax expense	<u>\$ 6,007</u>	<u>\$ 6,743</u>

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

General Overview

We are a global performance improvement solutions provider of training, e-Learning solutions, management consulting and engineering services that seeks to improve the effectiveness of organizations by providing services and products that are customized to meet the specific needs of clients. Clients include Fortune 500 companies and governmental and other commercial customers in a variety of industries. We believe we are a global leader in performance improvement, with over four decades of experience in providing solutions to optimize workforce performance.

As of March 31, 2016, we operated through four reportable business segments: (i) Learning Solutions, (ii) Professional & Technical Services, (iii) Sandy Training & Marketing, and (iv) Performance Readiness Solutions. Each of our reportable segments represents an operating segment under U.S. GAAP. We are organized by operating group primarily based upon the markets served by each group and/or the services performed. Each operating group consists of business units which are focused on providing specific products and services to certain classes of customers or within targeted markets. Marketing and communications, accounting, finance, legal, human resources, information systems and other administrative services are organized at the corporate level. Business development and sales resources are aligned with operating groups to support existing customer accounts and new customer development.

Further information regarding our business segments is discussed below.

Learning Solutions. The Learning Solutions segment delivers training, curriculum design and development, eLearning services, system hosting, training business process outsourcing and consulting services globally. This segment serves large companies in the electronics and semiconductors, healthcare, software, financial services and other industries, as well as government agencies. This segment also provides apprenticeship and vocational skills training for the United Kingdom government. The ability to deliver a wide range of training services on a global basis allows this segment to take over the entire learning function for the client, including their training personnel.

Professional & Technical Services. The Professional & Technical Services segment provides training, consulting, engineering and technical services, including lean consulting, emergency preparedness, safety and regulatory compliance, chemical demilitarization and environmental services primarily to large companies in the manufacturing, steel, pharmaceutical, energy and petrochemical industries; federal and state government agencies; and large government contractors. Our proprietary EtaPRO™ Performance and Condition Monitoring System provides a suite of real-time software solutions for power generation facilities and is installed on power-generating units across the world. In addition to providing custom training solutions, this segment provides web-based training through our GPiLEARN™ portal, which offers a variety of courses to power plant personnel in the U.S. and other countries. This segment also provides services to users of alternative fuels, including designing and constructing liquefied natural gas (LNG), liquid to compressed natural gas (LCNG) and hydrogen fueling stations, as well as supplying equipment.

Sandy Training & Marketing. The Sandy Training & Marketing segment provides custom product sales training and has been a leader in serving manufacturing customers in the U.S. automotive industry for over 30 years. Sandy provides custom product sales training designed to better educate customer salesforces with respect to new vehicle features and designs, in effect rapidly increasing the salesforce knowledge base and enabling them to address detailed customer queries. Furthermore, Sandy helps our clients assess their customer relationship marketing strategy and connect with their customers on a one-to-one basis, including through custom publications. This segment also provides technical training services to automotive manufacturers as well as customers in other industries.

Performance Readiness Solutions. This segment provides performance consulting and technology consulting services, including platform adoption, end-user training, change management, knowledge management, customer product training outsourcing, training content development and sales enablement solutions. This segment also offers organizational performance solutions, including leadership development training and employee engagement tools and services. Industries served include manufacturing, aerospace, healthcare, life sciences, consumer products, financial, telecommunications, services and higher education, as well as government agencies.

Acquisition

On March 1, 2016, we acquired the share capital of Jencal Training Limited (Jencal Training) and its subsidiary B2B Engage Limited (B2B), an independent provider of vocational skills training in the United Kingdom. The upfront purchase price was \$2.7 million in cash and is subject to a working capital adjustment which we expect will be finalized and agreed upon with the sellers in the second quarter of 2016. In addition, the purchase agreement requires up to an additional \$0.4 million of consideration, contingent upon attaining incremental funding levels under a customer contract prior to July 31, 2016. The preliminary purchase price allocation for the acquisition primarily includes \$1.4 million of customer-related intangible assets which are being amortized over four years from the acquisition date and \$1.7 million of goodwill. None of the goodwill recorded for financial statement purposes is deductible for tax purposes. The acquired Jencal Training business is included in the Learning Solutions segment and the results of its operations have been included in the consolidated financial statements beginning March 1, 2016. The pro-forma impact of the acquisition is not material to our results of operations.

Operating Highlights

Three Months ended March 31, 2016 Compared to the Three Months ended March 31, 2015

Our revenue increased \$0.5 million or 0.4% during the first quarter of 2016 compared to the first quarter of 2015. The net increase is due to a \$7.1 million revenue increase in our Sandy Training & Marketing segment, offset by declines in our other three segments and a \$1.9 million revenue decrease due to unfavorable changes in foreign currency exchange rates during the first quarter. The changes in revenue and gross profit are discussed in further detail below by segment.

Operating income, the components of which are discussed below, decreased \$1.5 million or 20.9% to \$5.8 million for the first quarter of 2016 compared to \$7.3 million for the first quarter of 2015. The net decrease in operating income was primarily due to a \$1.2 million decrease in gross profit and a \$0.4 million increase in SG&A expenses, which are discussed in more detail below.

For the three months ended March 31, 2016, we had income before income tax expense of \$6.0 million compared to \$6.7 million for the three months ended March 31, 2015. Net income was \$3.8 million, or \$0.23 per diluted share, for the three months ended March 31, 2016, compared to net income of \$4.1 million, or \$0.24 per diluted share, for the three months ended March 31, 2015. Diluted weighted average shares outstanding were 16.8 million for the three months ended March 31, 2016 compared to 17.3 million for the three months ended March 31, 2015. The decrease in shares outstanding is primarily due to the repurchase of shares of our outstanding common stock in the open market during 2015 and the first quarter of 2016.

Revenue

(Dollars in thousands)

	Three months ended March 31,	
	2016	2015
Learning Solutions	\$ 49,906	\$ 51,829
Professional & Technical Services	25,829	29,897
Sandy Training & Marketing	21,824	14,729
Performance Readiness Solutions	18,197	18,798
	<u>\$ 115,756</u>	<u>\$ 115,253</u>

Learning Solutions revenue decreased \$1.9 million or 3.7% during the first quarter of 2016 compared to the first quarter of 2015. The decrease in revenue is due to the following:

- A \$1.5 million decrease in revenue due to unfavorable changes in foreign currency exchange rates; and
- A \$0.8 million net decrease in e-Learning content development and training business process outsourcing (BPO) services.

These decreases were partially offset by a \$0.4 million revenue increase attributable to the Jencal Training acquisition completed on March 1, 2016.

Professional & Technical Services revenue decreased \$4.1 million or 13.6% during the first quarter of 2016 compared to the first quarter of 2015. The net decrease in revenue is due to the following:

- A \$1.9 million decrease in training and technical services for oil and gas clients;
- A \$0.9 million net decrease in training and professional services for energy clients;

- A \$0.6 million decrease due to the completion of projects in our alternative fuels business;
- A \$0.3 million net decrease in engineering and technical training services primarily due to a decline in revenue from U.S. government clients due to project completions in 2015; and
- A \$0.4 million decrease in revenue due to unfavorable changes in foreign currency exchange rates.

Sandy Training & Marketing revenue increased \$7.1 million or 48.2% during the first quarter of 2016 compared to the first quarter of 2015. The net increase is primarily due to a \$5.3 million increase in magazine publications revenue due to a new publication contract with an automotive customer which began in the second quarter of 2015 and a \$1.8 million net increase in training services for automotive customers.

Performance Readiness Solutions revenue decreased \$0.6 million or 3.2% during the first quarter of 2016 compared to the first quarter of 2015. The net decrease is primarily due to a \$0.9 million decline in platform adoption training services, partially offset by a \$0.3 million increase in leadership and organizational development services during the first quarter of 2016.

Gross Profit

(Dollars in thousands)

	Three months ended March 31,			
	2016		2015	
		% Revenue		% Revenue
Learning Solutions	\$ 9,704	19.4%	\$ 8,347	16.1%
Professional & Technical Services	3,884	15.0%	6,413	21.5%
Sandy Training & Marketing	2,451	11.2%	1,976	13.4%
Performance Readiness Solutions	1,888	10.4%	2,399	12.8%
	<u>\$ 17,927</u>	<u>15.5%</u>	<u>\$ 19,135</u>	<u>16.6%</u>

Learning Solutions gross profit of \$9.7 million or 19.4% of revenue for the first quarter of 2016 increased by \$1.4 million or 16.3% when compared to gross profit of \$8.3 million or 16.1% of revenue for the first quarter of 2015. The increase in gross profit is primarily due to an overall increase in gross profit and margin and a one-time cost reduction related to a UK government funded skills training contract during the first quarter of 2016. The net gross profit increase was partially offset by a \$0.3 million decrease in gross profit due to unfavorable changes in foreign currency exchange rates.

Professional & Technical Services gross profit of \$3.9 million or 15.0% of revenue for the first quarter of 2016 decreased by \$2.5 million or 39.4% when compared to gross profit of \$6.4 million or 21.5% of revenue for the first quarter of 2015. The decrease in gross profit and margin is primarily due to a decline in higher margin revenue streams in this segment and a loss in our alternative fuels business during the first quarter of 2016.

Sandy Training & Marketing gross profit of \$2.5 million or 11.2% of revenue for the first quarter of 2016 increased by \$0.5 million or 24.0% when compared to gross profit of \$2.0 million or 13.4% of revenue for the first quarter of 2015 due to the revenue increase noted above. Gross profit as a percentage of revenue decreased during the first quarter of 2016 primarily due to an increase in lower margin publication revenue compared to the first quarter of 2015.

Performance Readiness Solutions gross profit of \$1.9 million or 10.4% of revenue for the first quarter of 2016 decreased by \$0.5 million or 21.3% when compared to gross profit of \$2.4 million or 12.8% of revenue for the first quarter of 2015. The decrease in gross profit is primarily due to an increase in estimated costs at completion on certain fixed price contracts.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased \$0.4 million or 3.2% from \$11.6 million for the first quarter of 2015 to \$12.0 million for the first quarter of 2016. The increase in SG&A expenses is due to a \$0.3 million increase in labor and benefits expense and a \$0.3 million net increase in various other expenses, partially offset by a \$0.2 million decrease in amortization expense during the three months ended March 31, 2016 compared to the same period in 2015 due to certain intangible assets related to previously completed acquisitions becoming fully amortized.

Change in Fair Value of Contingent Consideration

We recognized net losses on the change in fair value of contingent consideration related to acquisitions of \$0.2 million in the first quarters of both 2016 and 2015. Changes in the fair value of contingent consideration obligations result from changes in discount periods, changes in the timing and amount of revenue and/or earnings estimates and changes in probability assumptions with respect to the likelihood of achieving the various earn-out criteria. See Note 5 to the Condensed Consolidated Financial Statements for further details regarding the potential contingent consideration payments and the changes in fair value of the related liabilities during the three months ended March 31, 2016.

Interest Expense

Interest expense decreased \$0.1 million from \$0.4 million for the first quarter of 2015 to \$0.2 million for the first quarter of 2016 primarily due to a decrease in long-term debt in 2016 compared to 2015.

Other Income (Expense)

Other income was \$0.5 million for the first quarter of 2016 compared to other expense of \$0.2 million for the first quarter of 2015 and consists primarily of income from a joint venture and foreign currency gains and losses. During the three months ended March 31, 2016, we had net foreign currency gains of \$0.3 million compared to net foreign currency losses of \$0.5 million in the corresponding period in 2015. The foreign currency gains and losses primarily relate to the effect of exchange rates on intercompany receivables and payables and third party receivables and payables that are denominated in currencies other than the functional currency of our legal entities.

Income Tax Expense

Income tax expense was \$2.2 million for the first quarter of 2016 compared to \$2.6 million for the first quarter of 2015. The effective income tax rate was 36.7% and 39.1% for the three months ended March 31, 2016 and 2015, respectively. The decrease in the effective income tax rate during the first quarter of 2016 is primarily due to an increase in income in jurisdictions with lower tax rates. Income tax expense for the quarterly periods is based on an estimated annual effective tax rate which includes the U.S. federal, state and local, and non-U.S. statutory rates, permanent differences, and other items that may have an impact on income tax expense.

Liquidity and Capital Resources

Working Capital

Our working capital was \$35.4 million at March 31, 2016 compared to \$40.3 million at December 31, 2015. As of March 31, 2016 we had \$33.1 million of short-term borrowings and \$21.1 million of long-term debt outstanding. We believe that cash generated from operations and borrowings available under our Credit Agreement (\$29.4 million of available borrowings as of March 31, 2016) will be sufficient to fund our working capital and other requirements for at least the next twelve months.

As of March 31, 2016, the amount of cash and cash equivalents held outside of the U.S. by foreign subsidiaries was \$16.5 million. At the present time, we do not anticipate repatriating these balances to fund domestic operations. We would be required to accrue for and pay taxes in the U.S. in the event we repatriated these funds.

Stock Repurchase Program

We have a share repurchase program under which we may repurchase shares of our common stock from time to time in the open market, subject to prevailing business and market conditions and other factors. During the three ended March 31, 2016 and 2015, we repurchased approximately 181,000 and 10,000 shares, respectively, of our common stock in the open market for a total cost of approximately \$4.3 million and \$0.4 million, respectively. As of March 31, 2016, there was approximately \$9.7 million available for future repurchases under the buyback program.

Acquisition-Related Payments

In connection with previously completed acquisitions, we may be required to pay up to an additional \$2.6 million in contingent consideration in 2016 for the Effective Companies acquisition and up to an additional \$0.4 million of contingent consideration for the Jencal Training acquisition.

Significant Customers & Concentration of Credit Risk

We have a market concentration of revenue in both the automotive sector and financial services & insurance sector. Revenue from the automotive industry accounted for approximately 20% and 13% of our consolidated revenue for the three months ended March 31, 2016 and 2015, respectively. In addition, we have a concentration of revenue from a single automotive customer, which accounted for approximately 13% and 7% of our consolidated revenue for the three months ended March 31, 2016 and 2015, respectively. As of March 31, 2016, accounts receivable from a single automotive customer totaled \$10.3 million, or 12%, of our consolidated accounts receivable balance. Revenue from the financial services & insurance industry accounted for approximately 22% and 24% of our consolidated revenue for the three months ended March 31, 2016 and 2015, respectively. In addition, we have a concentration of revenue from a single financial services customer, which accounted for approximately 15% of our consolidated revenue for both of the three-month periods ended March 31, 2016 and 2015. As of March 31, 2016, billed and unbilled accounts receivable from a single financial services customer totaled \$28.3 million, or 22%, of our consolidated accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts balances. No other single customer accounted for more than 10% of our consolidated revenue for the three months ended March 31, 2016 or 2015 or consolidated accounts receivable balance as of March 31, 2016.

Cash Flows

Three Months ended March 31, 2016 Compared to the Three Months ended March 31, 2015

Our cash and cash equivalents balance decreased \$4.6 million from \$21.0 million as of December 31, 2015 to \$16.5 million as of March 31, 2016. The decrease in cash and cash equivalents during the three months ended March 31, 2016 resulted from cash provided by operating activities of \$8.6 million, cash used in investing activities of \$2.9 million, and cash used in financing activities of \$10.3 million.

Cash provided by operating activities was \$8.6 million for the three months ended March 31, 2016 compared to \$3.2 million for the same period in 2015. The increase in cash is primarily due to a net favorable change in working capital balances during the three months ended March 31, 2016 compared to the same period in 2015.

Cash used in investing activities was \$2.9 million for the three months ended March 31, 2016 compared to \$0.6 million for the same period in 2015. The increase in cash used is due to the completion of the Jencal Training acquisition in March 2016 in which we used \$2.3 million of cash, net of cash acquired.

Cash used in financing activities was \$10.3 million for the three months ended March 31, 2016 compared to \$4.5 million for the same period in 2015. The increase in cash used in financing activities is primarily due a \$3.9 million increase in share repurchases and \$1.0 million of repayments of short-term borrowings in the first quarter of 2016 compared to an increase in borrowings of \$0.7 million in the first quarter of 2015.

Debt

On September 2, 2014, we entered into a Fourth Amended and Restated Financing and Security Agreement (the "Credit Agreement"). The Credit Agreement provides for a revolving credit facility up to a maximum principal amount of \$65 million expiring on October 31, 2018 and for a term loan in the principal amount of \$40 million maturing on October 31, 2017, and is secured by substantially all of our assets.

The maximum interest rate on the Credit Agreement is the daily one-month LIBOR market index rate plus 2.50%. Based on our financial performance, the interest rate can be reduced to a minimum rate of the daily one-month LIBOR market index rate plus 1.25%, with the rate being determined based on our maximum leverage ratio for the preceding four quarters. Each unpaid advance on the revolving loan will bear interest until repaid. The term loan is payable in monthly installments equal to \$1.1 million plus applicable interest, beginning on November 1, 2014 and ending on October 31, 2017. We may prepay the term loan or the revolving loan, in whole or in part, at any time without premium or penalty, subject to certain conditions. Amounts repaid or prepaid on the term loan may not be reborrowed.

The Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our and our subsidiaries' (subject to certain exceptions) ability to, among other things, grant liens, make investments, incur indebtedness, merge or consolidate, dispose of assets, make acquisitions. We are also required to maintain compliance with a minimum fixed charge coverage ratio of 1.5 to 1.0 and a maximum leverage ratio of 2.0 to 1.0. As of March 31, 2016, our fixed coverage charge ratio was 1.9 to 1.0 and our leverage ratio was 1.3 to 1.0, all of which were in compliance with the Credit Agreement.

As of March 31, 2016, our total long-term debt outstanding under the term loan was \$21.1 million. In addition, there were \$33.1 million of borrowings outstanding and \$29.4 million of available borrowings under the Credit Agreement. For the three months ended March 31, 2016, the weighted average interest rate on our borrowings was 2.2%.

Off-Balance Sheet Commitments

As of March 31, 2016, we did not have any off-balance sheet commitments except for operating leases and letters of credit entered into in the normal course of business.

Accounting Standards Issued

We discuss recently issued accounting standards in Note 2 to the accompanying condensed consolidated financial statements.

Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward looking statements. Forward-looking statements are not statements of historical facts, but rather reflect our current expectations concerning future events and results. We use words such as "expects," "intends," "believes," "may," "will," "should," "could," "anticipates," "estimates," "plans" and similar expressions to indicate forward-looking statements, but their absence does not mean a statement is not forward-looking. Because these forward-looking statements are based upon management's expectations and assumptions and are subject to risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including, but not limited to, those factors set forth in Item 1A - Risk Factors of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and those other risks and uncertainties detailed in our periodic reports and registration statements filed with the Securities and Exchange Commission. We caution that these risk factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. We cannot predict these new risk factors, nor can we assess the effect, if any, of the new risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ from those expressed or implied by these forward-looking statements.

If any one or more of these expectations and assumptions proves incorrect, actual results will likely differ materially from those contemplated by the forward-looking statements. Even if all of the foregoing assumptions and expectations prove correct, actual results may still differ materially from those expressed in the forward-looking statements as a result of factors we may not anticipate or that may be beyond our control. While we cannot assess the future impact that any of these differences could have on our business, financial condition, results of operations and cash flows or the market price of shares of our common stock, the differences could be significant. We do not undertake to update any forward-looking statements made by us, whether as a result of new information, future events or otherwise. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this report.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain a comprehensive set of disclosure controls and procedures (as defined in Rules 13a-15(e) and under the Securities Exchange Act of 1934 (“Exchange Act”)) designed to provide reasonable assurance that information required to be disclosed in our filings under the Exchange Act is recorded, processed, summarized and reported accurately and within the time periods specified in the SEC’s rules and forms. Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures are effective in providing reasonable assurance of the achievement of the objectives described above.

Internal Control Over Financial Reporting

During the quarter ended March 31, 2016, there was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d—15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about the Company's share repurchase activity for the three months ended March 31, 2016:

Month	Issuer Purchases of Equity Securities			
	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced program	Approximate dollar value of shares that may yet be purchased under the program (1)
January 1 - 31, 2016	168,331 (2)	\$ 23.45	168,223	\$ 10,057,000
February 1 - 29, 2016	193 (2)	\$ 23.26	100	\$ 10,054,000
March 1 - 31, 2016	14,411 (2)	\$ 26.44	12,700	\$ 9,719,000

- (1) We have a share repurchase program under which we may repurchase shares of our common stock from time to time in the open market subject to prevailing business and market conditions and other factors. There is no expiration date for the repurchase program.
- (2) Includes shares surrendered by employees to satisfy minimum tax withholding obligations on restricted stock units which vested and shares surrendered to exercise stock options and satisfy the related minimum tax withholding obligations during the first quarter of 2016.

Item 6. Exhibits

- 10.1 Short-Term Incentive Plan approved by the Board of Directors on March 29, 2016. *
- 31.1 Certification of Chief Executive Officer of the Company dated April 28, 2016 pursuant to Securities and Exchange Act Rule 13d-14(a)/15(d-14(a), as adopted pursuant to Section 302 and 404 of the Sarbanes-Oxley Act of 2002.*
- 31.2 Certification of Executive Vice President and Chief Financial Officer of the Company dated April 28, 2016 pursuant to Securities and Exchange Act Rule 13d-14(a)/15(d-14(a), as adopted pursuant to Section 302 and 404 of the Sarbanes-Oxley Act of 2002.*
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer of the Company dated April 28, 2016 pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
- 101 The following materials from GP Strategies Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets; (ii) Condensed Consolidated Statements of Operations; (iii) Condensed Consolidated Statements of Comprehensive Income (Loss), (iv) Condensed Consolidated Statements of Cash Flows; and (v) Notes to Condensed Consolidated Financial Statements.*

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GP STRATEGIES CORPORATION

April 28, 2016

/s/ Scott N. Greenberg

Scott N. Greenberg

Chief Executive Officer

April 28, 2016

/s/ Sharon Esposito-Mayer

Sharon Esposito-Mayer

Executive Vice President and Chief Financial Officer

Short-Term Incentive Plan - Revised Effective 3/1/2016

Overview

This document constitutes a written description of the cash bonus plan adopted by the Board of Directors of GP Strategies Corporation on June 30, 2010 and revised on March 1, 2016.

This cash bonus plan has seven categories and covers the executive team, business and general and administrative unit leaders, and other employees of GP Strategies Corporation and those subsidiaries who are designated to participate in this plan. The information below describes the cash portion of the bonus plan. This cash bonus plan may be amended, supplemented, or terminated by the Company at any time by action of the Compensation Committee of the Board of Directors.

Eligible Employees

The cash bonus plan applies to all employees who work a minimum of 1500 hours during the fiscal year, are not eligible to receive commissions or participate in any other short-term cash incentive compensation plan and are actively employed on the date of payment. Bonus payments will be pro-rated for employees who do not work a full fiscal year, such as new hires, retirees, employees who go on leave and employees who work on a part-time basis. Bonus payments will also be pro-rated for employees who transfer into, or out of, the plan from another specialized incentive plan or between categories of this plan.

Structure of the Plan

The cash bonus plan is intended to provide rewards based on annual performance and results that help GP Strategies reach key goals.

Under this plan each employee, other than employees participating in the General Pool, will have a cash bonus opportunity equal to a percentage of the employee's base salary that varies by category and the actual amounts earned under this Plan will be a percentage of the bonus opportunity that is determined by achievement against a combination of corporate performance, group and/or business unit performance, and individual performance goals for each participant. The three types of goals will be weighted for purposes of bonus calculations as stated in the description of each category of the plan below. Each participant's goals will be set annually as described under "Establishing Performance Goals" below.

Establishing Performance Goals

Not later than the 90th day of each plan year:

- Corporate Performance: The Compensation Committee will recommend and the Board of Directors will approve one or more corporate objectives;
- Group and/or Business Unit Performance: Each Group leader will recommend and the CEO will approve one or more Group and BU objectives; and
- Individual Performance: The CEO will recommend and the Board of Directors will approve one or more individual objectives for employees in the Executive Category (or, absent action by the Board of Directors, approved by the CEO/President; and for other plan categories (other than the General Pool) each Group Leader (or in the case of Category 3, the CFO) will recommend and the CEO/President will approve individual performance objectives for participating employees in such Group.

Corporate and Group/BU objectives will not be modified or adjusted once they are established for the year unless: (i) unforeseen circumstances occur which would have influenced the setting of the measurements, had such circumstances been known at that time; or (ii) significant unusual activity occurs during the course of the year that had not been known or anticipated when setting the performance measurements. Any such change will require the approval of the Compensation Committee. Individual objectives will not be modified or adjusted without approval from the CEO/President or, if the objective was established by the Board of Directors, the Board of Directors.

For purposes of this Plan, gains from extraordinary events, such as the sale of a business or substantial assets not in the ordinary course, shall not be included in the bonus calculation for any year unless expressly approved by the Compensation Committee or the Board.

The outcome of each goal shall be substantially uncertain at the time it is established to ensure a minimum level of success is achieved before any bonus amounts are earned. Goals may be established that have a single threshold at which the participant receives full credit for the goal in bonus calculation or multiple thresholds at which the participant receives different levels of credit for the goal in bonus calculation. If the threshold (or the lowest threshold if more than one is established) is not achieved, the participant will not receive any credit for that goal in bonus calculation. In addition, the Compensation Committee will recommend and the Board of Directors will set one or more minimum performance goals annually (the “Annual Minimum Goals”) to ensure each Group/BU achieves a certain level of success prior to employees in that Group/BU receiving full credit for the achievement of corporate performance goals.

Plan Categories

The employees of the Company are assigned to plan categories as follows:

- Executive Category: The CFO, Group Leaders and General Counsel. Note this plan does not include the CEO/President.
- Category 1: Business Unit Leaders that have responsibility for multiple business units totaling a minimum of \$30M of annual revenue.
- Category 2: BU Leaders that have responsibility for a business unit or multiple units with a minimum of \$10M of annual revenue.
- Category 3: G&A senior leaders responsible for a corporate level functional area in the company.
- Category 4: Vice Presidents not already covered in Category 1, 2 or 3.
- Category 5: BU or SBU Leaders that have a responsibility for less than \$10M of annual revenue but at least \$5M of annual revenue.
- General Pool: All other employees who are not excluded from the Plan.

Executive Category Bonus Plan

Bonus Opportunity: Executive category employees may earn bonuses up to 50% of the employee’s base salary on the date the performance goals are established for the year (unless amounts are payable under “Additional Bonus Payments”).

Calculation of Actual Bonus Amount: The employee will earn a percentage (up to 100%) of his or her bonus opportunity based on achievement against each applicable annual performance goal and the allocation set forth below, subject to reduction for failure to meet the Annual Minimum Goals:

Category of Goals	% of Bonus Opportunity Attributable to Goal	Goals
Corporate Objectives = up to 70%	Up to 56% based on Company Income before Tax growth	TBD Annually
	Up to 14% based on Company Revenue growth	TBD Annually
Group Objectives (Group Leaders) = up to 20%	Up to 16% based on Group Income before Tax growth	TBD Annually
	Up to 4% based on Group Revenue growth	TBD Annually
Group Objectives (CFO and General Counsel) = up to 20%	Up to 20% of the CFO goal is based on SG&A expense management as a % of revenue	TBD Annually
	Up to 20% of the General Counsel goal is based on achievement of objectives recommended by the Compensation Committee and approved by the Board or, if no objectives are approved by the Board, the Corporate Objectives	TBD Annually
Individual Objectives = up to 10%	To be assigned in accordance with the process set forth under “Establishing Performance Goals”	TBD Annually

Example Calculation: For example, if 60% of the target score is earned then the bonus payment will equal 30% of the executive’s base pay (50% of the target bonus amount as a % of base pay * 60% of bonus target achieved = 30% of base pay.)

Category 1 Bonus Plan

Bonus Opportunity: Category 1 employees may earn bonuses up to 30% of the employee's base salary on the date the performance goals are established (unless amounts are payable under "Additional Bonus Payments").

Calculation of Actual Bonus Amount: The employee will earn a percentage (up to 100%) of his or her bonus opportunity based on achievement against each applicable annual performance goal and the allocation set forth below, subject to reduction for failure to meet the Annual Minimum Goals:

Category	% of Bonus Target	Goals
Corporate Objective = up to 50%	Up to 40% based on Company Income before Tax growth	TBD Annually
	Up to 10% based on Company Revenue growth	TBD Annually
Group Objective = up to 20%	Up to 16% based on Group Income before Tax growth	TBD Annually
	Up to 4% based on Group Revenue growth	TBD Annually
BU Objective = up to 20%	Up to 16% based on BU Income before Tax growth	TBD Annually
	Up to 4% based on BU Revenue growth	TBD Annually
Individual Objective = up to 10%	To be assigned in accordance with the process set forth under "Establishing Performance Goals"	TBD Annually

Category 2 Bonus Plan

Bonus Opportunity: Category 2 employees may earn bonuses up to 25% of the employee's base salary on the date the performance goals are established (unless amounts are payable under "Additional Bonus Payments").

Calculation of Actual Bonus Amount: The employee will earn a percentage (up to 100%) of his or her bonus opportunity based on achievement against each applicable annual performance goal and the allocation set forth below, subject to reduction for failure to meet the Annual Minimum Goals:

Category	% of Bonus Target	Goals
Corporate Objective = up to 40%	Up to 32% based on Company Income before Tax growth	TBD Annually
	Up to 8% based on Company Revenue growth	TBD Annually
Group Objective = up to 25%	Up to 20% based on Group Income before Tax growth	TBD Annually
	Up to 5% based on Group Revenue growth	TBD Annually
BU Objective = up to 25%	Up to 20% based on BU Income before Tax growth	TBD Annually
	Up to 5% based on BU Revenue growth	TBD Annually
Individual Objective = up to 10%	To be assigned in accordance with the process set forth under "Establishing Performance Goals"	TBD Annually

Category 3 Bonus Plan

Bonus Opportunity: Category 3 employees may earn bonuses up to 25% of the employee's base salary on the date the performance goals are established (unless amounts are payable under "Additional Bonus Payments").

Calculation of Actual Bonus Amount: The employee will earn a percentage (up to 100%) of his or her bonus opportunity based on achievement against each applicable annual performance goal and the allocation set forth below, subject to reduction for failure to meet the Annual Minimum Goals:

Category	% of Bonus Target	Goals
Corporate Objective = up to 50%	Up to 40% based on Company Income before Tax growth	TBD Annually
	Up to 10% based on Company Revenue growth	TBD Annually
Group Objective = up to 20%	Up to 20% based on SG&A expense management as a % of revenue.	TBD Annually
BU Objective = up to 20%	Up to 20% based on individual unit expense management year over year	TBD Annually
Individual Objective = up to 10%	To be assigned in accordance with the process set forth under "Establishing Performance Goals"	TBD Annually

Category 4 Bonus Plan

Bonus Opportunity: Category 4 employees may earn bonuses up to 10-25% (determined by the CEO/President) of the employee's base salary on the date the performance goals are established (unless amounts are payable under "Additional Bonus Payments").

Calculation of Actual Bonus Amount: The employee will earn a percentage (up to 100%) of his or her bonus opportunity based on achievement against each applicable annual performance goal and the allocation set forth below, subject to reduction for failure to meet the Annual Minimum Goals:

Category	% of Bonus Target	Goals
Corporate Objective = up to 70%	Up to 56% based on Company Income before Tax growth	TBD Annually
	Up to 14% based on Company Revenue growth	TBD Annually
Individual Objective = up to 30%	To be assigned in accordance with the process set forth under "Establishing Performance Goals"	TBD Annually

Category 5 Bonus Plan

Bonus Opportunity: Category 5 employees may earn bonuses up to 10% of the employee's base salary on the date the performance goals are established (unless amounts are payable under "Additional Bonus Payments").

Calculation of Actual Bonus Amount: The employee will earn a percentage (up to 100%) of his or her bonus opportunity based on achievement against each applicable annual performance goal and the allocation set forth below, subject to reduction for failure to meet the Annual Minimum Goals:

Category	% of Bonus Target	Goals
Corporate Objective = up to 30%	Up to 24% based on Company Income before Tax growth	TBD Annually
	Up to 6% based on Company Revenue growth	TBD Annually
Group Objective = up to 30%	Up to 24% based on Group Income before Tax growth	TBD Annually
	Up to 6% based on Group Revenue growth	TBD Annually
BU Objective = up to 30%	Up to 24% based on BU Income before Tax growth	TBD Annually
	Up to 6% based on BU Revenue growth	TBD Annually
Individual Objective = up to 10%	To be assigned in accordance with the process set forth under "Establishing Performance Goals"	TBD Annually

The total of the Corporate, Group and Individual scores will be added together to determine the actual percent of the target bonus amount achieved for each Category 5 participant.

General Pool

Each year the CEO will recommend to the Board of Directors and the Board of Directors will approve corporate performance objectives to fund this category. If the approved objectives are achieved, the CEO/President will allocate to each group an amount from which the Group leaders may recommend bonuses for their employees. The CEO/President must approve Group Leader recommendations.

Additional Bonus Payments

Additionally, 40% of EBITDA that exceeds a target established by the Compensation Committee no later than the 90th day of each calendar year may be distributed to plan participants to the extent approved by the Compensation Committee. No individual's total cash bonus for any calendar year, with all components added, may exceed 100% of the individual's annual salary.

If approved by the Compensation Committee or the Board, the Company may pay bonuses to employees who might not otherwise be eligible under this Plan and/or bonus amounts that may be in excess of the amounts otherwise payable to one or more employees under this Plan, it being intended that the Company have the ability to reward conduct and achievements that are beneficial to the Company (e.g., cross-selling of services or products) under circumstances that might not otherwise be rewarded under this Plan.

Certain General and Administrative Provisions

Bonus payments will be made after approval by the CEO/President and after completion of the year-end audit.

Neither the establishment of this Plan nor the provision for or payment of any amounts hereunder nor any action of the Company, the Board or any Committee of the Board in respect of this Plan shall be held or construed to confer upon any person any legal right to receive any benefit under this Plan. Nothing contained in this Plan (or in any other documents under this Plan) shall confer upon any person any right to continue in the employ of the Company or any subsidiary of the Company, constitute any contract or agreement of employment, or interfere in any way with the right of the Company to change a person's compensation or other benefits, or to terminate his or her employment, with or without cause.

No payments under this Plan shall be made until the Compensation Committee determines whether performance objectives have been achieved and the Board of Directors approves payment. Bonuses payable under this Plan shall be payable from the general assets of the Company, and no special or separate reserve, fund or deposit shall be made to assure payment of such amounts. No person shall have any right, title or interest in any fund or in any specific asset of the Company by reason of being eligible to receive a bonus under this Plan. Neither the provisions of this Plan (nor of any related documents), nor the creation or adoption of this Plan, nor any action taken pursuant to the provisions of this Plan shall create, or be construed to create, a trust of any kind or a fiduciary relationship between the Company and any person. To the extent that a person acquires a right to

receive payment under this Plan, such right shall be no greater than the right of any unsecured general creditor of the Company. Unless otherwise determined by the Committee, a Participant must be actively employed (or on a qualified leave of absence) and in good standing with the Company on the date the Award is to be paid.

All amounts paid under this Plan shall be subject to mandatory repayment by the employee to the Company to the extent required by (1) any Company or Affiliate "clawback" or recoupment policy, or (2) any applicable laws, rules, or regulations which impose mandatory recoupment, under circumstances set forth in such applicable laws, rules, or regulations, in each case as in effect on the date a bonus is paid.

No person eligible under any other plan or agreement to receive bonuses, commissions or other incentive compensation based on the financial performance of the Company or any subsidiary of the Company shall be eligible to receive a bonus or other compensation under this Plan without the express approval of the Board.

Any decision made or action taken by, or inaction of, the Company, the Board or any Committee of the Board arising out of or in connection with the creation, amendment, construction, administration, interpretation and effect of this Plan that is within its authority hereunder or applicable law shall be within the absolute discretion of such entity and shall be conclusive and binding upon all persons.

Nothing in this Plan shall limit or be deemed to limit the authority of the Board or any Committee of the Board to authorize any other compensation under any other plan or authority.

CERTIFICATION

I, Scott N. Greenberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q of GP Strategies Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2016

/s/ Scott N. Greenberg

Scott N. Greenberg

Chief Executive Officer

CERTIFICATION

I, Sharon Esposito-Mayer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of GP Strategies Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2016

/s/ Sharon Esposito-Mayer

Sharon Esposito-Mayer

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of GP Strategies Corporation (the “Company”) for the quarter ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to such officer’s knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 28, 2016

/s/ Scott N. Greenberg

Scott N. Greenberg

Chief Executive Officer

/s/ Sharon Esposito-Mayer

Sharon Esposito-Mayer

Executive Vice President and Chief Financial Officer