

# COOPER-STANDARD HOLDINGS INC.

Reported by  
**STEPHENSON KEITH DWAYNE**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/17 for the Period Ending 01/03/17

Address	39550 ORCHARD HILL PLACE DRIVE NOVI, MI 48375
Telephone	248-596-5900
CIK	0001320461
Symbol	CPS
SIC Code	3714 - Motor Vehicle Parts and Accessories
Industry	Auto, Truck & Motorcycle Parts
Sector	Consumer Cyclical
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Stephenson Keith Dwayne</b> (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <b>Cooper-Standard Holdings Inc. [ CPS ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive VP and COO</b>	
39550 ORCHARD HILL PLACE (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) <b>1/3/2017</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
NOVI, MI 48375 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)			

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock (1)	1/3/2017		F		15	D	\$103.88	31375	D	

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

#### Explanation of Responses:

(1) Common stock that vested upon the exercise of warrants by the warrant holders.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Stephenson Keith Dwayne</b> 39550 ORCHARD HILL PLACE NOVI, MI 48375			<b>Executive VP and COO</b>	

#### Signatures

/s/ **Keith D. Stephenson**

1/4/2017

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**POWER OF ATTORNEY**


I, Keith D. Stephenson, hereby appoint Joanna M. Totsky and Kristan L. Miller as alternate attorneys-in-fact, each having the full and lawful authority, individually, to execute and file in my name and on my behalf any forms, including amendments, that I am required to file pursuant to Section 16(a) of the Securities Exchange Act of 1934, and any and all amendments thereto; such forms and each such amendment to be in such form and to contain such terms and provisions as said attorneys shall deem necessary or desirable. This Power of Attorney is effective as of November 3, 2016, and may be revoked by me in writing at any time.

IN WITNESS WHEREOF, the undersigned has duly executed this instrument as of the 3rd day of November, 2016.

  
\_\_\_\_\_  
Keith D. Stephenson

STATE OF MICHIGAN    )  
                                  )ss  
COUNTY OF OAKLAND    )

On this 3<sup>rd</sup> day of November, 2016, before me, a Notary Public in and for said county, personally appeared Keith D. Stephenson, to me known, who, being by me duly sworn, executed the attached Power of Attorney in my presence, acknowledging that he acted of his own free will and deed.

  
\_\_\_\_\_  
Amy Rusas, Notary Public  
Oakland County, Michigan  
Acting in Oakland County  
My commission expires: 12/11/2017

