

**SP PLUS CORP**  
Filed by  
**VCM STAN-CPC HOLDINGS, LLC**

**FORM SC 13D/A**  
(Amended Statement of Beneficial Ownership)

Filed 12/20/16

Address	200 E. RANDOLPH STREET SUITE 7700 CHICAGO, IL 60601-7702
Telephone	312-274-2000
CIK	0001059262
Symbol	SP
SIC Code	7510 - Automotive Rental And Leasing, Without Drivers
Industry	Highways & Rail Tracks
Sector	Industrials
Fiscal Year	12/31

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 5)\*

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## SP PLUS CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
(Title of Class of Securities)

78469C103  
(CUSIP Number)

VCM STAN-CPC Holdings, LLC  
2929 Arch Street, Suite 1800  
Philadelphia, Pennsylvania 19104-7324  
(215) 609-3400

*With a copy to:*

Alison S. Ressler  
Sullivan & Cromwell LLP  
1888 Century Park East  
Los Angeles, California 90067-1725  
(310) 712-6600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 19, 2016  
(Date of Event which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

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**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 78469C103

1.	NAME OF REPORTING PERSON VCM STAN-CPC Holdings, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	SOURCE OF FUNDS OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number Of Shares Beneficially Owned By Each Reporting Person With	7.	SOLE VOTING POWER 551,587
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 551,587
	10.	SHARED DISPOSITIVE POWER -0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 551,587	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5% (1)	
14.	TYPE OF REPORTING PERSON OO	

- (1) Based on 22,356,586 shares of Common Stock outstanding as of November 2, 2016, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2016.

CUSIP No. 78469C103

1.	NAME OF REPORTING PERSON Versa Capital Fund I, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	SOURCE OF FUNDS Not Applicable	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number Of Shares Beneficially Owned By Each Reporting Person With	7.	SOLE VOTING POWER 551,587
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 551,587
	10.	SHARED DISPOSITIVE POWER -0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 551,587	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5% (1)	
14.	TYPE OF REPORTING PERSON PN	

- (1) Based on 22,356,586 shares of Common Stock outstanding as of November 2, 2016, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2016.

CUSIP No. 78469C103

1.	NAME OF REPORTING PERSON Versa FGP-I, LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	SOURCE OF FUNDS Not Applicable	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number Of Shares Beneficially Owned By Each Reporting Person With	7.	SOLE VOTING POWER 551,587
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 551,587
	10.	SHARED DISPOSITIVE POWER -0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 551,587	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5% (1)	
14.	TYPE OF REPORTING PERSON PN	

- (1) Based on 22,356,586 shares of Common Stock outstanding as of November 2, 2016, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2016.

CUSIP No. 78469C103

1.	NAME OF REPORTING PERSON Versa UGP-I, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	SOURCE OF FUNDS Not Applicable	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number Of Shares Beneficially Owned By Each Reporting Person With	7.	SOLE VOTING POWER 551,587
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 551,587
	10.	SHARED DISPOSITIVE POWER -0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 551,587	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5% (1)	
14.	TYPE OF REPORTING PERSON OO	

- (1) Based on 22,356,586 shares of Common Stock outstanding as of November 2, 2016, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2016.

CUSIP No. 78469C103

1.	NAME OF REPORTING PERSON Versa Fund Management, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	SOURCE OF FUNDS Not Applicable	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number Of Shares Beneficially Owned By Each Reporting Person With	7.	SOLE VOTING POWER 551,587
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 551,587
	10.	SHARED DISPOSITIVE POWER -0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 551,587	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5% (1)	
14.	TYPE OF REPORTING PERSON OO	

- (1) Based on 22,356,586 shares of Common Stock outstanding as of November 2, 2016, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2016.

CUSIP No. 78469C103

1.	NAME OF REPORTING PERSON Versa Capital Management, LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	SOURCE OF FUNDS OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number Of Shares Beneficially Owned By Each Reporting Person With	7.	SOLE VOTING POWER 12,780
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 12,780
	10.	SHARED DISPOSITIVE POWER -0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,780	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **0.1% (1)	
14.	TYPE OF REPORTING PERSON PN	

\*\* Denotes less than

(1) Based on 22,356,586 shares of Common Stock outstanding as of November 2, 2016, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2016.



CUSIP No. 78469C103

1.	NAME OF REPORTING PERSON Versa Capital Group, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	SOURCE OF FUNDS Not Applicable	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number Of Shares Beneficially Owned By Each Reporting Person With	7.	SOLE VOTING POWER 564,367
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 564,367
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 564,367	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5% (1)	
14.	TYPE OF REPORTING PERSON OO	

- (1) Based on 22,356,586 shares of Common Stock outstanding as of November 2, 2016, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2016.

CUSIP No. 78469C103

1.	NAME OF REPORTING PERSON Gregory L. Segall	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	SOURCE OF FUNDS Not Applicable	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
Number Of Shares Beneficially Owned By Each Reporting Person With	7.	SOLE VOTING POWER 564,367
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 564,367
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 564,367	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5% (1)	
14.	TYPE OF REPORTING PERSON IN	

- (1) Based on 22,356,586 shares of Common Stock outstanding as of November 2, 2016, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2016.

This Amendment No. 5 amends the Schedule 13D (the “Original 13D”) filed with the Securities and Exchange Commission (“SEC”) on October 12, 2012 and amended on June 9, 2015, May 12, 2016, December 13, 2016 and December 16, 2016. Unless otherwise stated herein, the Original 13D as previously amended remains in full force and effect. Terms used herein and not defined herein shall have the meaning ascribed thereto in the Original 13D, as amended. This Amendment No. 5 is the final Amendment to the Schedule 13D and is an exit filing of the Reporting Persons.

**ITEM 4. Purpose of Transaction.**

Item 4 is hereby amended to insert the following paragraphs after the last paragraph:

On December 19, 2016, the Holding Vehicles entered into a letter agreement (the “Letter Agreement”) amending the Sponsor Agreement. Pursuant to the Letter Agreement, VCM Holdings is no longer a party to the Sponsor Agreement. The Letter Agreement is filed as Exhibit M hereto, and the foregoing description of the Letter Agreement is qualified in its entirety by reference to the full text of the Letter Agreement.

**ITEM 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended and supplemented as follows:

(a)-(b) The information required in these paragraphs with respect to each Reporting Person is set forth in Rows 7 through 13 of the respective cover pages to this Schedule 13D and is incorporated herein by reference.

(c) On December 19, 2016, VCM Holdings sold 10,700 shares of Common Stock through open market sales at an average price of \$29.0699 per share. To the knowledge of any of the Reporting Persons, except as described in this Schedule 13D, no transactions in the Common Stock were effected by the Reporting Person or any of the entities or persons named in Item 2 hereto since the most recent filing on Schedule 13D.

(e) As described in this Schedule 13D, the Holding Vehicles amended the Sponsor Agreement on December 19, 2016 and VCM Holdings is no longer a party thereto. As a result, the Reporting Persons may no longer be deemed to be a group with holders that together beneficially own more than five percent of the shares of Common Stock, and accordingly, their obligation to file a Schedule 13D has been terminated.

**ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 is hereby amended and supplemented as follows:

The description of the Letter Agreement set forth in Item 4 is hereby incorporated herein by reference.

**ITEM 7. Material to be Filed as Exhibits.**

Item 7 is hereby amended to insert the following exhibits:

Exhibit M – Letter Agreement, dated December 19, 2016, by and among the Holding Vehicles

Exhibit N – Agreement pursuant to Rule 13d-1(k)

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: December 20, 2016

By: /s/ Gregory L. Segall

Name: Gregory L. Segall, as an individual and as Attorney-in-Fact for:

VCM STAN-CPC HOLDINGS, LLC (1)  
VERSA CAPITAL FUND I, L.P. (1)  
VERSA FGP-I, LP (1)  
VERSA UGP-I, LLC (1)  
VERSA CAPITAL MANAGEMENT, LP (1)  
VERSA FUND MANAGEMENT, LLC (1)  
VERSA CAPITAL GROUP, LLC (1)

(1) A Power of Attorney authorizing Gregory L. Segall to act on behalf of this entity has been previously filed with the Securities and Exchange Commission.

**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Document Description</u>
M	Letter Agreement, dated December 19, 2016, by and among the Holding Vehicles
N	Agreement Pursuant to Rule 13d-1(k)

**EXHIBIT M**

December 19, 2016

KOHLBERG CPC REP, L.L.C.  
c/o Kohlberg & Company, LLC  
111 Radio Circle Drive  
Mt. Kisco, NY 10549  
Attn: Seth Hollander and Gordon Woodward

2929 CPC Holdco, LLC  
c/o Lubert-Adler Partners, L.P.  
2929 Arch Street  
Philadelphia, PA 19104-2868  
Attn: R. Eric Emrich

Re: Amendment of Sponsor Agreement

Gentlemen:

Reference is made to (i) that certain Sponsor Agreement (the "Sponsor Agreement"), dated as of October 2, 2012, by and among KOHLBERG CPC REP, L.L.C. ("Kohlberg"), 2929 CPC HoldCo, LLC ("Lubert-Adler"), and VCM STAN-CPC Holdings, LLC ("Versa") and (ii) the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 28, 2012, by and among KCPC Holdings, Inc., Standard Parking Corporation n/k/a SP Plus Corporation, a Delaware corporation (the "Company"), Hermitage Merger Sub, Inc. and Kohlberg CPC Rep, L.L.C. Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Sponsor Agreement.

Kohlberg, Lubert-Adler and Versa desire to amend the Sponsor Agreement in order to remove Versa as a party thereto. In consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The parties hereby amend the Sponsor Agreement to remove Versa as a party thereto and to delete "Versa Holding Vehicle" as a "Holding Vehicle" for purposes of the Sponsor Agreement. Each of the parties hereto further acknowledges and agrees that Versa shall have no rights, duties, benefits, obligations or liabilities of any nature whatsoever, whether express or implied, arising under, in connection with or related to the Sponsor Agreement following the date of this amendment.

2. The parties hereby amend Section 2 of the Sponsor Agreement by deleting “one (1) for the Versa Holding Vehicle and (iii)” and replacing it with “and.”
3. The parties hereby amend Section 5 of the Sponsor Agreement by deleting the definition of “Versa Holding Vehicle” and deleting “and Versa Holding Vehicle” in the definition of Qualified Holding Vehicle.
4. The parties hereby amend Section 6.11 to delete “If to the Versa Holding Vehicle:” and the accompanying addresses of Versa Capital Management, LLC and Sullivan & Cromwell LLP.
5. Upon the execution of this letter agreement by the parties hereto, Versa hereby agrees that it shall cause Paul Halpern to resign from his position as a director of the Company by submitting to the Board of Directors of the Company (the “Board”) a letter in the form attached hereto as Exhibit A.
6. Upon the resignation of Mr. Halpern, Kohlberg shall, pursuant to Section 3.1 of the Sponsor Agreement, designate an individual to fill the vacancy created by Mr. Halpern’s resignation, subject to and in accordance with the terms of the Merger Agreement.
7. This letter agreement amends the Sponsor Agreement solely with respect to the subject matter hereof. Except as expressly provided herein, this letter agreement will not, and is not intended to, amend, modify or otherwise alter the terms and conditions of the Sponsor Agreement, including any rights or obligations between Kohlberg and Lubert-Adler.
8. This letter agreement sets forth the entire understanding among the parties hereto with respect to the subject matter hereof and supersedes all prior agreements, written or oral, with respect hereto. Any provision of this letter agreement may be amended or waived if, but only if, such amendment or waiver is in writing and is signed, in the case of an amendment by each party hereto, or in the case of a waiver by the party against whom the waiver is to be effective. This letter agreement and all claims arising hereunder or in connection herewith shall be governed by and construed in accordance with the domestic substantive laws of the State of Delaware, without giving effect to any choice or conflict of law provision or rule that would cause the application of the domestic substantive laws of any other jurisdiction. This letter agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which shall together constitute one and the same instrument.

[ *Remainder of page intentionally blank* ]

If the foregoing properly reflects our understanding, please countersign this letter agreement in the space provided below in duplicate and return one executed copy for our records.

VERSA:

**VCM STAN-CPC Holdings, LLC**

By: /s/ Paul Halpern

Name: Paul Halpern

Title: Authorized Person

cc: Daniel S. Evans, Esq. (Ropes & Gray LLP)  
Christopher C. Henry, Esq. (Ropes & Gray LLP)  
Daniel P. O'Brien (Klehr Harrison Harvey Branzburg LLP)



Acknowledged and agreed as of the date first above written:

KOHLBERG:

**KOHLBERG CPC REP, L.L.C.**

By: Kohlberg Management V, L.L.C.

By: /s/ Gordon Woodward

Name: Gordon Woodward

Title: Authorized Manager

Acknowledged and agreed as of the date first above written:

LUBERT-ADLER:

**2929 CPC HoldCo, LLC**

By: /s/ Stuart Margulies  
Name: Stuart Margulies  
Title: Senior Managing Principal

**EXHIBIT N**

Pursuant to Rule 13d-1(k) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

Dated: December 20, 2016

By: /s/ Gregory L. Segall  
Name: Gregory L. Segall, as an individual and as  
Attorney-in-Fact for:

- VCM STAN-CPC HOLDINGS, LLC (1)
- VERSA CAPITAL FUND I, L.P. (1)
- VERSA FGP-I, LP (1)
- VERSA UGP-I, LLC (1)
- VERSA CAPITAL MANAGEMENT, LP (1)
- VERSA FUND MANAGEMENT, LLC (1)
- VERSA CAPITAL GROUP, LLC (1)

(1) A Power of Attorney authorizing Gregory L. Segall to act on behalf of this entity has been previously filed with the Securities and Exchange Commission.