

SP PLUS CORP
Reported by
KOHLBERG CPC REP, L.L.C.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/17/17 for the Period Ending 05/16/17

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

FORM 4

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

OMB APPROVAL
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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 * KOHLBERG CPC REP, L.L.C. (Last) (First) (Middle) C/O KOHLBERG & COMPANY, L.L.C., 111 RADIO CIRCLE (Street) MOUNT KISCO, NY 10549 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SP Plus Corp [SP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/16/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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	5/16/2017		S		2625415	D	\$29.20	987752	D (U)	

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	Title	Amount or Number of Shares				

Explanation of Responses:

(1) The shares reported herein are directly owned by Kohlberg CPC Rep, L.L.C. Kohlberg Partners V, L.P., as its managing member, and Kohlberg Management V, L.L.C., as the general partner of Kohlberg Partners V, L.P., may be deemed to indirectly beneficially own the shares held by Kohlberg CPC Rep, L.L.C., however each of them disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOHLBERG CPC REP, L.L.C. C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549		X		
Kohlberg Partners V, L.P. C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549		X		
Kohlberg Management V, LLC C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549		X		

Signatures

/s/ Seth H. Hollander, Vice President of Kohlberg Management V, L.L.C., general partner of Kohlberg Partners V, L.P., managing member of Kohlberg CPC Rep, L.L.C.

5/17/2017

**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.

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