

Edgar Filing: GP STRATEGIES CORP - Form SC 13G/A

GP STRATEGIES CORP
Form SC 13G/A
February 10, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

GP Strategies Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

36225V104

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant
to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

Page 1 of 9 Pages

CUSIP No. 36225V104

13G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON

Edgar Filing: GP STRATEGIES CORP - Form SC 13G/A

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Columbia Wanger Asset Management, L.P. 36-3820584

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES None

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 870,000

EACH 7 SOLE DISPOSITIVE POWER

REPORTING None

PERSON WITH 8 SHARED DISPOSITIVE POWER

870,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

870,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3 %

12 TYPE OF REPORTING PERSON*

IA

CUSIP No. 36225V104

13G

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WAM Acquisition GP, Inc.

Edgar Filing: GP STRATEGIES CORP - Form SC 13G/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES None

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 870,000

EACH 7 SOLE DISPOSITIVE POWER

REPORTING None

PERSON WITH 8 SHARED DISPOSITIVE POWER

870,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

870,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3 %

12 TYPE OF REPORTING PERSON*

CO

Item 1(a) Name of Issuer:

GP Strategies Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

777 Westchester Avenue
White Plains, NY 10604

Item 2(a) Name of Person Filing:

Columbia Wanger Asset Management, L.P. ("WAM")
WAM Acquisition GP, Inc., the general partner of WAM

Edgar Filing: GP STRATEGIES CORP - Form SC 13G/A

("WAM GP")

- Item 2(b) Address of Principal Business Office:
- WAM and WAM GP are both located at:
- 227 West Monroe Street, Suite 3000
Chicago, Illinois 60606
- Item 2(c) Citizenship:
- WAM is a Delaware limited partnership and WAM GP is a Delaware corporation.
- Item 2(d) Title of Class of Securities:
- Common Stock
- Item 2(e) CUSIP Number:
- 36225V104
- Item 3 Type of Person:
- (e) WAM is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940; WAM GP is the General Partner of the Investment Adviser.

Page 4 of 9 Pages

- Item 4 Ownership (at December 31, 2003):
- (a) Amount owned "beneficially" within the meaning of rule 13d-3:
- 870,000
- (b) Percent of class:
- 5.3 % (based on 16,288,493 shares outstanding as of November 7, 2003).
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: none
- (ii) shared power to vote or to direct the vote: 870,000
- (iii) sole power to dispose or to direct the disposition of: none
- (iv) shared power to dispose or to direct disposition of: 870,000
- Item 5 Ownership of Five Percent or Less of a Class:
- Not Applicable
- Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Edgar Filing: GP STRATEGIES CORP - Form SC 13G/A

The shares reported herein have been acquired on behalf of discretionary clients of WAM. Persons other than WAM and WAM GP are entitled to receive all dividends from, and proceeds from the sale of, those shares.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Page 5 of 9 Pages

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 6 of 9 Pages

Signature

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

Date: February 10, 2004

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

WAM Acquisition GP, Inc.
for itself and as general partner of
COLUMBIA WANGER ASSET
MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

Bruce H. Lauer
Senior Vice President and Secretary

Page 7 of 9 Pages

Exhibit Index

Exhibit 1 Joint Filing Agreement dated as of February 10, 2004 by and between Columbia Wanger Asset Management, L.P. and WAM Acquisition GP, Inc.

Page 8 of 9 Pages

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: February 10, 2004

WAM Acquisition GP, Inc.
for itself and as general partner of
COLUMBIA WANGER ASSET MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

Bruce H. Lauer
Senior Vice President and Secretary

Page 9 of 9 Pages