

Cooper-Standard Holdings Inc.
Form 424B7
March 18, 2016
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**Filed pursuant to Rule 424(b)(7)
Registration No. 333-175637**

PROSPECTUS SUPPLEMENT

(To Prospectus dated August 26, 2011)

2,000,000 Shares

COOPER-STANDARD HOLDINGS INC.

Common Stock

The selling stockholders identified in this prospectus supplement are offering 2,000,000 shares of common stock of Cooper-Standard Holdings Inc. in this offering. We will not receive any proceeds from the sale of shares of our common stock by the selling stockholders.

We have agreed to purchase from the underwriters 350,000 shares, or the Repurchased Shares, of the 2,000,000 shares of our common stock offered hereby, having an aggregate value of \$23.8 million at a price per share of \$68.00, which is the price to the public for the shares offered hereby and not purchased by us. We refer to the shares offered hereby and not purchased by us as the Marketed Shares.

Our common stock is listed on the New York Stock Exchange, or NYSE, under the trading symbol CPS. On March 17, 2016, the last sale price of our common stock as reported on NYSE was \$71.27 per share.

This investment involves risks. See Risk Factors beginning on page S-17 of this prospectus supplement and in the documents we incorporate by reference into this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved of anyone's investment in these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	\$ 68.00	\$ 136,000,000(4)
Underwriting discounts and commissions(1)(2)	\$ 3.06	\$ 5,049,000
Proceeds to selling stockholders before expenses(3)	\$ 68.00	\$ 136,000,000

- (1) We have agreed to pay 100% of the underwriting discounts and commissions on the Marketed Shares sold by the selling stockholders pursuant to this prospectus supplement. See Underwriting for additional information regarding underwriting compensation.
- (2) Represents the underwriting discount that is payable on the Marketed Shares. The underwriters will not receive any underwriting discount or commission on the Repurchased Shares.
- (3) Represents proceeds to the selling stockholders before expenses for the sale by the selling stockholders to the underwriters of the Marketed Shares at a price of \$68.00 per share and the Repurchased Shares at a price of \$68.00 per share. See Underwriting.
- (4) Includes the sale of 350,000 shares of our common stock to us at a price of \$68.00 per share. The selling stockholders identified in this prospectus supplement have granted the underwriters an option to purchase up to 300,000 shares of common stock at the public offering price for 30 days after the date of this prospectus supplement. We will not receive any proceeds from the sale of shares of common stock by the selling stockholders, including from any exercise by the underwriters of their option to purchase additional shares from such selling stockholders.

The underwriters expect to deliver the shares against payment in New York, New York on March 23, 2016.

Goldman, Sachs & Co.

BofA Merrill Lynch

KeyBanc Capital Markets

Sterne Agee CRT

The Buckingham Research Group Incorporated

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You should rely only on information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus. We and the selling stockholders have not, and the underwriters have not, authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectuses we have prepared and take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement and the accompanying prospectus are an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement and the accompanying prospectus is current only as of its date. Our business, financial condition, results of operation and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document has two parts, a prospectus supplement and an accompanying prospectus dated August 26, 2011. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, which we refer to as the SEC, utilizing the SEC's shelf registration process. This prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein and in the accompanying prospectus. Generally, when we refer to this document, we are referring to both parts of this document combined. Both this prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information you should know before investing in our common stock. The accompanying prospectus gives more general information, some of which may not apply to the shares of common stock offered by this prospectus supplement. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information contained in this prospectus supplement differs or varies from the information contained in a document we have incorporated by reference, you should rely on the information in the more recent document.

Before you invest in our common stock, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading Incorporation by Reference.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the common stock in certain jurisdictions may be restricted by law. Neither we, the selling stockholders nor the underwriters are making an offer of the common stock in any jurisdiction where the offer is not permitted. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the common stock. Neither we, the selling stockholders nor the underwriters are making any representation to you regarding the legality of an investment in the common stock by you under applicable investment or similar laws.

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INDUSTRY AND MARKET DATA

Some market data and other statistical information presented or incorporated by reference in this prospectus supplement are based on data from various independent third-party sources, including independent industry publications, reports by market research firms and other independent sources. Other data is based on management's estimates and calculations, which are derived from our review and interpretation of internal analyses, as well as third party sources. Although we believe these third party sources are reliable, we have not independently verified any information and cannot guarantee its accuracy and completeness. To the extent that we have been unable to obtain information from third party sources, we have expressed our belief on the basis of our own internal analyses of our products and capabilities in comparison to our competitors.

TRADEMARKS AND SERVICE MARKS

We own or have rights to various trademarks, service marks and trade names that we use in connection with the operation of our business. Other trademarks, service marks and trade names appearing or incorporated by reference in this prospectus supplement are the property of their respective owners. The trademarks we own or have the right to use include, without limitation, Cooper-Standard, ArmorHose, Ultra Pro Coat, MagAlloy and Fortrex. Solely for convenience, the trademarks, service marks and trade names referred to or incorporated by reference in this prospectus supplement may appear without the ®, TM or SM symbols, but the absence of such references does not indicate the registration status of the trademarks, service marks and trade names and is not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to such trademarks, service marks and trade names.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement or the accompanying prospectus and does not contain all of the information you should consider before investing in shares of our common stock. You should carefully read this entire prospectus supplement and the accompanying prospectus, including the information incorporated by reference herein, the information included under the section entitled Risk Factors and the financial statements and the related notes thereto included elsewhere in this prospectus supplement, before you decide to invest in shares of our common stock.

Except where the context requires otherwise, references in this prospectus supplement to CPS, Cooper Standard, the Company, we, us and our refer to Cooper-Standard Holdings Inc., together with its consolidated subsidiaries.

Our Business

Cooper Standard is a leading manufacturer of sealing, fuel and brake delivery, fluid transfer and anti-vibration systems. Our products are primarily for use in passenger vehicles and light trucks that are manufactured by global automotive original equipment manufacturers, or OEMs, and replacement markets. We believe we are the largest global producer of sealing systems, the second largest global producer of the types of fuel and brake delivery products that we manufacture, the third largest global producer of fluid transfer systems, and one of the largest North American producers of anti-vibration systems.

We design and manufacture our products in each major region of the world through a disciplined and sustained approach to engineering and operational excellence. As of December 31, 2015, our operations were conducted through 98 wholly owned, leased and joint venture facilities in 20 countries, of which 79 are predominantly manufacturing facilities and 19 have design, engineering, administrative or logistics designation(s). The countries in which we operate include Brazil, Canada, China, Czech Republic, France, Germany, India, Italy, Japan, Mexico, the Netherlands, Poland, Romania, Serbia, South Korea, Spain, Sweden, Thailand, the United Kingdom and the United States. For the year ended December 31, 2015, we generated approximately 53% of our sales in North America, 31% in Europe, 13% in Asia Pacific, and 3% in South America.

We believe that we are well-positioned for growth from increasing global vehicle production volumes, increasing average content of our products on each vehicle produced, and our continued new business wins with existing and new customers. For the year ended December 31, 2015, approximately 82% of our sales were to OEMs, including Ford Motor Company, or Ford, General Motors Company, or GM, Fiat Chrysler Automobiles, or FCA, PSA Peugeot Citroën, Volkswagen Group, Daimler, Renault-Nissan, BMW, Toyota, Volvo, Jaguar/Land Rover and Honda and various other OEMs based in India and China. The remaining 18% of our 2015 sales were primarily to Tier I and Tier II automotive suppliers, non-automotive manufacturers, and replacement market distributors.

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The following chart illustrates our balance and business diversity by providing a breakdown of our \$3.3 billion in sales for the year ended December 31, 2015 by geography, customer, and product line.

We conduct substantially all of our activities through our subsidiaries and sell our product lines through four reportable segments North America, Europe, Asia Pacific, and South America. For the year ended December 31, 2015, we had sales in such segments of \$1.8 billion, \$1.0 billion, \$0.4 billion, and \$0.1 billion, respectively. For the year ended December 31, 2015, we generated sales of \$3.3 billion, net income of \$111.9 million and Adjusted EBITDA of \$362.4 million. See Prospectus Supplement Summary Summary Financial and Other Data for a reconciliation of Adjusted EBITDA to net income attributable to Cooper-Standard Holdings Inc. See Business for a more detailed description of our business.

Products

We have four distinct product lines. These products are produced and supplied globally to a broad range of customers in multiple markets. The percentage of sales by product for the years ended December 31, 2015, 2014 and 2013 are as follows:

Product Line	Percentage of Sales		
	2015	2014	2013
Sealing systems	53%	52%	51%
Fuel and brake delivery systems	20%	20%	23%
Fluid transfer systems	14%	14%	13%
Anti-vibration systems	8%	8%	9%

Suspension Mounts: (Conventional & Hydraulic Bushings, Strut Mounts, Spring Seats & Bumpers, Mass Dampers, Dual Durometer (Bi-compound) Bushings)

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Our Industry

The automotive industry is one of the world's largest and most competitive. Consumer demand for new vehicles largely determines sales and production volumes of global OEMs.

The automotive supplier industry is generally characterized by high barriers to entry, significant start-up costs and long-standing customer relationships. The criteria by which OEMs judge automotive suppliers include quality, price, service, performance, design and engineering capabilities, innovation, timely delivery, financial stability and global footprint. Over the last decade, suppliers that have been able to achieve manufacturing scale, reduce structural costs, diversify their customer base and establish a global footprint have been successful.

New vehicle sales are expected to increase in certain regions of the world, particularly in Asia, where we have a strong local market presence. Asia is the largest and fastest growing market for light vehicles in the world.

Competition in the automotive supplier industry is intense and has increased in recent years as OEMs have demonstrated a preference for stronger relationships with fewer suppliers. There are typically three or more significant competitors and numerous smaller competitors for most of the products we produce. Automotive suppliers with a global manufacturing footprint capable of fully servicing customers around the world will continue to lead the supply industry going forward. OEMs have shifted certain research and development, design and testing responsibility to suppliers. At the same time they have shortened new product cycle times. To remain competitive, suppliers must have state-of-the-art engineering and design capabilities and must be able to continuously improve their engineering, design and manufacturing processes to effectively service the customer. Suppliers are increasingly expected to collaborate on, or assume the product design and development of, key automotive components and to provide innovative solutions to meet evolving technologies aimed at improved emissions and fuel economy.

Pricing pressure has continued as competition for market share has reduced the overall profitability of the industry and resulted in continued pressure on suppliers for price reductions. Consolidations and market share shifts among vehicle manufacturers continue to put additional pressures on the supply chain. These pricing and market pressures will continue to drive our focus on reducing our overall cost structure through continuous improvement initiatives, capital redeployment, restructuring and other cost management processes.

The automotive industry is increasingly being shaped by tightening government regulations for vehicle safety, fuel efficiency, and emissions controls. OEMs continue to focus on improving occupant and pedestrian safety in order to meet increasingly stringent regulatory requirements in various critical markets. Similarly, OEMs must focus on fuel economy and reducing emissions to meet increasingly stringent standards imposed by governmental authorities around the world. As a result, suppliers are increasingly focused on developing technologies and products designed to improve vehicle safety, emissions and fuel economy. Suppliers who can provide product solutions in these areas will realize greater opportunities for above-market growth.

Our Competitive Strengths

Innovative and High Quality Products

We believe we have distinguished ourselves in the automotive industry through our engineering and technological capabilities, as evidenced by our i³ innovations group and the recent development of

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several key innovative product and technology solutions including our MagAlloy coating process, Quick Connect with integrated sensor technology, ArmorHose product line and our revolutionary new Fortrex material technology. Our innovative products increase the lifespan of automotive components such as fuel and brake lines, improve efficiency in the assembly process and reduce material and weight in vehicles. Over the last three years, we have spent \$314.3 million on engineering, research and development to further develop innovative products. We believe our focus on innovation and our delivery of innovative products and solutions provides us with a sustainable competitive advantage.

In addition, we believe we have a reputation for outstanding quality within the automotive industry, a factor that has been important to maintaining and expanding our successful relationships with our customers. We have earned numerous awards, including the DaimlerChrysler Global Supplier Award, GM Supplier of the Year, Ford's Silver World Excellence Award and Toyota's Cost Excellence Performance Award.

Global Manufacturing Footprint

We have established an advantaged global manufacturing footprint from which we serve our customers worldwide. Our global operations include 79 facilities which are predominantly utilized for our manufacturing operations. Our operations are located in Brazil, Canada, China, Czech Republic, France, Germany, India, Italy, Japan, Mexico, the Netherlands, Poland, Romania, Serbia, South Korea, Spain, Sweden, Thailand, the United Kingdom and the United States. Since 2004, we have increased the proportion of our sales outside North America from 30% to 47%, largely reflecting our focus on obtaining and retaining business on high-volume global platforms. As part of our strategy, we operate several successful international joint ventures, which have allowed us to enter into new geographic markets, to establish new customer relationships and to expand our products, technologies and capabilities. Our joint venture partners provide knowledge and insight into local markets and access to local suppliers of raw materials and components. We believe our global manufacturing footprint and proximity to customers provides us with a competitive advantage in the areas of customer service, improved logistics and lower costs.

World-Class Operations/Cooper Standard Operating System

In an ongoing effort to reduce our cost structure, we run a global continuous improvement program, as well as implementation of lean tools, structured problem solving, best business practices, standardized processes and change management.

We also evaluate opportunities to consolidate facilities and to relocate certain operations to lower cost countries. We believe we will continue to be successful in our efforts to improve our design and engineering capability and manufacturing processes while achieving cost savings due to the flexible nature of our manufacturing capabilities, our highly efficient operations and our ability to leverage economies of scale from the high volumes of products we produce for the world's top-selling vehicle platforms. We have created a culture of continuous improvement and lean manufacturing in all aspects of our operations. Over the life cycle of each platform, we focus on streamlining manufacturing, increasing automation and reducing material and other costs in an effort to generate additional operational savings. We budget and track operational savings at the facility level, which management regularly reports and reviews.

Strong Customer Relations and Program Management

We believe that our customer relationships, program management capabilities, global presence, comprehensive product line, excellence in manufacturing, product innovation and quality assurance

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combine to provide us with significant competitive advantages. We have proven our ability to expand globally with customers, increase scale in a consolidating industry and be first-to-market with design and engineering innovations.

We have a high level of dedication to customer service, and for each major product launch we dedicate a team of sales representatives, engineers, quality specialists and senior management, who work together to ensure that the product launch is completed on time and consistent with rigorous quality standards. These characteristics have allowed us to remain a leading supplier to Ford and GM while steadily growing our business with European and Asian OEMs. Our capabilities are evidenced by our success in being awarded significant content on our customers' top-selling platforms, including the Ford F-Series and GM's Silverado, Sierra, Tahoe, Yukon and Escalade vehicle models.

Incumbent Position Across Diverse Customer Base

As the incumbent supplier to platforms, we have typically participated in the design of their successor platforms, and therefore, we believe we have been afforded a competitive advantage to win the upgrade and the ultimate replacement business. In addition, we believe that our presence on our largest customers' highest-volume and most important platforms is a competitive advantage that allows us to further increase our market share, cross-sell our other product lines, fully leverage our lean initiatives, spread our fixed costs over higher volumes and increase our return on capital.

Experienced Management Team

Our senior management team has extensive background in the automotive industry. Our management team is focused on guiding us through the challenges facing the automotive industry and the changing economic environment through ongoing and continued cost reduction and restructuring initiatives and is intent on continuing to implement our business strategies. For more information on our executive officers, see [Management](#).

Adaptable Approach to Global Manufacturing Footprint to Ensure Continued Profitability

We continuously evaluate our global manufacturing footprint to ensure we are optimizing our operations to remain accessible to our customers while driving cost improvement. We are currently in the process of transitioning a significant portion of our manufacturing operations from high-cost to low-cost countries. In Europe, we have transferred many of our manufacturing operations in Western Europe to lower cost countries in Eastern Europe. In addition, we have restructured our European employee base by increasing the percentage of lower cost local employees. Both of these efforts have allowed us to decrease our operating costs and drive increased profitability without sacrificing product quality. In North America, we have added significant production capacity and headcount in Mexico while maintaining or reducing production capacity in Canada and the United States. Our current forecasts anticipate a continuation of these trends.

Driving Profitable Growth and Cash Flow Generation

We are committed to growing shareholder value by driving profitable growth, increased Adjusted EBITDA, and strong cash flow generation. We continue to drive revenue growth through increased market share and targeted growth in China, and our Adjusted EBITDA margins continue to grow through our restructuring efforts. Since 2013, our Adjusted EBITDA margin has increased from 9.3% to 10.8% for the year ended December 31, 2015. We are also driving increased cash flow through rigorous capital management. Capital expenditure levels are being reduced to levels in line with our

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industry peers following a period of higher spending which was necessitated by deferred maintenance during the most recent cyclical downturn. In addition, we are focused on reducing working capital through optimizing inventory, receivables and payables.

Our Business Strategy

Our business strategy is to drive for profitable growth, become one of the thirty largest global automotive suppliers in terms of sales, and among the top 5% of global automotive suppliers in terms of return on invested capital (what we refer to as Top 30 / Top 5). We are seeking to realize this vision by matching our priorities and strengths to the emerging global industry environment by:

Focusing on core product lines;

Producing superior products as a recognized innovation leader;

Creating an advantaged global manufacturing footprint to support customers;

Commonizing and standardizing world-class engineering and manufacturing operations;

As the Company continues to grow, we will look to further evolve our strategy to create additional opportunities to drive shareholder value.

Operational and Strategic Initiatives

As part of our profitable growth strategy, we implemented the Cooper Standard Operating System, or CSOS, to fully position the Company for growth and ensure global consistency in engineering design, program management, manufacturing process, purchasing and IT systems. Standardization across all regions is especially critical in support of customers' global platforms that require the same design, quality and delivery standards everywhere across the world.

The CSOS consists of the following areas, with a strategic focus that aligns with the Company's growth strategy:

CSOS Function	Strategic Focus
World-Class Safety	Implement globally consistent measurement system with zero incidents goal.
World-Class Operations	Optimize global performance by implementing best business practices across the organization.
Continuous Improvement	Implement lean manufacturing tools across all facilities to achieve cost savings and increased performance.
Global Purchasing	Develop an advantaged supply base to effectively leverage scale and optimize supplier quality.

Innovation Management	Focused innovation processes to create breakthrough technologies for market differentiation.
Global Program Management	Ensure consistent and flawless product launch process across all regions.
IT Systems	Implement common systems to effectively communicate information throughout the business.

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Leverage Technology for Innovative Solutions

We utilize our technical expertise to provide customers with innovative solutions. Our engineers combine product design with a broad understanding of material characteristics for enhanced vehicle performance. We believe our reputation for successful innovation in product design and materials is the reason our customers consult us early in their vehicle development and design process of their next generation vehicles.

Cooper Standard has evolved and further energized its approach to innovation with its i³ Innovation Process (Imagine, Initiate, Innovate). This approach is used as a mechanism to capture ideas from across our Company and supply partners while promoting a culture of innovation.

Ideas are carefully evaluated by a Global Technology Council and those that are selected are put on an accelerated development cycle with a dedicated innovation team focused on breakthrough ideas. This team is developing innovative technologies based on materials expertise, process know-how, and application vision, which will drive future product direction. Among recently announced technologies is ArmorHose, a breakthrough technology which results in significantly more durable coolant hoses, and eliminates the need for separate abrasion sleeves on under-hood hose assemblies. Several other significant technologies, especially related to advanced materials, processing and weight reduction have recently been realized. These include: Fortrex, a revolutionary material that provides higher performance and lower weight to weather seals; and MagAlloy, a new processing technology for brake lines that increases long term durability through superior corrosion resistance.

Continued Emphasis on Global Platforms

We believe global platforms will drive increased growth for capable global suppliers. Our global presence and technological capabilities ideally position us to win business on global platforms. Based on our 2015 revenue, six of the top ten vehicle platforms on which we provide content are global platforms, which demonstrates that customers already look to us to support global platforms. It is predicted that the top ten global platforms produced by automakers will account for about 30% of the world's light vehicle volume by 2021, further highlighting the importance of being well-positioned to participate in these high volume global programs.

Invest in Emerging Markets to Accelerate Growth

We are committed to expanding our presence in Asia. In China, vehicle production is expected to grow at a 4.1% CAGR from 2015 through 2020 to 30 million vehicles. Accordingly, we have accelerated the Company's sealing business growth and provided additional growth opportunities with domestic Chinese automakers across product lines through the Huayu-Cooper Standard Sealing Systems Co., or Shenya, transaction, which resulted in our 95% majority stake in the largest Chinese automotive sealing supplier. Additionally, our Cooper Standard / INOAC JV has accelerated fluid transfer systems growth and provides additional growth opportunities with Japanese OEMs in China and Southeast Asia. In India, we have launched new sealing and fuel and brake facilities to expand our market leading positions for both product lines. We have also become 100% owner of our existing sealing JV and have expanded our relationship with Sujan Group with a new fluid transfer systems JV. Collectively, these initiatives further develop our global platform to serve our global customer base.

Pursue Acquisitions and Strategic Alliances to Enhance Capabilities and Accelerate Growth

We intend to continue to selectively pursue complementary acquisitions and joint ventures to enhance our customer base, geographic penetration, scale and technology. Consolidation is an

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industry trend and is encouraged by the OEMs' desire for global automotive suppliers. We believe we have a strong platform for growth through acquisitions based on our past integration successes, experienced management team, global presence and operational excellence. We currently operate through several successful joint ventures.

Share Repurchase Program and Concurrent Share Purchase

On March 14, 2016, we announced that our Board of Directors has approved a securities repurchase program, authorizing us to repurchase, in the aggregate, up to \$125 million of our outstanding common stock or warrants to purchase common stock. The authorization replaces the remaining balance of a previous \$50 million repurchase program authorized in May 2013. Under the program authorized by the Board of Directors, repurchases may be made on the open market or through private transactions, as determined by our management and in accordance with prevailing market conditions and Securities and Exchange Commission requirements. We are not obligated to acquire a particular number of securities, and the program may be discontinued at any time at our discretion.

Of such \$125 million, we have agreed to purchase from the underwriters \$23.8 million of shares of common stock at a price per share equal to the price to the public for the Marketed Shares, resulting in the purchase by us of 350,000 shares at \$68.00 per share. We refer to this purchase as the share purchase.

We intend to fund the share purchase with available cash. The completion of the share purchase is contingent on the satisfaction of customary closing conditions and conditioned upon, among other things, the completion of this offering.

Corporate Information

Cooper-Standard Holdings Inc. was incorporated in Delaware in December 2004. In August 2009, following the onset of the financial crisis and economic downturn that severely impacted the global automotive industry, Cooper-Standard Holdings Inc. and its wholly-owned subsidiaries in the United States and Canada commenced reorganization proceedings in the United States and Canada. In May 2010, the Company consummated its reorganization pursuant to a court-confirmed plan of reorganization and emerged from the Chapter 11 proceedings and the Canadian proceedings.

In October 2013, the Company's common stock was listed on the NYSE and began trading under the ticker symbol CPS. Prior to the NYSE listing, the Company's common stock was traded on the Over-the-Counter, or OTC, Bulletin Board under the symbol COSH.

Our principal executive offices are located at 39550 Orchard Hill Place Drive, Novi, Michigan 48375 and our telephone number is (248) 596-5900. Our website address is www.cooperstandard.com. The information contained on, or accessible through, our website is not part of this prospectus supplement or the accompanying prospectus and is not incorporated by reference in this prospectus supplement or the accompanying prospectus.

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The following summary of the offering contains basic information about the offering and our common stock and is not intended to be complete. It does not contain all the information that may be important to you. For a more complete understanding of our common stock, please refer to the section of the accompanying prospectus entitled "Description of Capital Stock."

Issuer	Cooper-Standard Holdings Inc.
Common stock offered by the selling stockholders	2,000,000 shares.
Common stock to be sold to the public	1,650,000 shares.
Common stock to be purchased by us	350,000 shares.
Common stock to be outstanding immediately after this offering and the share purchase	17,193,251 shares.
Option to purchase additional shares of common stock from the selling stockholders	The selling stockholders have granted the underwriter a 30-day option from the date of this prospectus supplement to purchase up to 300,000 additional shares of our common stock at the public offering price. We have agreed to pay 100% of the underwriting discounts and commissions on the Marketed Shares sold by the selling stockholders pursuant to this prospectus supplement, including the shares sold pursuant to the underwriters' option.
Use of proceeds	We will not receive any proceeds from the sale of any shares of our common stock by the selling stockholders, including from any exercise by the underwriters of their option to purchase additional shares from the selling stockholders. See "Use of Proceeds."
Share purchase	Subject to completion of this offering, we have agreed to purchase 350,000 shares of our common stock from the underwriters having an aggregate value of \$23.8 million at \$68.00 per share, which is equal to the price to the public for the Marketed Shares.
Dividend policy	We have never paid or declared a dividend on our common stock and we have no current plan to pay dividends on our common stock. Any decision to declare and pay dividends in the future will be made at the sole discretion of our Board of Directors and will

depend on, among other things, our results of operations, capital requirements, financial condition, contractual restrictions, restrictions in our debt agreements, general economic conditions, state law

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Risk factors

requirements and other factors that our Board of Directors may deem relevant. Additionally, our existing credit facilities contain covenants limiting our ability to pay dividends to stockholders. See Dividend Policy.

See Risk Factors for a discussion of risks you should carefully consider before deciding to invest in our common stock.

NYSE trading symbol

CPS

Unless otherwise indicated, information in this prospectus supplement and the accompanying prospectus with respect to the number of shares of our common stock to be outstanding immediately after the consummation of this offering and the share purchase is based on 17,543,251 shares of common stock outstanding as of March 10, 2016 and does not reflect:

1,139,093 shares of common stock issuable upon exercise of 1,135,686 warrants to purchase shares of common stock outstanding;

2,027,217 shares of common stock reserved for future issuance under our Omnibus Incentive Plan (the 2011 Omnibus Incentive Plan);

1,216,409 shares of common stock issuable upon exercise of outstanding options issued under the 2011 Omnibus Incentive Plan at a weighted exercise price of \$47.84431 per share; or

468,041 shares of common stock issuable upon vesting of outstanding restricted stock units and stock settled performance units at target.

Unless otherwise indicated, this prospectus supplement reflects and assumes the purchase by us of \$23.8 million of shares at the purchase price of \$68.00 per share, resulting in the purchase by us of 350,000 shares, and the retirement of such shares upon purchase by us.

Unless otherwise indicated, this prospectus supplement reflects and assumes no exercise by the underwriters of their 30-day option to purchase up to 300,000 additional shares from the selling stockholders at the public offering price. We have agreed to pay 100% of the underwriting discounts and commissions on the Marketed Shares sold by the selling stockholders pursuant to this prospectus supplement, including the shares sold pursuant to the underwriters option.

Table of Contents**Summary Financial and Other Data**

The following table shows summary historical consolidated financial and other data for Cooper-Standard Holdings Inc. for the periods and as of the dates presented. The summary historical consolidated financial information as of December 31, 2015 and 2014 and for each of the three years ended December 31, 2015, 2014 and 2013 has been derived from our audited consolidated financial statements and the related notes included elsewhere in this prospectus supplement. The summary historical consolidated balance sheet as of December 31, 2013 has been derived from our audited consolidated financial statements not included or incorporated by reference in this prospectus supplement.

You should read the following summary financial and other data together with the information under Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, Risk Factors and our audited consolidated financial statements and the related notes included elsewhere in this prospectus supplement.

	Year Ended December 31,		
	2015	2014	2013
	(dollars in thousands, except for share and per share amounts)		
Statements of Net Income Data:			
Sales	\$ 3,342,804	\$ 3,243,987	\$ 3,090,542
Cost of products sold	2,755,691	2,734,558	2,617,804
Gross profit	587,113	509,429	472,738
Selling, administration & engineering expenses	329,922	301,724	293,446
Amortization of intangibles	13,892	16,437	15,431
Impairment charges	21,611	26,273	
Restructuring charges	53,844	17,414	21,720
Other operating profit	(8,033)	(16,927)	
Operating profit	175,877	164,508	142,141
Interest expense, net of interest income	(38,331)	(45,604)	(54,921)
Equity earnings	5,683	6,037	11,070
Other income (expense), net	9,759	(36,658)	(7,437)
Income before income taxes	152,988	88,283	90,853
Income tax expense	41,218	42,810	45,599
Net income	111,770	45,473	45,254
Net loss (income) attributable to noncontrolling interests	110	(2,694)	2,687
Net income attributable to Cooper-Standard Holdings Inc.	\$ 111,880	\$ 42,779	\$ 47,941