

Kampe Susan P.
Form 3
March 08, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kampe Susan P. | | (Month/Day/Year) | Cooper-Standard Holdings Inc. [CPS] | |
| (Last) | (First) | (Middle) | 03/01/2018 | |
| 39550 ORCHARD HILL PLACE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | See Remarks | |
| NOVI,Â MIÂ 48375 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|---------------------------|----------------------------|--------------|-------|---------------|---|---|
| Restricted Stock Units <u>(1)</u> | 02/18/2019 ⁽²⁾ | 02/18/2019 | Common stock | 500 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Units <u>(4)</u> | 11/02/2019 ⁽²⁾ | 11/02/2019 | Common stock | 750 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> | 02/13/2020 ⁽²⁾ | 02/13/2020 | Common stock | 394 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Units <u>(6)</u> | 02/13/2021 ⁽²⁾ | 02/13/2021 | Common stock | 335 | \$ <u>(3)</u> | D | Â |
| Employee stock options (right to buy) <u>(7)</u> | Â <u>(8)</u> | 02/18/2026 | Common stock | 2,700 | \$ 68.5 | D | Â |
| Employee stock options (right to buy) <u>(9)</u> | Â <u>(8)</u> | 02/13/2027 | Common stock | 1,897 | \$ 107.48 | D | Â |
| Employee stock options (right to buy) <u>(10)</u> | Â <u>(8)</u> | 02/13/2028 ⁽¹¹⁾ | Common stock | 1,581 | \$ 112.71 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kampe Susan P. 39550 ORCHARD HILL PLACE NOVI, MI 48375 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Denise Balog, on behalf of Susan P. Kampe under Power of Attorney

03/08/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) These are time-based restricted stock units (RSUs) granted to the reporting person on February 18, 2016, under Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- (2) Subject to the reporting person's continued employment with the company or its affiliate, these RSU's shall vest and no longer be subject to forfeiture on the third anniversary date of the grant.
- (3) The company, in its sole discretion, will settle such RSU's by electing either to (i) make an appropriate book entry in the reporting person's name for a number of shares equal to the number of RSU's that have vested or (ii) deliver an amount of cash equal to the fair market value, determined as of the vesting date, of a number of shares equal to the number of RSU's that have vested.
- (4) These are time-based restricted stock units (RSUs) granted to the reporting person on November 2, 2016, under Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- (5)

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These are time-based restricted stock units (RSUs) granted to the reporting person on February 13, 2017, under Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.

- (6) These are time-based restricted stock units (RSUs) granted to the reporting person on February 13, 2018, under Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
- (7) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 18, 2016, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- (8) Subject to the reporting person's continued employment with the company or its affiliate, one third of the options shall vest on each of the first three anniversaries of the grant date.
- (9) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 13, 2017, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- (10) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 13, 2018, under the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.

- (11) To the extent an option would expire at a time when the holder of such option is prohibited by applicable law or by the Company's insider trading policy from exercising the option(the "Closed Window Period"), then such Option shall remain exercisable until the thirtieth (30th) day following the end of the Closed Window Period

^

Remarks:

Senior Vice President, Chief Information Officer

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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