



Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 8, 2017 the Board of Directors of GP Strategies Corporation, a Delaware corporation (“the Company”), approved certain amendments to the Company’s By-Laws.

The Company’s By-Laws had provided for an Executive Committee with broad powers, had given the Board of Directors the authority to create other committees with such powers granted by the Board of Directors, and had addressed certain matters relating to the operations of the Executive Committee and other committees. Under this authority, the Board of Directors has established Audit, Compensation, Nominating/Corporate Governance and Government Security Committees, all of which operate pursuant to written charters approved by the Board of Directors.

The amendments eliminate the Executive Committee specific provisions so that it is structured consistently with the Company’s other committees. In conjunction with the amendment to the By-Laws, the Board of Directors also approved a charter for the Executive Committee. The amendments also clarify the Board of Directors’ authority to create such committees as it deems appropriate, simplify the committee provisions, and delete certain duplicative language.

The amendments are effective as of the time of Board of Directors approval.

The foregoing description of the amendments is qualified in its entirety by reference to the amended by-laws which is filed as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements & Exhibits

(d) Exhibits

3.1 GP Strategies Corporation Amended and Restated By-Laws, including all amendments through August 8, 2017.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GP STRATEGIES CORPORATION

Date: August 14, 2017 /s/ Kenneth L. Crawford

Kenneth L. Crawford

Senior Vice President, General Counsel & Secretary