

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

GP STRATEGIES CORP  
Form SC 13G/A  
February 04, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3 )\*

GP Strategies Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

36225V104

-----  
(CUSIP Number)

December 31, 2002

-----  
(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

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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Liberty Wanger Asset Management, L.P. 36-3820584

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

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Not Applicable

(a) [ ]

(b) [ ]

---

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF SHARES	5	SOLE VOTING POWER None
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BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER 870,000
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REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER None
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	8	SHARED DISPOSITIVE POWER 870,000
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

870,000

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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

5.7%

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12 TYPE OF REPORTING PERSON\*

IA

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CUSIP No. 36225V104

13G

Page 3 of 9 Pages

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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WAM Acquisition GP, Inc.

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

Not Applicable

(a) [ ]

(b) [ ]

---

3 SEC USE ONLY

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-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
NUMBER OF SHARES 5 SOLE VOTING POWER  
None

-----  
BENEFICIALLY OWNED BY EACH 6 SHARED VOTING POWER  
870,000

-----  
REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER  
None

-----  
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

5.7%

-----  
12 TYPE OF REPORTING PERSON\*

CO

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Item 1(a) Name of Issuer:

GP Strategies Corporation

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

9 West 57th Street  
New York, NY 10019

Item 2(a) Name of Person Filing:

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

Item 2(b) Address of Principal Business Office:

WAM and WAM GP are both located at:

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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, 2002):
- (a) Amount owned "beneficially" within  
the meaning of rule 13d-3:  
  
870,000
- (b) Percent of class:  
  
5.7 % (based on 15,280,731 shares  
outstanding as of November 11,  
2002).
- (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

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Item 6 Ownership of More than Five Percent on Behalf of Another Person:

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 4, 2003

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  
LIBERTY 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 4, 2003  
by and between Liberty Wanger Asset Management, L.P.  
and WAM Acquisition GP, Inc.

Page 8 of 9 Pages