

MOTORCAR PARTS AMERICA INC

Reported by
MOCHULSKY RICHARD K

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/22/17 for the Period Ending 06/20/17

| | |
|-------------|--|
| Address | 2929 CALIFORNIA STREET TORRANCE, CA 90503 |
| Telephone | 3109724015 |
| CIK | 0000918251 |
| Symbol | MPAA |
| SIC Code | 3714 - Motor Vehicle Parts and Accessories |
| Industry | Auto, Truck & Motorcycle Parts |
| Sector | Consumer Cyclical |
| Fiscal Year | 03/31 |

FORM 4

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

OMB APPROVAL
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Form 5 obligations may
continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|--|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Mochulsky Richard K | | MOTORCAR PARTS AMERICA INC [MPAA] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Sales | |
| (Last) (First) (Middle) C/O MOTORCAR PARTS OF AMERICA, INC., 2929 CALIFORNIA STREET | | 3. Date of Earliest Transaction (MM/DD/YYYY) 6/20/2017 | | | |
| (Street) TORRANCE, CA 90503 | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|------------------|-----------------------------------|---------------------------|---|--|-----|---|------------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option | \$27.4 | 6/20/2017 | | A | | 3300 | | 6/20/2017 (1) | 6/19/2027 | Common Stock | 3300 | \$0 | 0 | D | |
| Restricted Stock Unit | (2) | 6/24/2016 | | A | | 1500 | | (3) | (3) | Common Stock | 1500 | \$0 | 1500 | D | |

Explanation of Responses:

- The option will vest in three equal annual installments beginning June 20, 2018, subject to the reporting person's continued employment with the issuer through each applicable vesting date.
- Each restricted stock unit represents a contingent right to receive one share of MPAA common stock.
- The restricted stock units vest in three equal annual installments beginning on June 20, 2018, subject to the reporting person's continued employment with the issuer through each applicable vesting date. Vested shares will be delivered to the reporting person no later than 60 days following the applicable vesting date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mochulsky Richard K C/O MOTORCAR PARTS OF AMERICA, INC. 2929 CALIFORNIA STREET TORRANCE, CA 90503 | | | VP, Sales | |

Signatures

/s/ Richard Mochulsky

6/21/2017

**Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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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