

# MOTORCAR PARTS AMERICA INC

Reported by  
**SCHOONER DOUGLAS EARL**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/28/17 for the Period Ending 06/26/17

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

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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)	
<b>Schooner Douglas Earl</b>		<b>MOTORCAR PARTS AMERICA INC [MPAA]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Manufacturing Officer</b>	
(Last) (First) (Middle) <b>2929 CALIFORNIA STREET</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>6/26/2017</b>			
(Street) <b>TORRANCE, CA 90503</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input 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			
Common Stock	6/26/2017		M		800	A	(1)	5035	D	
Common Stock	6/26/2017		F		323 (2)	D	\$28.18	4712	D	
Common Stock	6/26/2017		M		866	A	(5)	5578	D	
Common Stock	6/26/2017		F		359 (6)	D	\$28.18	5219	D	

**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				
Restricted Stock Unit	(3)	6/26/2017		M		800		(4)	(4)	Common Stock	667	\$0	1600	D	
Restricted Stock Unit	(3)	6/26/2017		M		866		(7)	(7)	Common Stock	866	\$0	0	D	

### Explanation of Responses:

- These shares were acquired upon the vesting of restricted stock units granted to the reporting person on June 24, 2016.
- These shares were withheld by Motorcar Parts of America, Inc. to pay the tax liability incident to the vesting of restricted stock units granted on June 24, 2016.
- Each restricted stock unit represents the contingent right to receive one share of MPAA common stock.
- On June 24, 2016, the reporting person was granted 2400 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- These shares were acquired upon the vesting of restricted stock units granted to the reporting person on June 24, 2014.
- These shares were withheld by Motorcar Parts of America, Inc. to pay the tax liability incident to the vesting of restricted stock units granted on June 24, 2014.
- On June 24, 2014, the reporting person was granted 2600 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Schooner Douglas Earl</b> <b>2929 CALIFORNIA STREET</b>			<b>Chief Manufacturing Officer</b>	

**Signatures**

/s/ Douglas Schooner

6/27/2017

—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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