

Gay Philip  
Form 4  
October 11, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or 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, 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 \*  
Gay Philip

2. Issuer Name and Ticker or Trading Symbol  
MOTORCAR PARTS AMERICA INC [MPAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/09/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2929 CALIFORNIA STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

TORRANCE, CA 90503

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 10/09/2017                           |  | M                              |   | 600   | A  | Ⓣ 2,882                           |
| Common Stock                    | 10/09/2017                           |  | M                              |   | 505   | A  | Ⓣ 3,387                           |

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

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (1)  | 10/09/2017                           |  | M                              | 600   | (2) (2)  | Common Stock  | 600                           |
| Restricted Stock Units                     | (1)  | 10/09/2017                           |  | M                              | 505   | (3) (3)  | Common Stock  | 505                           |
| Restricted Stock Units                     | (1)  | 10/09/2017                           |  | A                              | 1,706   | (4) (4)  | Common Stock  | 1,706                         |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Gay Philip<br>2929 CALIFORNIA STREET<br>TORRANCE, CA 90503 | X             |           |         |       |

## Signatures

/s Philip Gay                      10/09/2017  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of MPAA common stock.
- On October 9, 2016, the reporting person was granted 1,799 restricted stock units. The restricted stock units vest in three equal annual installments beginning October 9, 2017, subject to the reporting person's continued status as a non-employee director through each applicable vesting date. Vested shares will be delivered to the reporting person no later than 60 days following the applicable vesting date.
- (2) On October 9, 2015, the reporting person was granted 1,517 restricted stock units. The restricted stock units vest in three equal annual installments beginning October 9, 2016, subject to the reporting person's continued status as a non-employee director through each applicable vesting date. Vested shares will be delivered to the reporting person no later than 60 days following the applicable vesting date.
- (3) On October 9, 2015, the reporting person was granted 1,517 restricted stock units. The restricted stock units vest in three equal annual installments beginning October 9, 2016, subject to the reporting person's continued status as a non-employee director through each applicable vesting date. Vested shares will be delivered to the reporting person no later than 60 days following the applicable vesting date.

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- On October 9, 2017, the reporting person was granted 1,706 restricted stock units. The restricted stock units vest in three equal annual
- (4) installments beginning October 9, 2018, subject to the reporting person's continued status as a non-employee director through each applicable vesting date. Vested shares will be delivered to the reporting person no later than 60 days following the applicable vesting date.

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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