

MOTORCAR PARTS AMERICA INC

Form 4

December 12, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Daly Kevin Gerard

(Last) (First) (Middle)

C/O MOTORCAR PARTS OF  
AMERICA, INC., 2929  
CALIFORNIA STREET

(Street)

TORRANCE, CA 90503

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

MOTORCAR PARTS AMERICA  
INC [MPAA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Accounting Officer

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/10/2014                              |                                                             | M                                    | 2,500                                                                   | A \$ 12                                                                                                            | 8,700                                                                   | D                                                                 |
| Common<br>Stock                       | 12/10/2014                              |                                                             | M                                    | 3,733                                                                   | A \$ 9.32                                                                                                          | 12,433                                                                  | D                                                                 |
| Common<br>Stock                       | 12/10/2014                              |                                                             | F                                    | 2,531                                                                   | D \$<br>33.5411<br>(1)                                                                                             | 9,902                                                                   | D                                                                 |

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

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(9-02)

**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 (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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                      | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option                               | \$ 12                                                  | 12/10/2014                           |                                                    | M                              | 2,500                                                                          | 08/30/2006 <sup>(2)</sup> 08/30/2016                     | Common Stock 2,500                                            |
| Stock Option                               | \$ 9.32                                                | 12/10/2014                           |                                                    | M                              | 3,733                                                                          | 09/03/2013 <sup>(3)</sup> 09/03/2023                     | Common Stock 3,733                                            |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Daly Kevin Gerard  
C/O MOTORCAR PARTS OF AMERICA, INC.  
2929 CALIFORNIA STREET  
TORRANCE, CA 90503

Chief Accounting Officer

## Signatures

/s/ Kevin Daly 12/12/2014

\_\_Signature of  
Reporting Person

Date

## 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).

The price reported in column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$33.50 to \$33.65, inclusive. The reporting person undertakes to provide to Motorcar Parts of America, Inc., any security holder of Motorcar Parts of America, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(1) The option was fully vested as of December 10, 2014.

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- (3) The option vested as to one-third of the shares subject thereto on September 3, 2014 and will vest as to one-third of the shares subject thereto on each of September 3, 2015 and September 3, 2016.

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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