

MOTORCAR PARTS AMERICA INC  
Form 8-K  
June 16, 2011

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 10, 2011

Motorcar Parts of America, Inc.  
(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation)

001-33861  
(Commission File Number)

11-2153962  
(IRS Employer Identification No.)

2929 California Street, Torrance CA  
(Address of principal executive offices)

90503  
(Zip Code)

Registrant's telephone number, including area code: (310) 212-7910

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreement.

On June 10, 2011, Motorcar Parts of America, Inc. (the “Registrant”) entered into Core Amendment No. 3 to Vendor Agreement (the “Amendment No. 3”) and Core Amendment No. 4 to Vendor Agreement (the “Amendment No. 4”), each effective as of May 31, 2011, with its largest customer pursuant to which the Registrant will purchase portions of the customer’s core inventory and exclusively supply certain alternators and starters to such customer through March 31, 2014. On June 10, 2011, the Registrant also entered into Addendum No. 2 to Amendment No. 1 to Vendor Agreement (the “Addendum”), effective as of May 31, 2011, with its largest customer pursuant to which the Registrant will continue to supply the customer with alternators and starters.

The foregoing summaries of the Amendment No. 3, Amendment No. 4 and Addendum do not purport to be complete and are qualified in their entirety by the terms of the Amendment No. 3, Amendment No. 4 and Addendum, which are attached hereto as Exhibits 10.1, 10.2 and 10.3 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

|      | (d) | Exhibits  |
|------|-----|---|
| 10.1 |     | Core Amendment No. 3 to Vendor Agreement, dated as of May 31, 2011, by and between Motorcar Parts of America, Inc. and AutoZone Parts, Inc.*              |
| 10.2 |     | Core Amendment No. 4 to Vendor Agreement, dated as of May 31, 2011, by and between Motorcar Parts of America, Inc. and AutoZone Parts, Inc.*              |
| 10.3 |     | Addendum No. 2 to Amendment No. 1 to Vendor Agreement, dated as of May 31, 2011, by and between Motorcar Parts of America, Inc. and AutoZone Parts, Inc.* |

\* Portions of these agreements have been omitted pursuant to a request for confidential treatment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOTORCAR PARTS OF AMERICA, INC.

Date: June 16, 2011

/s/ Michael M. Umansky  
Michael M. Umansky  
Vice President and General Counsel

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EXHIBIT INDEX

|             |   |
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