

MOTORCAR PARTS AMERICA INC

Form 4

June 15, 2016

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

OMB APPROVAL

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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 *
SELWYN JOFFE2. 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)

2929 CALIFORNIA STREET

(Street)

TORRANCE, CA 90503

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/20164. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO & Chairman6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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 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)
Common Stock	06/11/2016		M	(A) or (D) Amount 17,196 (1)	A \$ 0 (1)	136,735	D
Common Stock	06/13/2016		F	7,841 (2)	D \$ 27.74	128,894	D

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	06/11/2016		M		17,196		(4)	(4)	Common Stock	17,196

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SELWYN JOFFE 2929 CALIFORNIA STREET TORRANCE, CA 90503	X President, CEO & Chairman

Signatures

/s/ Selwyn Joffe 06/13/2016

__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).

(1) These shares were acquired upon vesting of the restricted stock units granted on June 11, 2014, as reported in Table II of this Form 4.

(2) Represents shares reacquired to satisfy tax liabilities in connection with common stock issued in settlement of restricted stock units that vested on June 11, 2016, as reported on Table II of this Form 4.

(3) Each restricted stock unit represents a contingent right to receive one share of MPAA common stock.

On June 11, 2014, the reporting person was granted 51,589 restricted stock units. The restricted stock units vest in three equal annual installments beginning June 11, 2015, subject to the reporting persons continued employment 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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