

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Daly Kevin Gerard</u> (Last) (First) (Middle) <u>C/O MOTORCAR PARTS OF AMERICA, INC.</u> <u>2929 CALIFORNIA STREET</u> (Street) <u>TORRANCE CA 90503</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MOTORCAR PARTS AMERICA INC [MPAA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2019</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|---------------------------|---|--|--|---|--|-------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option | \$19.93 ⁽¹⁾ | 07/02/2019 | | A | 6,250 | | 07/02/2019 ⁽¹⁾ | 07/01/2029 ⁽¹⁾ | Common Stock | 6,250 | \$0 | 6,250 | D | |
| Restricted Stock Unit | ⁽²⁾ | 07/02/2019 | | A | 2,502 | | ⁽³⁾ | ⁽³⁾ | Common Stock | 2,502 | \$0 | 2,502 | D | |

Explanation of Responses:

- The option will vest in three equal annual installments beginning July 2, 2020, subject to the reporting person's continued employment with the issuer through each applicable vesting date.
- Each restricted stock unit represents a contingent right to receive one share of MPAA common stock.
- The restricted stock units vest in three equal annual installments beginning on July 2, 2020, subject to the reporting person's continued employment with the issuer through each applicable vesting date. Vested shares will be delivered to the reporting person no later than 60 days following the applicable vesting date.

/s/ Kevin Daly 07/05/2019

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.