

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**

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>Adelson Scott Joseph</u>  (Last) (First) (Middle) 10250 CONSTELLATION BLVD., 5TH FLOOR  (Street) LOS ANGELES CA 90067  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/09/2019	
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			
Common Stock	10/09/2019		M		600	A	(1)	43,038	D	
Common Stock	10/09/2019		M		568	A	(1)	43,606	D	
Common Stock	10/09/2019		M		975	A	(1)	44,581	D	

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	10/09/2019		M		600		(2)	(2)	Common Stock	600	\$0	0	D	
Restricted Stock Units	(1)	10/09/2019		M		568		(3)	(3)	Common Stock	568	\$0	569	D	
Restricted Stock Units	(1)	10/09/2019		M		975		(4)	(4)	Common Stock	975	\$0	1,950	D	
Restricted Stock Units	(1)	10/09/2019		A		4,204		(5)	(5)	Common Stock	4,204	\$0	4,204	D	

**Explanation of Responses:**

- 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.
- On October 9, 2017, the reporting person was granted 1,706 restricted stock units. The restricted stock units vest in three equal annual 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.
- On October 9, 2018, the reporting person was granted 2,925 restricted stock units. The restricted stock units vest in three equal annual installments beginning October 9, 2019, 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.
- On October 9, 2019, the reporting person was granted 4,204 restricted stock units. The restricted stock units vest in three equal annual installments beginning October 9, 2020, 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.

/s/ Scott Adelson 10/09/2019  
 \*\* Signature of Reporting Person Date

\* 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.

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