

**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): September 5, 2019

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	MPAA	The Nasdaq Global Select Market

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Motorcar Parts of America, Inc. (the “Company”) was held on September 5, 2019 (the “Meeting”).

At the Meeting, the Company’s stockholders voted on proposals to: (i) elect directors; (ii) ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accountants for the fiscal year ending March 31, 2020; and (iii) approve on a non-binding advisory basis the compensation of our named executive officers.

All nominees for election to the Board of Directors of the Company as directors were elected to serve until the next Annual Meeting of Stockholders and until their respective successors are duly elected and qualified, or until the earlier of such director’s death, resignation or removal. The stockholders also ratified the selection of the independent registered public accountants. The stockholders did not approve on a non-binding advisory basis the compensation of our named executive officers.

The number of votes cast for or against and the number of abstentions and broker non-votes with respect to each proposal are set forth below:

Proposal 1—Election of DirectorsNominee

	<u>Shares For</u>	<u>Shares Against</u>	<u>Share Abstaining</u>	<u>Broker Non-Votes</u>
Selwyn Joffe	14,119,877	2,280,485	19,909	1,660,297
Scott J. Adelson	14,552,426	1,847,664	20,181	1,660,297
Rudolph J. Borneo	13,159,652	3,240,438	20,181	1,660,297
David Bryan	14,320,355	2,079,729	20,187	1,660,297
Joseph Ferguson	16,143,675	256,415	20,181	1,660,297
Philip Gay	13,970,061	2,430,027	20,183	1,660,297
Duane Miller	13,607,940	2,792,150	20,181	1,660,297
Jeffrey Mirvis	14,322,120	2,077,968	20,183	1,660,297
Barbara L. Whittaker	16,143,437	258,910	17,924	1,660,297

Proposal 2—Ratification of Ernst & Young LLP

	<u>Shares For</u>	<u>Against</u>	<u>Shares Abstaining</u>
	17,895,385	181,610	3,573

Proposal 3—Advisory Vote on the Compensation of Our Named Executive Officers

	<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstaining</u>	<u>Broker Non-Votes</u>
	6,403,103	9,531,003	486,165	1,660,297

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: September 10, 2019

s/ Michael M. Umansky

Michael M. Umansky
Vice President and General Counsel