

MOTORCAR PARTS AMERICA INC  
Form 8-K  
March 02, 2010

**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): February 25, 2010**

**Motorcar Parts of America, Inc.**

(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <u>New York</u><br>(State or other jurisdiction of<br>incorporation) | <u>001-33861</u><br>(Commission File Number) | <u>11-2153962</u><br>(IRS Employer Identification No.) |
|--|--|--|

|  |                            |
|--|----------------------------|
| <u>2929 California Street, Torrance CA</u><br>(Address of principal executive offices) | <u>90503</u><br>(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 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 February 25, 2010.

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, 2010; and (iii) amend the 2004 Non-Employee Director Stock Option Plan to increase the number of shares under such plan from 175,000 to 275,000.

All nominees for election to the Board of Directors were elected to serve until the next Annual Meeting of Stockholders and until their respective successors are 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 and approved the amendment to the 2004 Non-Employee Director Stock Option Plan. The number of votes cast for, against or withheld and the number of abstentions and broker non-votes with respect to each proposal is set forth below:

|   | Shares For               | Shares Withheld             | Broker Non-Votes  |                  |
|---|--------------------------|-----------------------------|-------------------|------------------|
| Proposal 1  |                          |                             |                   |                  |
| Election of Directors   |                          |                             |                   |                  |
| Selwyn Joffe  | 7,902,731                | 250,653                     | 2,401,047         |                  |
| Mel Marks   | 7,342,453                | 810,931                     | 2,401,047         |                  |
| Scott Adelson   | 7,935,351                | 218,033                     | 2,401,047         |                  |
| Rudolph Borneo  | 7,920,459                | 232,925                     | 2,401,047         |                  |
| Philip Gay  | 7,921,459                | 231,925                     | 2,401,047         |                  |
| Duane Miller  | 7,921,459                | 231,925                     | 2,401,047         |                  |
| Jeffrey Mirvis  | 7,979,943                | 173,441                     | 2,401,047         |                  |
|   |                          |                             |                   |                  |
| Proposal 2  |                          |                             | Shares Abstaining |                  |
| Ratification of Ernst & Young LLP                                     | Shares For<br>10,364,572 | Shares Against<br>160,290   | 29,569            |                  |
|   |                          |                             |                   |                  |
| Proposal 3  |                          |                             | Shares Abstaining | Broker Non-Votes |
| Approval of Amendment to 2004 Non-Employee Director Stock Option Plan | Shares For<br>7,102,347  | Shares Against<br>1,024,972 | 26,065            | 2,401,047        |

**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: March 2, 2010

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