



**Item 1.01. Entry into a Material Definitive Agreement.**

On December 9, 2010, Motorcar Parts of America, Inc. (the Registrant ) entered into a Third Amendment (the Third Amendment ), dated as of December 6, 2010, to its Revolving Credit and Term Loan Agreement (as amended, the Credit Agreement ), with Union Bank, N.A., as administrative agent and lender, and Branch Banking & Trust Company. The Third Amendment, among other things, eliminates the minimum LIBOR lending rate with respect to the term loan under the Credit Agreement.

The foregoing summary of the Third Amendment does not purport to be complete and is qualified in its entirety by the terms of the Third Amendment, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

- 10.1 Third Amendment to the Revolving Credit and Term Loan Agreement, dated as of December 6, 2010, by and among Motorcar Parts of America, Inc., Union Bank, N.A., and Branch Banking & Trust Company.

**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: December 13, 2010

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

**EXHIBIT INDEX**

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