



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

The Annual Meeting of Stockholders of Motorcar Parts of America, Inc. (the “Registrant”) was held on March 19, 2015.

The Registrant’s stockholders voted on proposals to: (i) elect directors; (ii) ratify the appointment of Ernst & Young LLP as the Registrant’s independent registered public accountants for the fiscal year ending March 31, 2015; 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 (the “Board”) as 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 on a non-binding advisory basis the compensation of our named executive officers.

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:

Proposal 1—Election of Directors

Nominee                      Shares For Shares Withheld Broker Non-Votes

Selwyn Joffe	13,127,298	1,498,430	1,639,776
Mel Marks	13,508,010	1,117,718	1,639,776
Scott Adelson	12,059,324	2,566,404	1,639,776
Rudolph Borneo	12,498,918	2,126,810	1,639,776
Philip Gay	12,937,186	1,688,542	1,639,776
Duane Miller	14,064,171	561,557	1,639,776
Jeffrey Mirvis	14,076,396	549,332	1,639,776

Proposal 2—Ratification of Ernst & Young LLP

Shares For Shares Against Shares Abstaining

15,808,779      386,665              70,060

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

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares</u>	<u>Broker</u>
11,171,654	3,324,852	<u>Abstaining</u>	<u>Non-Votes</u>
		129,222	1,639,776

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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 24, 2015 s/ Michael M. Umansky  
Michael M. Umansky  
Vice President and General Counsel

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