

MOTORCAR PARTS AMERICA INC  
Form 8-K  
April 02, 2013

**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): March 28, 2013

**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.)

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**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))

**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 28, 2013.

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, 2013; (iii) approve our Amended and Restated 2010 Incentive Award Plan; and (iv) 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) were elected to serve for a one-year term of office or until their respective successors are elected and qualified. The stockholders also ratified the selection of the independent registered public accountants, approved our Amended and Restated 2010 Incentive Award Plan 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	6,525,265	1,930,851	3,403,785
Mel Marks	4,171,563	4,284,553	3,403,785
Scott Adelson	6,530,779	1,925,337	3,403,785
Rudolph Borneo	6,058,442	2,397,674	3,403,785
Philip Gay	6,515,007	1,941,109	3,403,785
Duane Miller	6,618,109	1,838,007	3,403,785
Jeffrey Mirvis	6,600,295	1,855,821	3,403,785

Proposal 2 Ratification of Ernst & Young LLP

Shares For	Shares Against	Shares Abstaining
10,854,459	6,553	998,889

Proposal 3 Vote to Approve Our Amended and Restated 2010 Incentive Award Plan

Shares For	Shares Against	Shares Abstaining	Broker Non-Votes
5,054,067	2,408,709	993,340	3,403,785

Proposal 4 Advisory Vote on the Compensation of Our Named Executive Officers

Shares For	Shares Against	Shares Abstaining	Broker Non-Votes
5,124,913	2,333,103	998,100	3,403,785

**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: April 2, 2013

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