

Bryan David
Form 4
October 11, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bryan David

2. Issuer Name **and** Ticker or Trading
Symbol
MOTORCAR PARTS AMERICA
INC [MPAA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2929 CALIFORNIA STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2017

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

TORRANCE, CA 90503

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/09/2017		M		600	A	11 2,453

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	10/09/2017		M		600		(2)	(2)	Common Stock	600
Restricted Stock Units	(1)	10/09/2017		A		1,706		(3)	(3)	Common Stock	1,706

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bryan David 2929 CALIFORNIA STREET TORRANCE, CA 90503	X

Signatures

/s/ David Bryan 10/10/2017

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each restricted stock unit represents a contingent right to receive one share of MPAA common stock.

On October 9, 2016, the reporting person was granted 1,799 restricted stock units. The restricted stock units vest in three equal annual

(2) installments beginning October 9, 2017, subject to the reporting person's continued status as a non-employee director through each applicable vesting date. Vested shares will be delivered to the reporting person no later than 60 days following the applicable vesting date.

On October 9, 2017, the reporting person was granted 1,706 restricted stock units. The restricted stock units vest in three equal annual

(3) installments beginning October 9, 2018, subject to the reporting person's continued status as a non-employee director through each applicable vesting date. Vested shares will be delivered to the reporting person no later than 60 days following the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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