



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 December 18, 2017 (the “Meeting”).

At the Meeting, 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, 2018; (iii) approve our Third Amended and Restated 2010 Incentive Award Plan (the “Plan”); (iv) approve on a non-binding advisory basis the compensation of our named executive officers and (v) approve on a non-binding advisory basis the frequency of future advisory votes on the compensation of our named executive officers.

All nominees for election to the Board of Directors of the Company as directors were elected to serve until the next Annual Meeting of Stockholders and until their respective successors are duly 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. The stockholders also approved the Plan and on a non-binding advisory basis approved the compensation of our named executive officers and having future advisory votes on the compensation of our named executive officers every 1 year.

The number of votes cast for, against or withheld and the number of abstentions and broker non-votes with respect to each proposal are set forth below:

Proposal 1—Election of Directors

Nominee

	<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstaining</u>	<u>Broker Non-Votes</u>
Selwyn Joffe	16,707,773	238,367	8,703	806,493
Scott J. Adelson	9,917,832	7,027,562	9,449	806,493
Rudolph J. Borneo	16,593,907	354,488	6,448	806,493
David Bryan	15,019,371	1,926,023	9,449	806,493
Joseph Ferguson	16,829,247	116,347	9,249	806,493
Philip Gay	16,591,006	354,388	9,449	806,493
Duane Miller	16,826,540	118,854	9,449	806,493
Jeffrey Mirvis	16,811,856	133,538	9,449	806,493
Timothy D. Vargo	16,830,006	116,134	8,703	806,493
Barbara L. Whittaker	16,829,352	116,160	9,331	806,493

Proposal 2—Ratification of Ernst & Young LLP

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstaining</u>
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17,605,236	145,148	10,952
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Proposal 3—Approval of Our Third Amended and Restated 2010 Incentive Award Plan

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstaining</u>	<u>Broker Non-Votes</u>
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15,551,717	1,387,614	15,512	806,493
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Proposal 4—Advisory Vote on the Compensation of Our Named Executive Officers

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares</u> <u>Abstaining</u>	<u>Broker</u> <u>Non-Votes</u>
16,539,054	399,675	16,114	806,493

Proposal 5—Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of Our Named Executives

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker</u> <u>Non-Votes</u>
14,552,096	20,282	2,371,193	11,272	806,493

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 21, 2017 s/ Michael M. Umansky  
Michael M. Umansky  
Vice President and General Counsel