

MOTORCAR PARTS AMERICA INC
Form SC 13G/A
February 16, 2010

CUSIP No.620071100

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

**SCHEDULE 13G
(Amendment No. 4)**

Under the Securities Exchange Act of 1934

Motorcar Parts of America, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

620071100
(CUSIP Number)

December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | | | |
|-----|---|---|-----|
| 1) | Name of Reporting Person | Costa Brava Partnership III L.P. | |
| | I.R.S. Identification | | |
| | No. of Above Person | | |
| 2) | (Entities Only) Check the Appropriate Box | 04-3387028 (a) <input type="radio"/> | |
| 3) | if a Member of a Group SEC Use Only | (b) <input type="radio"/> | |
| 4) | Citizenship or Place of Organization | A Delaware limited partnership | |
| | Number of | 5) Sole Voting | -0- |
| | Shares Beneficially | Power | |
| | Owned by Each | 6) Shared Voting | -0- |
| | Reporting Person | Power | -0- |
| | With | 7) Sole Dispositive | -0- |
| | | Power | |
| | | 8) Shared Dispositive Power | -0- |
| 9) | Aggregate Amount Beneficially Owned by Each Reporting Person | -0- | |
| 10) | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/> | |
| 11) | Percent of Class Represented by Amount in Row (9) | -0- | |
| 12) | Type of Reporting Person | PN | |

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| | | | |
|-----|--|--------------------------------------|-----|
| 1) | Name of Reporting Person | Roark, Rearden & Hamot, LLC | |
| | I.R.S. Identification | | |
| | No. of Above Person | | |
| | (Entities Only) | | |
| 2) | Check the Appropriate Box | (a) <input type="radio"/> | |
| | if a Member of a Group | (b) <input type="radio"/> | |
| 3) | SEC Use Only | | |
| 4) | Citizenship or Place | A Delaware limited liability company | |
| | of Organization | | |
| | Number of | 5) Sole Voting | -0- |
| | Shares Beneficially | Power | |
| | Owned by Each | 6) Shared Voting | |
| | Reporting Person | Power | -0- |
| | With | 7) Sole Dispositive | -0- |
| | | Power | |
| | | 8) Shared Dispositive Power | |
| | | | -0- |
| 9) | Aggregate Amount Beneficially Owned | | |
| | by Each Reporting Person | -0- | |
| 10) | Check Box if the Aggregate Amount in | | |
| | Row (9) Excludes Certain Shares | | |
| | | <input type="radio"/> | |
| 11) | Percent of Class Represented by Amount | | |
| | in Row (9) | -0- | |
| 12) | Type of Reporting Person | OO - Other | |

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| | | | |
|-----|--|-----------------------------|-----|
| 1) | Name of Reporting Person | Seth W. Hamot | |
| | I.R.S. Identification | | |
| | No. of Above Person | | |
| | (Entities Only) | | |
| 2) | Check the Appropriate Box | (a) <input type="radio"/> | |
| | if a Member of a Group | (b) <input type="radio"/> | |
| 3) | SEC Use Only | | |
| 4) | Citizenship or Place | A United States citizen | |
| | of Organization | | |
| | Number of | 5) Sole Voting | -0- |
| | Shares Beneficially | Power | |
| | Owned by Each | 6) Shared Voting | |
| | Reporting Person | Power | -0- |
| | With | 7) Sole Dispositive | -0- |
| | | Power | |
| | | 8) Shared Dispositive Power | |
| | | | -0- |
| 9) | Aggregate Amount Beneficially Owned | | |
| | by Each Reporting Person | -0- | |
| 10) | Check Box if the Aggregate Amount in | | |
| | Row (9) Excludes Certain Shares | | |
| | | <input type="radio"/> | |
| 11) | Percent of Class Represented by Amount | | |
| | in Row (9) | -0- | |
| 12) | Type of Reporting Person | IN, HC | |

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Amendment No. 4 to Schedule 13G (Final Amendment)

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on June 28, 2006, Amendment No. 1 thereto filed on December 22, 2006, Amendment No. 2 thereto filed on February 12, 2008 and Amendment No. 3 thereto filed on February 17, 2009 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated as follows:

Item 4. Ownership.

(a) through (c):

The information requested in these paragraphs is set forth in Items 5 through 9 and 11 of the cover pages to this Schedule 13G, and is incorporated herein by reference thereto.

Item 5. Ownership Of Five Percent Or Less Of A Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following: X

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

The Reporting Persons have agreed that the Schedule 13G, and any amendments thereto, may be filed by Seth W. Hamot on behalf of all of them jointly pursuant to Rule 13d-1(k)(1). A copy of such agreement was filed as Exhibit 1 to the Schedule 13G.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2010

/s/ Seth W. Hamot
Seth W. Hamot