

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> |
|-------------------|-----------------------|--------------------------|
|-------------------|-----------------------|--------------------------|

| | | |
|------------|---------|--------|
| 17,605,236 | 145,148 | 10,952 |
|------------|---------|--------|

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> |
|-------------------|-----------------------|--------------------------|-------------------------|
|-------------------|-----------------------|--------------------------|-------------------------|

| | | | |
|------------|-----------|--------|---------|
| 15,551,717 | 1,387,614 | 15,512 | 806,493 |
|------------|-----------|--------|---------|

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

| <u>Shares For</u> | <u>Shares Against</u> | <u>Shares</u> | <u>Broker</u> |
|-------------------|-----------------------|-------------------|------------------|
| | | <u>Abstaining</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