

Edgar Filing: MOTORCAR PARTS AMERICA INC - Form SC 13G/A

MOTORCAR PARTS AMERICA INC  
Form SC 13G/A  
January 06, 2009

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

SCHEDULE 13G

(Amendment No. 2)

Under the Securities Exchange Act of 1934\*

Motorcar Parts of America, Inc.  
-----

(Name of Issuer)

Common Stock, par value \$0.01 per share  
-----

(Title of Class of Securities)

620071100  
-----

(CUSIP Number)

December 31, 2008  
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(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 on 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 (the "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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CUSIP No. 620071100  
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13G

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1            NAME OF REPORTING PERSON  
             S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Third Point LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER 0
6 SHARED VOTING POWER 150,000
7 SOLE DISPOSITIVE POWER 0
8 SHARED DISPOSITIVE POWER 150,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 150,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.2%

12 TYPE OF REPORTING PERSON OO

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Daniel S. Loeb

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]

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(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

150,000

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

150,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 620071100

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Third Point Offshore Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [X]

3 SEC USE ONLY

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4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		108,000
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		108,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	108,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	N/A	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0.9%	
12	TYPE OF REPORTING PERSON	
	OO	

This Amendment No. 2 to Schedule 13G (this "Amendment No. 2") is being filed with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Motorcar Parts of America, Inc., a corporation formed under the laws of the State of New York (the "Company"), to amend the Schedule 13G filed on May 29, 2007 (as amended by Amendment No. 1 thereto filed on February 13, 2008, the "Schedule 13G"). This Amendment No. 2 is being filed to disclose that the Reporting Persons no longer beneficially own more than 5% of the Common Stock. Capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in the Schedule 13G.

Item 4: Ownership:

Item 4 is hereby amended and restated as follows:

The beneficial ownership of Common Stock by the Reporting Persons, as of December 31, 2008, is as follows:

A. Third Point LLC

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(a) Amount beneficially owned: 150,000

(b) Percent of class: 1.2%. This percentage is based upon a total of 12,112,021 shares of Common Stock outstanding, calculated as the sum of (i) 11,962,021 shares of Common Stock outstanding as of November 4, 2008, as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008 (the "Reported Share Number") and (ii) the 150,000 shares of Common Stock issuable upon exercise of warrants held by the Funds.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 150,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 150,000

B. Daniel S. Loeb

(a) Amount beneficially owned: 150,000

(b) Percent of class: 1.2%. This percentage is based upon a total of 12,112,021 shares of Common Stock outstanding, calculated as the sum of (i) the Reported Share Number, and (ii) the 150,000 shares of Common Stock issuable upon exercise of warrants held by the Funds.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 150,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 150,000

C. Third Point Offshore Fund, Ltd.

(a) Amount beneficially owned: 108,000

(b) Percent of class: 0.9%. This percentage is based upon a total of 12,112,021 shares of Common Stock outstanding, calculated as the sum of (i) the Reported Share Number and (ii) the 108,000 shares of Common Stock issuable upon exercise of warrants held by the Offshore Fund.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 108,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 108,000

Item 5: Ownership of Five Percent or Less of a Class:

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ X ]

Item 10: Certification:

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Each of the Reporting Persons hereby makes the following 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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[Signatures on following page]

SIGNATURE

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: January 6, 2009

THIRD POINT LLC

By: Daniel S. Loeb, Chief Executive Officer

By: /s/ William Song

-----  
Name: William Song  
Title: Attorney-in-Fact

THIRD POINT OFFSHORE FUND, LTD.

By: Daniel S. Loeb, Director

By: /s/ William Song

-----  
Name: William Song  
Title: Attorney-in-Fact

DANIEL S. LOEB

By: /s/ William Song

-----  
Name: William Song  
Title: Attorney-in-Fact

[SIGNATURE PAGE TO AMENDMENT NO. 2 TO SCHEDULE 13G WITH RESPECT TO  
MOTORCAR PARTS OF AMERICA, INC.]

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EXHIBIT INDEX

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Exhibit 99.1: Power of Attorney granted by Daniel S. Loeb in favor of James P. Gallagher, William Song, Joshua L. Targoff and Bruce Wilson, dated June 12, 2008, was previously filed with the SEC on September 9, 2008 as an exhibit to Amendment No. 4 to Schedule 13D filed by Third Point LLC, Third Point Offshore Fund, Ltd. and Daniel S. Loeb with respect to Flow International Corporation and is incorporated herein by reference.