MOTORCAR PARTS AMERICA INC Form SC 13G/A February 14, 2014

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

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)1

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

Common Stock, \$0.01 par value (Title of Class of Securities)

620071100 (CUSIP Number)

December 31, 2013 (Date of Event Which Requires Filing of this Statement)

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

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

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).

¹ 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.

NAME OF REPORTING PERSON

1

2	Raging Capital Master Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY				
3	SEC USE OILL!				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	CAYMAN ISLANDS				
NUMBER OF SHARES	5	SOLE VOTING POWER			
BENEFICIALLY	7	- 0 -			
OWNED BY	6	SHARED VOTING POWER			
EACH REPORTING		0			
PERSON WITH	7	- 0 - SOLE DISPOSITIVE POWER			
TERSON WITH	,	SOLL DISTOSTITVE TOWER			
		- 0 -			
	8	SHARED DISPOSITIVE POWE	R		
		- 0 -			
9	AGGREGATE AMOUNT BEN	EFICIALLY OWNED BY EACH	REPORTING PERSON		
10	- 0 - CHECK BOY IF THE ACCRECATE AMOUNT IN DOW (0) "				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " EXCLUDES CERTAIN SHARES				
	EACLODES CENTAIN SHAKES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	0% TYPE OF REPORTING PERSON				
12	I I FE OF REPORTING PERSON				
	CO				

NAME OF REPORTING PERSON

1

2 3	Raging Capital Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			* *
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES	DELAWARE	5	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	3	6	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		7	- 0 - SOLE DISPOSITIVE POWER	
		8	- 0 - SHARED DISPOSITIVE POWE	R
9	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) "EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	0% TYPE OF REPORTING PERSON			
	IA			

1	NAME OF REPORTING PERSON			
2	William C. Martin CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY (a) o (b) o			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	USA	5	SOLE VOTING POWER	
	Y	6	- 0 - SHARED VOTING POWER	
	I	7	- 0 - SOLE DISPOSITIVE POWER	
		8	- 0 - SHARED DISPOSITIVE POWE	R
9	AGGREGATE	E AMOUNT BEN	- 0 - NEFICIALLY OWNED BY EACH	REPORTING PERSON
10	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	0% TYPE OF REPORTING PERSON			
	IN			

Item 1(a).	Name of Issuer:		
Motorcar Parts of America, l	ıc.		
Item 1(b).	Address of Issuer's Principal Executive Offices:		
2929 California Street Torrance, California 90503			
Item 2(a).	Name of Person Filing:		
Raging Capital Manageme	ging Capital Master Fund, Ltd., a Cayman Islands exempted company ("Raging Masternt, LLC, a Delaware limited liability company ("Raging Capital"), and William g is referred to as a "Reporting Person" and collectively as the "Reporting Persons."		
Raging Capital is the Invest Officer and Managing Memb	nent Manager of Raging Master. William C. Martin is the Chairman, Chief Investmen er of Raging Capital.		
Item 2(b).	Address of Principal Business Office or, if none, Residence:		
228, Rocky Hill, New Jersey	ess of each of Raging Capital and William C. Martin is Ten Princeton Avenue, PO Box 08553. The principal business address of Raging Master is c/o Ogier Fiduciary Service Way, Camana Bay, Grand Cayman KY 1-9007, Cayman Islands.		
Item 2(c).	Citizenship:		
	ander the laws of the Cayman Islands. Raging Capital is organized under the laws of the C. Martin is a citizen of the United States of America.		
Item 2(d).	Title of Class of Securities:		
Common Stock, \$0.01 par va	lue (the "Shares").		
Item 2(e).	n 2(e). CUSIP Number:		
620071100			
Item 3.If this statement is fi filing is a:	ed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person		
	/ / Not Applicable		
(a) / /	Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).		
(b) /	Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).		
(c) //	Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).		
(d)//Investment company	registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).		

	(e)	/X/	Investi	ment adviser in a	accordance with Section 240.13d-1(b)(1)(ii)(E).
(f)	//	Employee	e benefit plan or	endowment fun	nd in accordance with Section 240.13d-1(b)(1)(ii)(F).
(g)	//	Parent ho	lding company	or control person	on in accordance with Section 240.13d-1(b)(1)(ii)(G).
(h) /	/ / Savii	ngs associat	ion as defined in	n Section 3(b) of	f the Federal Deposit Insurance Act (12 U.S.C. 1813).
	•		excluded from Act (15 U.S.C.		of an investment company under Section 3(c)(14) of the
	(j)	//	Non-U.	S. institution in	accordance with Section 240.13d-1(b)(1)(ii)(J).
	(k))	/ /	Group, in acc	cordance with Section 240.13d-1(b)(1)(ii)(J).
Item 4.				Ov	wnership.
As of D	ecember	31, 2013, tl	he Reporting Pe	rsons no longer	beneficially owned any securities of the Issuer.
Item 5.			Own	ership of Five P	Percent or Less of a Class.
					the date hereof the reporting person has ceased to be the ecurities, check the following [X].
Item 6.			Ownership of M	Iore than Five P	Percent on Behalf of Another Person.
Not App	plicable.				
			lassification of bany or Control	•	Which Acquired the Security Being Reported on by the
Not App	plicable.				
Item 8.			Identificati	on and Classific	eation of Members of the Group.
	nibit 99.1 ch 20, 20		edule 13G filed	by the Reportin	ng Persons with the Securities and Exchange Commission
Item 9.				Notice of Dis	ssolution of Group.
Not App	plicable.				
Item 10.				Cer	rtifications.
	-	-			ge and belief, the securities referred to above were acquired ot 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.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014 Raging Capital Master Fund, Ltd.

By: Raging Capital Management, LLC

Investment Manager

By: /s/ Frederick C. Wasch

Name: Frederick C. Wasch Title: Chief Financial Officer

Raging Capital Management, LLC

By: /s/ Frederick C. Wasch

Name: Frederick C. Wasch Title: Chief Financial Officer

/s/ Frederick C. Wasch

Frederick C. Wasch as attorney-in-fact for William

C. Martin