

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

MOTORCAR PARTS AMERICA INC  
Form SC 13G/A  
February 13, 2008

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

SCHEDULE 13G

(Amendment No. 1)

Under the Securities Exchange Act of 1934\*

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

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

620071100  
-----

(CUSIP Number)

December 31, 2007  
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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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-----  
 1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
 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
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		1,150,000
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		1,150,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 1,150,000  
 -----

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  
  
 9.4%  
 -----

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  
 -----

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Daniel S. Loeb

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
1,150,000

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
1,150,000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,150,000

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  
9.4%

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) [ ]

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(b) [X]

3	SEC USE ONLY	
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		828,000
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		828,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	828,000
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	6.8%
12	TYPE OF REPORTING PERSON	OO

This Amendment No. 1 to Schedule 13G (this "Amendment No. 1") is being filed with respect to the Common Stock of Motorcar Parts of America, Inc., a corporation organized under the laws of the State of New York (the "Company"), to amend the Schedule 13G filed on May 29, 2007 (the "Schedule 13G"). Capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in the Schedule 13G.

Item 4: Ownership:

The beneficial ownership of Common Stock by the Reporting Persons, as of December 31, 2007, is as follows:

A. Third Point LLC

- (a) Amount beneficially owned: 1,150,000
- (b) Percent of class: 9.4%. This percentage is based upon a total of 12,212,280 shares of Common Stock outstanding, calculated as the sum of (i)

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12,062,280 shares of Common Stock outstanding as of November 5, 2007, as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 (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: 1,150,000
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,150,000

B. Daniel S. Loeb

-----  
(a) Amount beneficially owned: 1,150,000  
(b) Percent of class: 9.4%. This percentage is based upon a total of 12,212,280 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: 1,150,000
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,150,000

C. Third Point Offshore Fund, Ltd.

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(a) Amount beneficially owned: 828,000  
(b) Percent of class: 6.8%. This percentage is based upon a total of 12,170,280 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: 828,000
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 828,000

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Item 10:            Certification:  
-----            -----

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.

[Signatures on following page]

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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: February 13, 2008

THIRD POINT LLC

By: Daniel S. Loeb, Chief Executive Officer

By: /s/ Keith Waller

-----  
Name: Keith Waller  
Title: Attorney-in-Fact

THIRD POINT OFFSHORE FUND, LTD.

By: Daniel S. Loeb, Director

By: /s/ Keith Waller

-----  
Name: Keith Waller  
Title: Attorney-in-Fact

DANIEL S. LOEB

By: /s/ Keith Waller

-----  
Name: Keith Waller  
Title: Attorney-in-Fact

[SIGNATURE PAGE TO AMENDMENT NO. 1 TO SCHEDULE 13G WITH RESPECT TO  
MOTORCAR PARTS OF AMERICA, INC.]