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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**FENIX PARTS, INC.**

**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) \_\_\_\_\_  
Aggregate number of securities to which transaction applies:

(3) \_\_\_\_\_  
Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) \_\_\_\_\_  
Proposed maximum aggregate value of transaction:

(5) \_\_\_\_\_  
Total fee paid:

- Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) \_\_\_\_\_  
Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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ANNUAL MEETING OF STOCKHOLDERS OF

FENIX PARTS, INC.

May 24, 2016

TO: [BENEFICIARY]

Voting Instruction Authorization Form

The Notice of Meeting, proxy statement and annual report  
Are available at:

<http://ir.fenixparts.com/phoenix.zhtml?c=253994&p=irol-reportsAnnual>

CST Trust Company, as Trustee of the voting rights represented by the special voting share of Fenix Parts, Inc., is providing the following information and materials to you, as a registered holder of exchangeable preferred shares of Fenix Parts Canada Inc.

You are entitled to instruct us as to the exercise of votes which would attach to the shares of Fenix Parts, Inc. common stock receivable upon the exchange of your Fenix Parts Canada Inc. exchangeable preferred shares. In the alternative, you may attend the Fenix Annual Stockholders Meeting and personally exercise thereat, as our proxy, the Beneficiary Votes to which you are entitled.

You may instruct us to provide you or your designee with our proxy to exercise personally your votes by checking the box at the right:

You may also instruct us to provide our proxy to the designated agents of the management of Fenix Parts, Inc. to vote your shares by promptly completing this form and returning it in the enclosed envelope.

Please return the duly completed Voting Instruction Authorization form in the enclosed postage prepaid envelope or a scanned copy via email to [gashby@canstockta.com](mailto:gashby@canstockta.com).

If we do not receive instructions from you by 5:00 p.m. Eastern Time on May 20, 2016, the votes you are entitled to will not be exercised.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS  
AND "FOR" PROPOSALS 2 AND 3.

1. Election of 7 directors

<input type="checkbox"/> FOR ALL NOMINEES	NOMINEES:
<input type="checkbox"/> Withhold Authority FOR ALL NOMINEES	<input type="checkbox"/> Kent Robertson
<input type="checkbox"/> FOR ALL EXCEPT (See instructions below)	<input type="checkbox"/> Gary Beagell
	<input type="checkbox"/> Steven Dayton
	<input type="checkbox"/> J. Michael McFall
	<input type="checkbox"/> Seth Myones
	<input type="checkbox"/> Thomas O'Brien
	<input type="checkbox"/> Clayton Trier

Instructions: to withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT"  
and fill in the circle next to each nominee you wish to withhold, as shown here

	FOR	AGAINST	ABSTAIN
2. Approval of Fenix Parts, Inc. Employee Stock Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the appointment of BDO USA, LP as our independent registered accounting firm for 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Number of Voting Rights Held:

\_\_\_\_\_

(representing the number of exchangeable preferred shares of Fenix Parts Canada Inc.)

**[BENEFICIARY]**

By:

\_\_\_\_\_  
Name:

Title: