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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

U.S. Auto Parts Network, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

68-0623433

(I.R.S. Employer Identification No.)

**2050 W. 190th Street, Suite 400
Torrance, California 90504**

(Address, including zip code, of Principal Executive Offices)

U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan
(Full title of the plan)

**Alfredo Gomez
General Counsel
U.S. Auto Parts Network, Inc.
2050 W. 190th Street, Suite 400
Torrance, California 90504
(424) 702-1455**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.001 par value per share	1,500,000 ⁽¹⁾⁽²⁾ shares	\$ 10.71 ⁽³⁾	\$ 16,065,000 ⁽³⁾	\$ 2,085 ⁽³⁾

- (1) This Registration Statement covers, in addition to the number of shares of U.S. Auto Parts Network, Inc., a Delaware corporation (the “Company” or the “Registrant”), common stock, par value \$0.001 per share (the “Common Stock”), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan (the “Plan”) as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Plan on January 1, 2020 pursuant to an “evergreen” provision contained in the Plan. Pursuant to such provision, on January 1 of each calendar year commencing in 2017 and ending on (and including) January 1, 2026, the number of shares authorized for issuance under the Plan is automatically increased by 1,500,000 shares; provided, that the Board of Directors of the Registrant may act prior to January 1st of a given year to provide that there will be no January 1st increase for such year or that the increase for such year will be a lesser number of shares of Common Stock than would otherwise occur. For example, for 2019 the Board of Directors provided that there would be no share increase on January 1, 2019.
- (3) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on July 14, 2020, as quoted on the Nasdaq Global Select Market.

The Exhibit Index for this Registration Statement is at page 6.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plan is effective. This Registration Statement on Form S-8 registers the offer and sale of an additional 1,500,000 shares of Common Stock for issuance under the Plan. The Registrant previously registered shares of Common Stock for issuance under the Plan on June 27, 2016 (Commission File No. 333-212256), March 14, 2017 (Commission File No. 333-216671), and August 9, 2018 (Commission File No. 333-226736). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above and consists of only the items required by General Instruction E.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- (a) The Company’s Annual Report on Form 10-K for its fiscal year ended [December 28, 2019](#), filed with the Commission on March 10, 2020 (Commission File No. 001-33264);
- (b) The Company’s Quarterly Report on Form 10-Q for its fiscal quarter ended [March 28, 2020](#), filed with the Commission on May 6, 2020 (Commission File No. 001-33264);
- (c) The Company’s Current Reports on Form 8-K, filed with the Commission on [April 16, 2020](#), [May 4, 2020](#), [June 3, 2020](#), [June 16, 2020](#), [June 22, 2020](#) and [July 17, 2020](#) (each, Commission File No. 001-33264);
- (d) The Company’s Registration Statements on Form S-8, filed with the Commission on [June 27, 2016](#) (Commission File No. 333-212256), [March 14, 2017](#) (Commission File No. 333-216671), and [August 9, 2018](#) (Commission File No. 333-226736); and
- (e) The description of the Common Stock filed as Exhibit 4.2 to the Company’s Annual Report on Form 10-K for its fiscal year ended December 28, 2019, filed with the Commission on [March 10, 2020](#) (Commission File No. 001-33264) and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Alfredo Gomez. Mr. Gomez is General Counsel of the Company and is compensated by the Company as an employee. Mr. Gomez owns 201,338 shares of Common Stock, 163,679 restricted stock units that are payable in an equivalent number of shares of Common Stock (with performance-based restricted stock unit awards included at the target level of performance), and Company stock options to acquire up to an additional 355,504 shares of Common Stock. Mr. Gomez is eligible to receive stock awards by the Company under the Plan.

Item 8. Exhibits

See the attached Exhibit Index at page 6, which is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<u>4.</u>	U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan. (Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Commission on June 2, 2016 (File No. 001-33264) and incorporated herein by this reference.)
<u>5.</u>	Opinion of Counsel (opinion re legality).
<u>23.1</u>	Consent of RSM US LLP (consent of independent registered public accounting firm).
<u>23.2</u>	Consent of Counsel (included in Exhibit 5).
<u>24.</u>	Power of Attorney (included in this Registration Statement under "Signatures").

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on July 21, 2020.

U.S. AUTO PARTS NETWORK, INC.

By: /s/ Lev Peker

Lev Peker

Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Alfredo Gomez, Lev Peker and David Meniane, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lev Peker</u> Lev Peker	Chief Executive Officer and Director (Principal Executive Officer)	July 21, 2020
<u>/s/ David Meniane</u> David Meniane	Chief Financial Officer and Chief Operating Officer (Principal Financial and Accounting Officer)	July 21, 2020
<u>/s/ Warren B. Phelps III</u> Warren B. Phelps III	Chairman of the Board	July 21, 2020
<u>/s/ Jim Barnes</u> Jim Barnes	Director	July 21, 2020
<u>/s/ Joshua L. Berman</u> Joshua L. Berman	Director	July 21, 2020
<u>/s/ Jay K. Greyson</u> Jay K. Greyson	Director	July 21, 2020
<u>/s/ Sol Khazani</u> Sol Khazani	Director	July 21, 2020
<u>/s/ Mehran Nia</u> Mehran Nia	Director	July 21, 2020
<u>/s/ Nanxi Liu</u> Nanxi Liu	Director	July 21, 2020

Opinion of Alfredo Gomez, Esq.

July 21, 2020

U.S. Auto Parts Network, Inc.
2050 W. 190th Street, Suite 400
Torrance, CA 90504

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

My opinion is furnished to you in connection with a Registration Statement on Form S-8 (the "Registration Statement") filed by U.S. Auto Parts Network, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 1,500,000 shares of Common Stock, par value \$0.001 per share, of the Company (the "Shares"). The Shares are issuable pursuant to the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan (the "Plan").

I am the General Counsel of the Company and have advised the Company in connection with the filing of the Registration Statement.

I have examined and relied upon a signed copy of the Registration Statement as filed with the Commission, including the exhibits thereto. I, or attorneys under my supervision, have also examined and relied upon the Second Amended and Restated Certificate of Incorporation of the Company, as amended and in effect at all relevant times, the Amended and Restated Bylaws of the Company, as amended and in effect at all relevant times, and minutes of meetings of the stockholders and the Board of Directors of the Company and such other documents, corporate records, certificates of public officials and other instruments as I have deemed necessary or advisable for the purpose of rendering this opinion. In addition, I have relied as to certain matters on information obtained from public officials and officers of the Company.

In my examination of the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies, the authenticity of the originals of such latter documents and the legal capacity of all signatories to such documents.

I express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of Delaware.

In rendering the opinion set forth below, I have assumed that each award agreement under which options, restricted stock, restricted stock units or other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold, and the consideration therefor has been received by the Company, in accordance with the terms of the Plan, such Shares will be validly issued, fully paid and nonassessable.

Please note that I am opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and I disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

It is understood that this opinion is to be used only in connection with the offer and sale of Shares while the Registration Statement is in effect.

Very truly yours,

By: /s/ Alfredo Gomez
Alfredo Gomes
General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on the Form S-8 of U.S. Auto Parts Network, Inc. of our report dated March 9, 2020, relating to the consolidated financial statements of U.S. Auto Parts Network, Inc. and subsidiaries, appearing in the Annual Report on the Form 10-K of U.S. Auto Parts Network Inc. and subsidiaries for the year ended December 28, 2019.

/s/ RSM US LLP

Los Angeles, California
July 21, 2020
