

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 27, 2020



**CARPARTS.COM, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-33264  
(Commission File Number)

68-0623433  
(IRS Employer Identification No.)

2050 W. 190th Street, Suite 400, Torrance, CA 90504  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (424) 702-1455

U.S. Auto Parts Network, Inc.  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	PRTS	The NASDAQ Stock Market LLC (NASDAQ Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

*Amendment to Certificate of Incorporation*

On July 27, 2020, the Company filed a Certificate of Amendment (the “**Certificate Amendment**”) to the Second Amended and Restated Certificate of Incorporation of the Company reflecting the change of the Company’s name to “CarParts.com, Inc.” The foregoing summary description of the Certificate Amendment is qualified in its entirety by reference to the full text of the Certificate Amendment, which is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

*Amendment to Bylaws*

On July 23, 2020, U.S. Auto Parts Network, Inc. (the “**Company**”) adopted Amendment No. 2 (the “**Bylaw Amendment**”) to the Amended and Restated Bylaws of the Company to (i) reflect the change of the Company’s name to “CarParts.com, Inc.” and (ii) to adopt an exclusive forum provision to provide that unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States shall be the exclusive forum for the resolution of any claims under the Securities Act of 1933, as amended. The foregoing summary description of the Bylaw Amendment is qualified in its entirety by reference to the full text of the Bylaw Amendment, which is attached hereto as Exhibit 3.2 and is incorporated by reference herein.

In connection with its name change, the CUSIP for the Company’s common stock will change to 14427M 107.

**Item 7.01 Regulation FD Disclosure.**

On July 27, 2020, the Company issued a press release announcing the Company’s name change to “CarParts.com, Inc.” A copy of the press release is furnished herewith as Exhibit 99.1

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**EXHIBIT INDEX**

Exhibit No.	Description
<a href="#"><u>3.1</u></a>	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of U.S. Auto Parts Network, Inc., dated as of July 27, 2020.
<a href="#"><u>3.2</u></a>	Amendment No. 2 to the Amended and Restated Bylaws of U.S. Auto Parts Network, Inc., dated as of July 23, 2020.
<a href="#"><u>99.1</u></a>	Press Release dated July 27, 2020.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 27, 2020

CARPARTS.COM, INC.

By: /s/ David Meniane

Name: David Meniane

Title: Chief Financial Officer and Chief Operating Officer

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**CERTIFICATE OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
U.S. AUTO PARTS NETWORK, INC.**

U.S. Auto Parts Network, Inc. (the “Corporation”), a corporation duly organized and existing under the Delaware General Corporation Law (the “DGCL”), does hereby certify that:

**First.** The amendment to the Corporation’s Second Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”) set forth below was duly adopted by the Board of Directors in accordance with the provisions of Section 242 of the DGCL, pursuant to which shareholder approval is not required.

**Second.** Article 1 of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

FIRST: The name of the corporation is CarParts.com, Inc. (the “Corporation”)

**Third.** Any and all other references in the Certificate of Incorporation to “U.S. Auto Parts Network, Inc.” are hereby amended to “CarParts.com, Inc.”.

**Fourth.** Except as herein amended, the Second Amended and Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer on this 27th day of July, 2020.

By: /s/ Alfredo Gomez  
Alfredo Gomez, General Counsel and Secretary

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**AMENDMENT NO. 2 TO  
AMENDED AND RESTATED BYLAWS  
OF U.S. AUTO PARTS NETWORK, INC.**

The undersigned, in his capacity as the duly appointed and incumbent Secretary of U.S. Auto Parts Network, Inc. (the “Corporation”), hereby certifies on behalf of the Corporation that the following Amendment to the Amended and Restated Bylaws of the Corporation (the “Bylaws”) was duly adopted by the Board of Directors of the Corporation on July 23, 2020:

1. Effective upon filing a Certificate of Amendment with the Delaware Secretary of State changing the Corporation’s name to CarParts.com, Inc., that any and all references in the Corporation’s Bylaws to “U.S. Auto Parts Network, Inc.” be amended to read “CarParts.com, Inc.”
2. The Bylaws are hereby amended to add a new Section 9.2 to the end of Article IX to read as follows:

**“SECTION 9.2 *Forum for Actions Arising Under Securities Act.***

Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Any person or entity purchasing or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of this Section 9.2.”

3. All other provisions of the Bylaws remain in full force and effect.

Date: July 23, 2020

By: /s/ Lev Peker  
Lev Peker, Chief Executive Officer

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**U.S. AUTO PARTS NETWORK IS NOW CARPARTS.COM***U.S. Auto Parts Network, Inc. Announces Corporate Name Change to CarParts.com, Inc. Effective Immediately*

TORRANCE, C.A. - July 27, 2020 - U.S. Auto Parts Network, Inc. (NASDAQ: PRTS) today announced it has formally changed its name to CarParts.com, Inc. Following its sales growth and inclusion in the Russell 2000® Index, the company decided it needed a name that reflected the tech-forward company it has become. The company, which has been a leader in online aftermarket auto parts for over 20 years, has built a strong brand identity and loyal, engaged consumer base under its flagship brand – CarParts.com – and decided its official corporate name should reflect this progression.

“CarParts.com is a tech company,” said Lev Peker, CEO of CarParts.com. “Like the best tech firms, CarParts.com’s value is in its people, expertise, supply chain, proprietary software, parts catalogue, and consumer brand. The new name speaks to the way we have used technology and e-commerce expertise to increase sales and profitability.”

As an e-commerce auto parts company, CarParts.com has carved a niche in the tech sector. CarParts.com is transforming the way drivers shop for auto parts in order to benefit today’s digital consumer. Through its simple and convenient website, CarParts.com enables consumers to connect with the parts that they need to get their vehicle on the road.

The U.S. Auto Parts NASDAQ ticker (PRTS) will be retained. CarParts.com, Inc. common stock has been assigned the CUSIP number 14427M107. Trading under the new name will begin at market opening on Tuesday, July 28, 2020. Holders of common stock are not required to exchange currently outstanding stock certificates for new stock certificates.

CarParts.com remains committed to maintaining the customer-centric strategy that has drawn consumer trust and respect for over two decades. The updated corporate identification reflects the company’s customer-first mentality in making the process of purchasing car parts online reliable, fast, cost-effective, and easy. Through continued innovation and growth, CarParts.com is dedicated to improving the e-commerce customer experience for drivers.

**About CarParts.com, Inc.**

For over 20 years, CarParts.com has been a leader in the e-commerce automotive aftermarket, providing collision, engine, and performance parts and accessories. With over 50 million parts delivered, we’ve helped everyday drivers across the continental United States find the right parts to keep their vehicles on the road.

With a focus on the end-to-end customer experience, we’ve designed our website and sourcing network to simplify the way drivers get the parts they need. Our vehicle selector and easy-to-navigate, mobile-friendly website offer customers guaranteed fitment and a convenient online shopping experience. And with our own wide distribution network, we bring the very best brands and manufacturers directly to consumer hands, cutting out all the brick-and-mortar supply chain costs to provide quality parts at a discount for our loyal customers. Combined with our 90-day return policy and satisfaction guarantee, CarParts.com makes it simple for customers to get parts delivered straight to their door.

CarParts.com is headquartered in Torrance, California.

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## Safe Harbor Statement

*This press release contains statements which are based on management's current expectations, estimates and projections about the Company's business and its industry, as well as certain assumptions made by the Company. These statements are forward looking statements for the purposes of the safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended and Section 27A of the Securities Act of 1933, as amended. Words such as "anticipates," "could," "expects," "intends," "plans," "potential," "believes," "predicts," "projects," "seeks," "estimates," "may," "will," "would," "will likely continue" and variations of these words or similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, its future operating results and financial condition and our potential growth. We undertake no obligation to revise or update publicly any forward-looking statements for any reason. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Therefore, our actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors.*

*Important factors that may cause such a difference include, but are not limited to, competitive pressures, our dependence on search engines to attract customers, demand for the Company's products, the online market and channel mix for aftermarket auto parts, the economy in general, increases in commodity and component pricing that would increase the Company's product costs, the operating restrictions in its credit agreement, the weather, the impact of the customs issues and any other factors discussed in the Company's filings with the Securities and Exchange Commission (the "SEC"), including the Risk Factors contained in the Company's Annual Report on Form 10K and Quarterly Reports on Form 10Q, which are available at [www.carparts.com](http://www.carparts.com) and the SEC's website at [www.sec.gov](http://www.sec.gov). You are urged to consider these factors carefully in evaluating the forward-looking statements in this release and are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by this cautionary statement. Unless otherwise required by law, the Company expressly disclaims any obligation to update publicly any forward-looking statements, whether as result of new information, future events or otherwise.*

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