

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) May 11, 2026



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.)

4910 Airport Plaza Drive, Suite 300, Long Beach CA 90815
(Address of principal executive offices) (Zip Code)

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

N/A
(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 Capital 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 1.01. Entry into a Material Definitive Agreement.

On May 11, 2026, CarParts.com, Inc. (the “Company”) entered in an Amendment No. 2 (the “Amendment”) to that certain Tax Benefits Preservation Plan, dated as of April 5, 2024, by and between the Company and Computershare Trust Company, N.A., as rights agent (as so amended, the “Plan”). Pursuant to the Amendment, the Final Expiration Date (as defined in the Plan) was accelerated from April 5, 2027 to May 12, 2026. As a result of the Amendment, effective as of the close of business on May 12, 2026, the Rights (as defined in the Plan) have expired and ceased to be outstanding.

The foregoing is only a summary of the material terms of the Amendment and is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

The information set forth under Item 1.01 is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth under Item 1.01 is incorporated herein by reference.

Item 8.01 Other Events.

On May 11, 2026, the Company issued a press release announcing the expiration of the Rights and the termination of the Plan. A copy of the press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Amendment No. 2 dated May 11, 2026 to the Tax Benefits Preservation Plan, dated April 5, 2024, by and between CarParts.com, Inc. and Computershare Trust Company, N.A., as rights agent.
99.1	Press Release, dated May 11, 2026
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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: May 11, 2026

CARPARTS.COM, INC.

By: /s/ Mark DiSiena
Name: Mark DiSiena
Title: Interim Chief Financial Officer

AMENDMENT NO. 2 TO TAX BENEFITS PRESERVATION PLAN

Amendment No. 2, dated May 11, 2026 (this "*Amendment*"), to that certain Tax Benefits Preservation Plan, dated April 5, 2024, by and between CarParts.com, Inc., a Delaware corporation (the "*Company*"), and Computershare Trust Company, N.A., a federally chartered trust company, as Rights Agent (the "*Rights Agent*"), as amended by Amendment No. 1 to Tax Benefits Preservation Plan, dated April 24, 2024 (collectively, the "*Plan*").

WHEREAS, the parties hereto have entered into the Plan;

WHEREAS, pursuant to Section 26 of the Plan, for so long as the Rights are still redeemable, the Company and the Rights Agent shall, if the Company so directs, supplement or amend any provision of the Plan without the approval of any holders of Rights or shares of Common Stock, subject to the terms of Section 26 of the Plan;

WHEREAS, as of the date hereof, the Rights are still redeemable; and

WHEREAS, the Board has determined that it is in the best interests of the Company and its shareholders to amend the Plan to provide for the termination of the Plan as of May 12, 2026;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Definitions. Capitalized terms used and not defined in this Amendment shall have the respective meanings assigned to them in the Plan.

2. Amendment to the Plan. As of the Effective Date (as defined in Section 3 below), the Plan is hereby amended or modified as follows:

(a) Clause (i) of Section 7.1 of the Plan is hereby amended in its entirety to read as follows:

"(i) the close of business on May 12, 2026 (the "*Final Expiration Date*"),".

3. Date of Effectiveness; Limited Effect. This Amendment will be deemed effective on the date first written above (the "*Effective Date*").

4. Miscellaneous.

(a) This Amendment is governed by and construed in accordance with the laws of the State of Delaware, without regard to the conflict of laws provisions of such State.

(b) This Amendment shall inure to the benefit of and be binding upon each of the parties hereto and each of their respective successors and assigns.

(c) The headings in this Amendment are for reference only and do not affect the interpretation of this Amendment.

(d) This Amendment may be executed in counterparts, each of which is deemed an original, but all of which constitute one and the same agreement. Delivery of an executed counterpart of this Amendment electronically shall be as effective as delivery of an original executed counterpart of this Amendment.

(e) This Amendment constitutes the sole and entire agreement between the parties hereto with respect to the subject matter contained herein, and supersedes all prior and contemporaneous understandings, agreements, representations, and warranties, both written and oral, with respect to such subject matter.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment on the date first written above.

CARPARTS.COM, INC.

By: /s/ David Meniane
Name: David Meniane
Title: Chief Executive Officer

COMPUTERSHARE TRUST COMPANY, N.A.

By: /s/ Brooke Webb
Name: Brooke Webb
Title: Senior Vice President, Client Management

CarParts.com, Inc. Terminates Tax Benefits Preservation Plan

LONG BEACH, Calif. – May 11, 2026 — CarParts.com, Inc. (the “Company”) today announced that its Board of Directors has approved an amendment to the Company’s Tax Benefit Protection Plan (the “NOL Rights Plan”) to accelerate the expiration date of the NOL Rights Plan to May 12, 2026, effectively terminating the plan as of that date. The NOL Rights Plan, which was previously set to expire on April 5, 2027, was intended to preserve the availability of the Company’s federal net operating loss carryforwards (“NOLs”) by deterring an acquisition of the Company’s stock in excess of a threshold amount that could trigger an “ownership change” within the meaning of the Internal Revenue Code. Stockholders are not required to take any action in connection with the termination of the NOL Rights Plan.

David Meniane, Chief Executive Officer of CarParts.com, said, “In reaching the decision to terminate the NOL Rights Plan, the Board considered a variety of factors, including regaining compliance with Nasdaq listing standards, as well as shareholder feedback on implementing best corporate governance practices.”

About CarParts.com, Inc.

CarParts.com, Inc. is a technology-led ecommerce company offering over 1.5 million quality automotive parts and accessories. Operating for over 30 years, the Company serves over 2.5 million unique customers annually through its website and mobile app, backed by a nationwide, company-operated distribution network providing 2-day delivery to approximately 95% of the continental United States. The company operates CarParts.com and a portfolio of brands including JC Whitney[®], Kool-Vue, Evan Fischer, Garage-Pro, and CarParts Wholesale. For more information, visit CarParts.com.

CarParts.com is headquartered in Torrance, California.

Investor Relations:

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