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 15, 2012

U.S. AUTO PARTS NETWORK, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-33264	68-0623433
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

16941 Keegan Avenue, Carson, CA 90746
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (310) 735-0553

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))

Item 7.01. Regulation FD Disclosure.

On May 16, 2012, U.S. Auto Parts Network, Inc. (the "Company") will be meeting with certain investors and others in one-on-one meetings regarding the Company. The information to be disclosed during these meetings is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibit is filed with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Presentation of U.S. Auto Parts Network, Inc.

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 15, 2012	U.S. AUTO PARTS NETWORK, INC.
	By: /s/ DAVID ROBSON
	David Robson
	Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Presentation of U.S. Auto Parts Network, Inc.

Exhibit 99.1

U.S. Auto Parts Network, Inc.

Leading online source for automotive aftermarket parts and repair information

Investor Presentation

May 2012

Safe Harbor

This presentation may contain certain forward-looking statements and management may make additional forward-looking statements in response to your questions. These statements do not guarantee future performance and speak only as of the date hereof, and qualify for 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. We refer all of you to the risk factors contained in US Auto Parts Annual Report on Form 10-K and quarterly reports on Form 10-Q filed with the Securities and Exchange Commission, for more detailed discussion on the factors that can cause actual results to differ materially from those projected in any forward-looking statements.

US Auto Parts Competitive Advantages

US Auto Parts is a dominant e-commerce specialty retailer of aftermarket auto parts to the Do It Yourself market and is uniquely positioned to win.

Low Cost Acquisition

Reach nearly 15mm monthly visitors at less than a $8 CAC.

Efficient Supply Chain

Over 40% of product directly sourced from Asia.

Significant Capacity

Over 70% of corporate employees located in off shore low cost operations.

Incremental revenue above current levels has incremental EBITDA flow thru of around 15%

US Auto Parts History

1995 Founded and serviced local body shops in Los Angeles

2000 Launched first internet site selling automotive **Body Parts**

2000-2005 Launched a network of sites catered to consumer segments

2006 Acquired PartsBin - **Engine**

IPO (NASDAQ: PRTS), hired new CEO **2007**

Launched a network of sites catered to consumer segments **2008-2009**

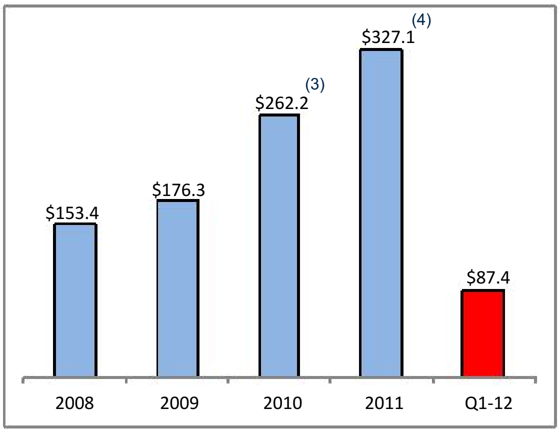
Launched AutoMD, Acquired JC Whitney – **Accessories** **2010**

Completed integration of JC Whitney **2011**

Sales & Adjusted EBITDA

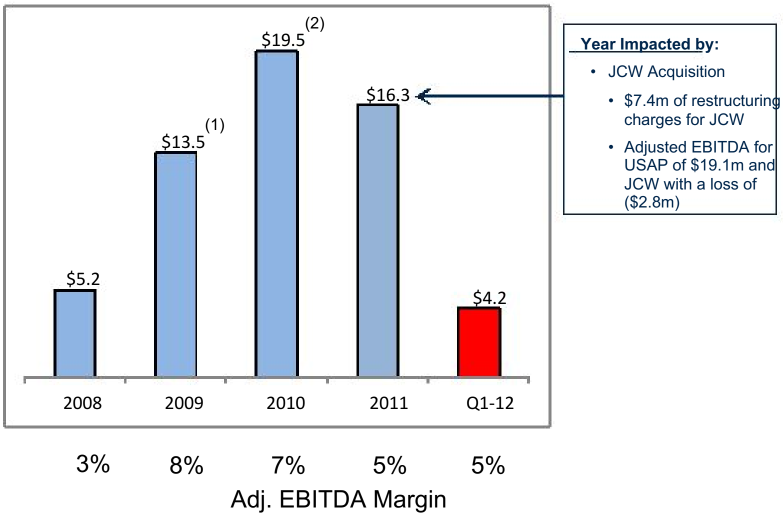
Consolidated Sales

($ In Millions)



Consolidated Adjusted EBITDA

($ In Millions)



1. Excludes legal cost associated with protecting our intellectual property.
2. Excludes legal cost associated with protecting our intellectual property, one time charge for revenue recognition change, and acquisition costs
3. Includes approximately $39.1m from acquisition of WAG
4. Includes approximately $83.4m from acquisition of WAG

Financial Sensitivity

Our business model has significant cost leverage as revenues grow

	Base			10%			20%			30%			40%			50%		
Revenue		$327			$360			$392			$425			$458			$491	
Gross Margin %	30.0%	-	33.0%	30.0%	-	33.0%	30.0%	-	33.0%	30.0%	-	33.0%	30.0%	-	33.0%	30.0%	-	33.0%
Variable:																		
Fulfillment		2.4%			2.4%			2.4%			2.4%			2.4%			2.4%	
Marketing		9.5%			9.5%			9.5%			9.5%			9.5%			9.5%	
Technology		0.7%			0.7%			0.7%			0.7%			0.7%			0.7%	
G&A		2.0%			2.0%			2.0%			2.0%			2.0%			2.0%	
Total Variable		14.6%			14.6%			14.6%			14.6%			14.6%			14.6%	
Fixed:																		
Fulfillment		2.5%			2.3%			2.1%			1.9%			1.8%			1.7%	
Marketing		3.8%			3.5%			3.2%			2.9%			2.7%			2.5%	
Technology		1.3%			1.2%			1.1%			1.0%			0.9%			0.9%	
G&A		3.4%			3.1%			2.8%			2.6%			2.4%			2.2%	
Total Fixed		10.9%			9.9%			9.1%			8.4%			7.8%			7.3%	
Adjusted EBITDA %	4.5%	-	7.5%	5.5%	-	8.5%	6.3%	-	9.3%	7.0%	-	10.0%	7.6%	-	10.6%	8.2%	-	11.2%
Adjusted EBITDA $	$15	-	$25	$20	-	$30	$25	-	$37	$30	-	$43	$35	-	$49	$40	-	$55

- Reflects Whitney Automotive Group, fully integrated
- Excludes stock based compensation, depreciation and amortization of $2.5m and $16.2m, respectively
- For every incremental year required to achieve growth levels, fixed expenses increase $1.2M

2012 Growth and Profitability

US AUTOPARTS

Revenue Growth

1) **Improve Customer Experience**
   - Continue to improve all customer touch points

2) **Lower Prices**
   - Launch disruptive price points through supply chain efficiencies

3) **Increase Selection**
   - Expand product offering within existing categories as well as entering new categories

4) **Increase Unique Visitors**
   - Drive increase unique visitors both organically and through acquisitions

5) **Be the Consumer Advocate for Auto Repair**
   - Reduce consumer spending on vehicle repair by billions of dollars

Incremental EBITDA Flow Thru

Revenue	**100%**
Gross Margins	**30% - 33%**
Variable OPEX Costs	**15%**
Fixed Costs	**0%**
Incr EBITDA Flow Thru	**15% - 18%**

Broad Product Offering Unavailable from Traditional Off-Line Retailers

Engine Parts

Performance & Accessories

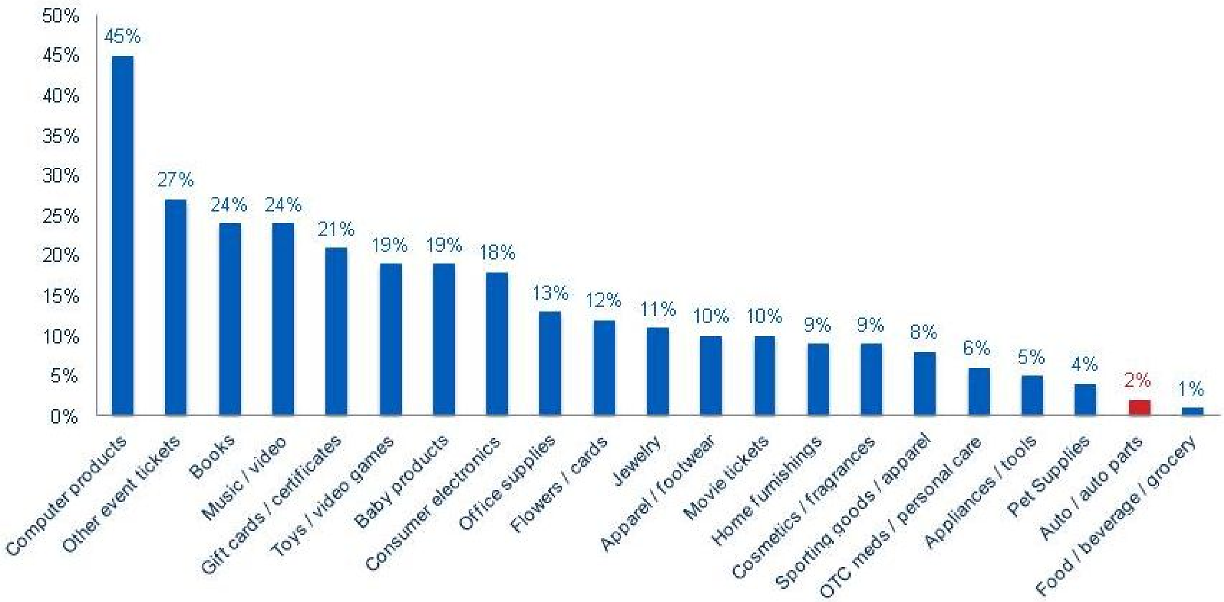
Body Parts

	Engine Parts	Performance & Accessories	Body Parts
Revenue*	**45%**	**21%**	**34%**
Overall Market**	**$50B**	**$15B**	**$15B**

*Represents online mix, **Source; AAIA Factbook Research

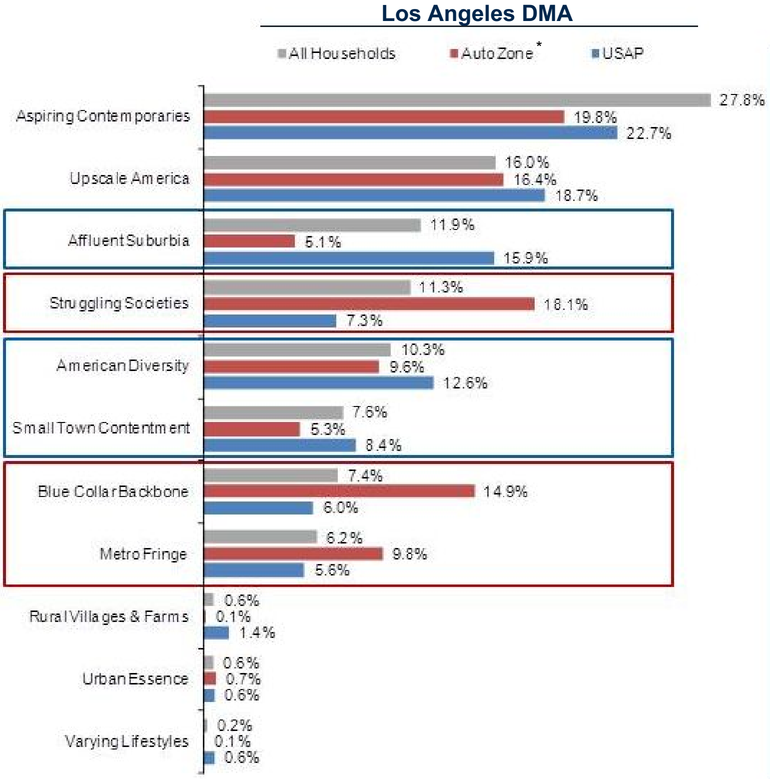
Low Online Penetration- Mobile Growth Opportunity

Retail Category e-Commerce Penetration Rates



Source : Forrester; Wall Street research; Autopartswarehouse.com

Online vs. Brick and Mortar Customer –Mobile Growth Should Accelerate Penetration



Compared to AutoZone and the general population, USAP customers over-index in affluent segments, typical of e-commerce shoppers

Affluent Suburbia
The wealthiest households in the U.S. living in exclusive suburban neighborhoods enjoying the best of everything that life has to offer

Small Town Contentment
Middle-aged, upper-middle-class families living in small towns and satellite cities with moderate educations employed in white-collar, blue-collar and service professions

American Diversity
A diverse group of ethnically mixed singles and couples, middle-aged and retired with middleclass incomes from blue-collar and service industry jobs

In contrast, AutoZone store locations over-index in areas with lower income, blue collar households

Struggling Societies
Young minorities, students and single parents trying to raise families on low-level jobs in manufacturing, health care and food services

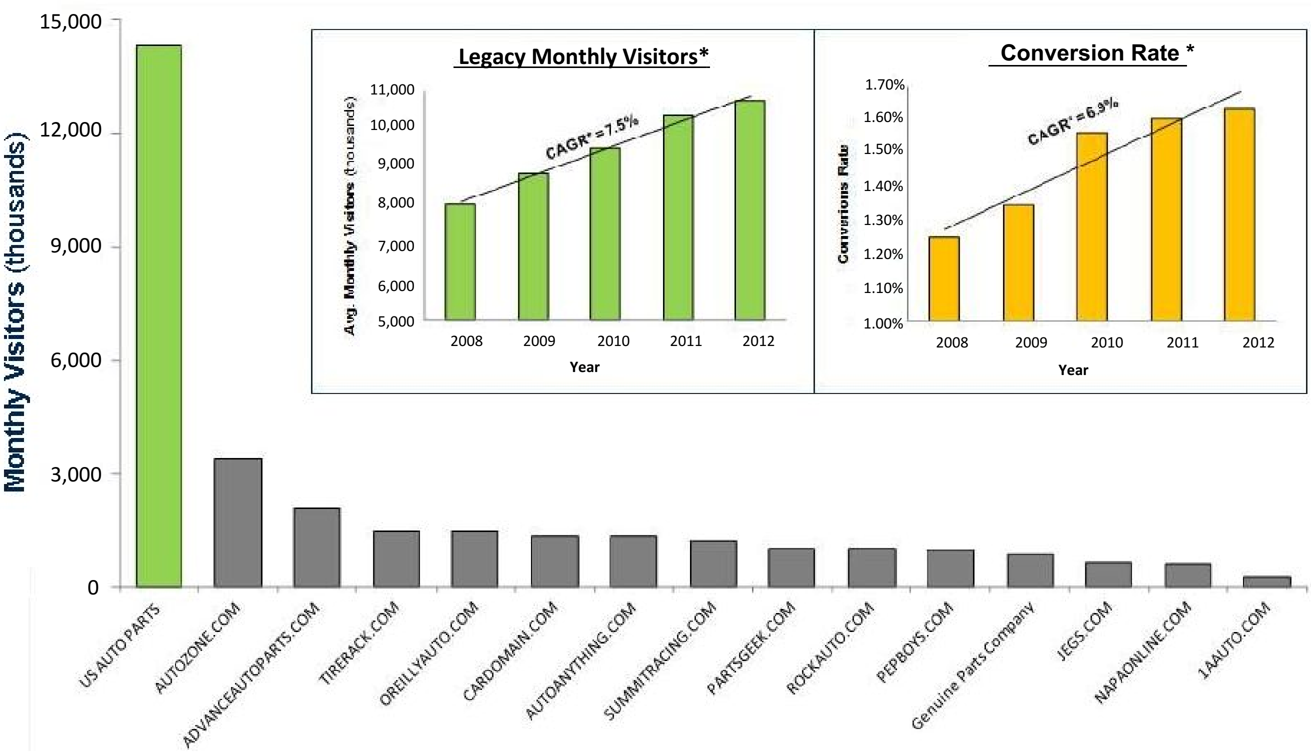
Blue Collar Backbone
Budget-conscious, young and old blue-collar households living in older towns working in manufacturing, construction and retail trades

Metro Fringe
Racially mixed, lower-middle-class clusters in older single-family homes, semi-detached houses and low-rise apartments in satellite cities

**Auto zone distribution reflects population in zip codes of Auto Zone store locations*
***Sources: 2008 Census estimates; autozone.com; MOSAIC lifestylesegments*

US Auto Parts Dominant Reach- Largest Pure Play Internet Retailer

(some overlap of monthly visitors across websites)



USAP traffic includes traffic of USAP existing sites and WAG since the acquisition
Competitive sites' traffic based on Comscore March 2012 reports
** Excludes growth from WAG acquisition*

Pricing Competitive Advantage Through Supply Chain Efficiencies

US AUTOPARTS

Product margin/price competitiveness determined more by sourcing strategy than product categories. Current margins range from 30% -33%.

Margin %

	In-Stock	Drop Ship	Current	Goal
Private Label (Asia Sourced)	40% - 70%		40%	50%
Branded (US Sourced)	25% - 40%	10% - 25%	60%	50%
Current Mix	60%	40%		

	In-Stock	Drop Ship
Goal	75%	25%

Low Cost Operating Structure Reduces Overhead and Enables Scale

Corporate Functions

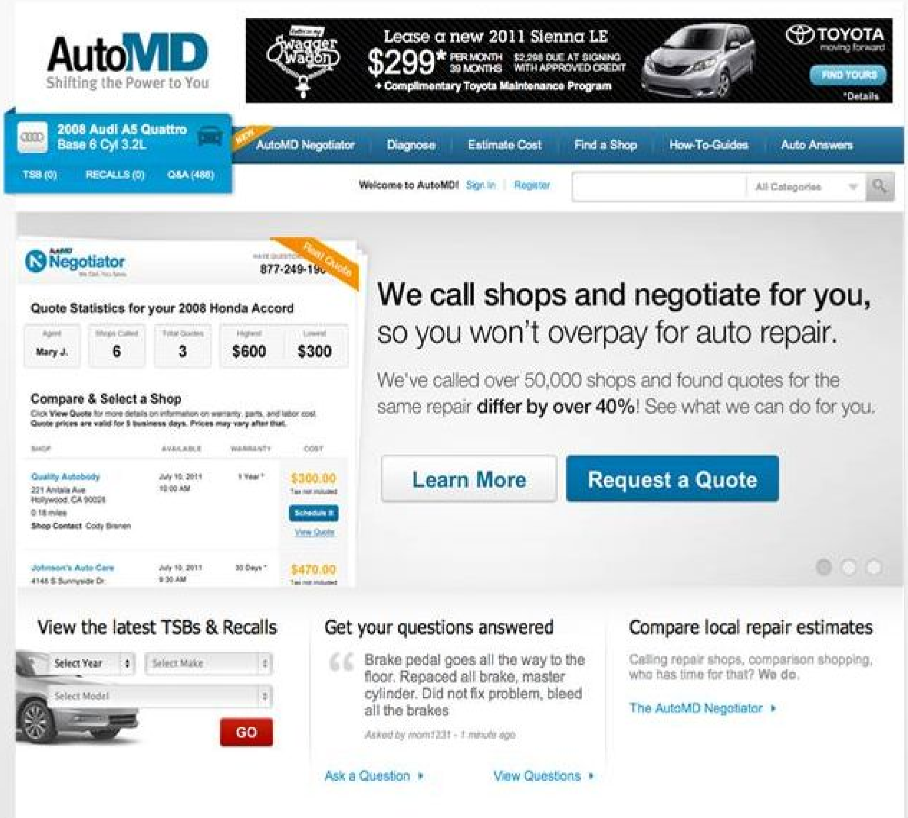
Job functions are shared between the US and Philippines with a majority of the work being performed in the Philippines.

	US	Philippines
Acquisition/Retention Marketing	✓	✓
Website Product Development	✓	✓
Call Center Operations	✓	✓
Product Sourcing	✓	✓
Catalog	✓	✓
Finance	✓	✓
Accounting	✓	✓
Analysis	✓	✓
IT	✓	✓
HR	✓	✓
Total Corporate Employees	**300**	**1,000**

Distribution Centers

Carson, California (150,000 sq. ft.)	75
Chesapeake, Virginia (110,000 sq. ft)	50
LaSalle, Illinois (300,000 sq. ft)	100
Total Distribution Employees	**225**

AutoMD- Largest DIY Site Repositioned to Target $140B DIFM Market



Adjusted EBITDA

(Amounts shown in thousands)	Thirteen Weeks Ended March 31 2012 (Unaudited)	Thirteen Weeks Ended April 2 2011 (Unaudited)
Net loss	$ (788)	$ (245)
Interest expense, net	199	264
Income tax provision	124	18
Amortization of intangibles	340	1,627
Depreciation and amortization	3,747	3,003
EBITDA	3,622	4,667
Share-based compensation	584	681
Legal costs to enforce intellectual property rights	-	71
Restructuring costs	-	1,233
Adjusted EBITDA	$ 4,206	$ 6,652

Income Statement

(Amounts shown in thousands)	Thirteen Weeks Ended March 31 2012 (Unaudited)	Thirteen Weeks Ended April 2 2011 (Unaudited)
Net sales	$ 87,436	$ 86,978
Cost of sales	60,808	56,562
Gross profit	26,628	30,416
Operating expenses:		
Marketing	13,450	13,585
General and administrative	5,870	8,236
Fulfillment	5,918	5,007
Technology	1,536	1,938
Amortization of intangibles	340	1,627
Total operating expenses	27,114	30,393
(Loss) income from operations	(486)	23
Other income (expense):		
Other income	31	31
Interest expense	(209)	(281)
Other expense, net	(178)	(250)
Loss before income taxes	(664)	(227)
Income tax provision	124	18
Net loss	$ (788)	$ (245)
Other comprehensive income, net of tax		
Foreign currency translation adjustments	$ 27	$ 19
Unrealized gain on investments	25	11
Total other comprehensive income	52	30
Comprehensive loss	$ (736)	$ (215)
Baisc and diluted net loss per share	$ (0.03)	$ (0.01)
Shares used in computation of basic and diluted net loss per share	30,638,320	30,450,078

Balance Sheet

(Amounts shown in thousands)	March 31, 2012	December 31, 2011
ASSETS	(unaudited)	
Current assets:		
Cash and cash equivalents	$ 8,834	$ 10,335
Short-term investments	1,893	1,125
Accounts receivable, net of allowance of $236 and $183, respectively	9,189	7,922
Inventory	46,109	52,245
Deferred income taxes	446	446
Other current assets	3,472	3,548
Total current assets	69,943	75,621
Property and equipment, net	33,764	34,627
Intangible assets, net	9,664	9,984
Goodwill	18,854	18,854
Investments	297	2,104
Other non-current assets	1,039	1,026
Total assets	$ 133,559	$ 142,216
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 33,907	$ 41,303
Accrued expenses	10,109	11,565
Notes Payable, current portion	17,875	6,250
Capital Leases payable, current portion	132	135
Other current liabilities	7,704	7,702
Total current liabilities	69,727	66,955
Non-current liabilities		
Notes Payable, net of current portion	-	11,625
Capital Leases payable, net of current portion	7	37
Deferred tax liabilities	1,722	1,596
Other non current liabilities	1,236	1,078
Total liabilities	72,692	81,292
Commitments and contingencies	—	—
Stockholders' equity:		
Common stock, $0.001 par value; 30,645,764 and 30,625,764 shares issued and outstanding as of 3/31/12 and 12/3111 respectively	31	31
Additional paid-in capital	157,819	157,140
Accumulated other comprehensive income	379	329
Accumulated deficit	(97,362)	(96,574)
Total stockholders' equity	60,867	60,924
Total liabilities and stockholders' equity	$ 133,559	$ 142,216

Thank You