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) September 9, 2014

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 September 9 and 10, 2014, U.S. Auto Parts Network, Inc.'s Chief Executive Officer Shane Evangelist will be presenting and participating in one-on-one meetings with various investors and others regarding the Company in Dallas, Texas, Fort Worth, Texas, and Denver, Colorado. 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.

U.S. AUTO PARTS NETWORK, INC.

Dated: September 9, 2014

By: /s/ SHANE EVANGELIST
Shane Evangelist
Chief Executive Officer

EXHIBIT INDEX

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


Exhibit 99.1
US AUTOPARTS
Investor Presentation

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.

Case for Investment

- ☑ Large and Growing Online Market
- ☑ Significant Customer Reach
- ☑ Significant Private Label Offering
- ☑ Reduced Cost Structure
- ☑ Experienced Leadership Team

Highlights from Q2-14 Earnings Call

Sales up 13% for quarter

- As of 8/5/14, we anticipate to have double digit comps in the back half of the year

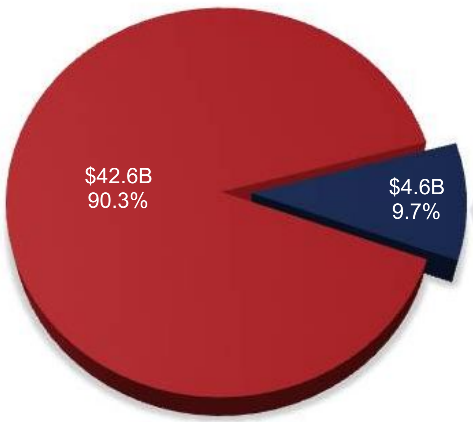
Adjusted EBITDA was $2.2M up from $1.1M in Q2-13

Adjusted EBITDA less CAPEX was $0.7M up from ($1.1M) in Q2-13

Do It Yourself (DIY) Market Size

At 9.7% online market penetration, auto parts still lags industry average in the teens.
US Auto Parts is the largest pure-play online retailer of auto parts

Total DIY Market Size for 2013 of 47.2B[1]



Company	2013 Est. Rev[2]	% of total
Marketplaces	(in million)	
eBay Motors	$2,200	47.6%
Amazon	$600	13.0%
Sub Total	$2,800	60.6%
Wholesale Online		
Tire Rack (online)	$440	9.5%
Other Tire Companies	$190	4.1%
Sub Total	$630	13.6%
Pure Play		
US Auto Parts	$250	5.4%
Rock Auto	$180	3.9%
Summit	$170	3.7%
Auto Anything (AutoZone)	$120	2.6%
JEGS	$70	1.5%
CarID	$60	1.3%
All Other Pure Play	$90	1.9%
Sub Total	$940	20.3%
Brick & Mortar Retailers		
AutoZone (w/o AA)[3]	$110	2.4%
Advance	$80	1.7%
Pep	$30	0.6%
O'Reilly	$20	0.4%
NAPA	$10	0.2%
Sub Total	$250	5.4%
Total	4,620	100.0%

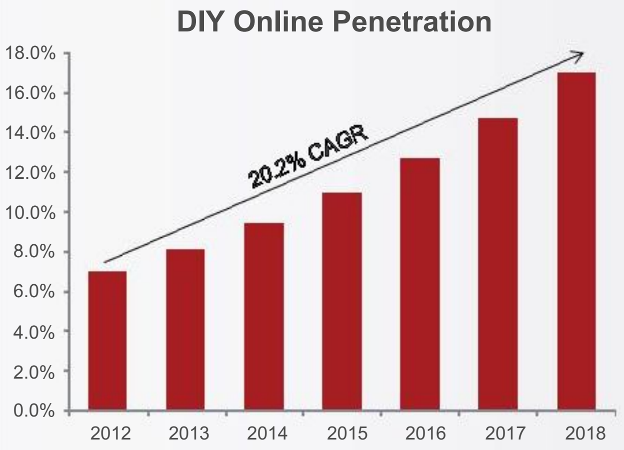
[1] AASA estimates
[2] Estimates by US Auto Parts where amounts are not publicly reported & we estimate the total online DIY marketto be larger than the $3.8B that is reported in the 2014 AAIA Fact Book
[3] Excludes AutoAnything which is wholly owned by AutoZone

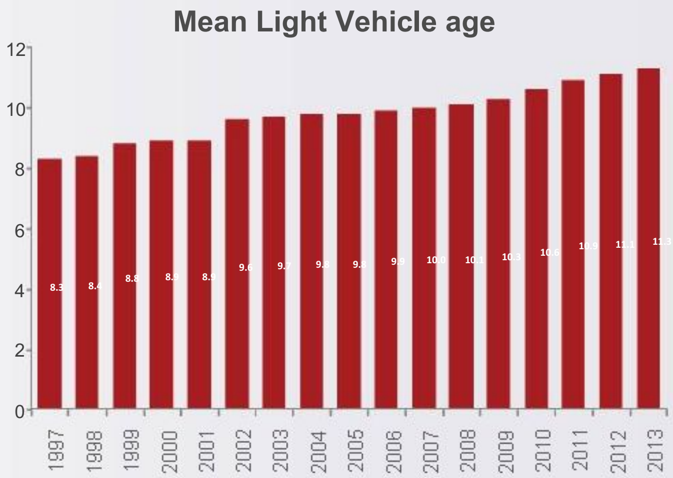
Online Market is Vibrant and Growing

Aftermarket e-Commerce Overview

Booz & Co. estimates by 2018 that Online DIY could reach 17% of the total DIY market

The average age of a light vehicle on the road continues to increase each year since 1997

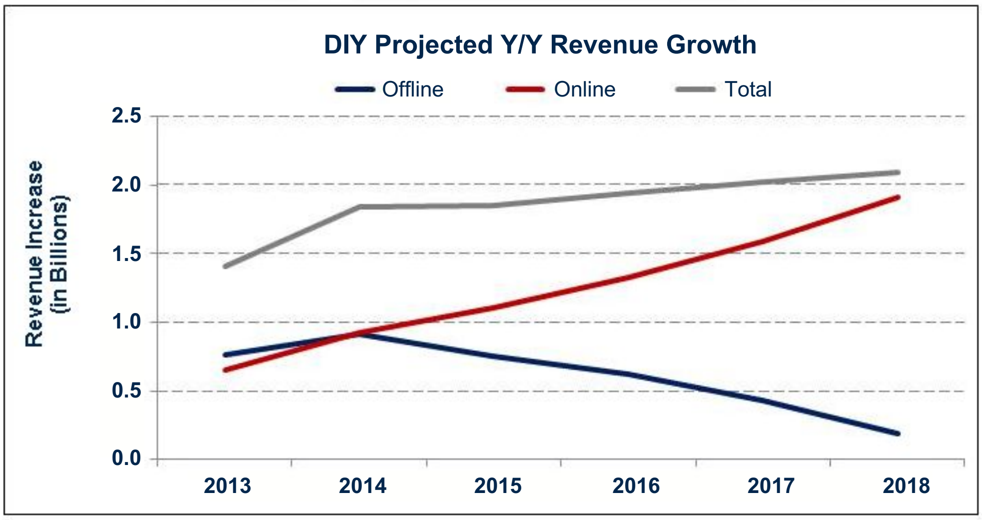




Source: Booz & Co.

Source: R.L. Polk and BB&TCM

Do It Yourself (DIY) Projections[1]



DIY Projected Revenue (in Billions)						
Offline	$42.6	$43.5	$44.2	$44.8	$45.3	$45.5
Online	4.6	5.5	6.6	8.0	9.5	11.5
Total	$47.2	$49.0	$50.9	$52.8	$54.8	$56.9
% Online	9.8%	11.3%	13.0%	15.1%	17.4%	20.1%

[1]Projections obtained from AAIA 2014 Digital Automotive Aftermarket Fact Book and March 2014 AASA Digital Disruption: e-tailing in the Automotive Aftermarket Report

US Auto Parts Dominant Reach- Largest Pure Play Internet Retailer

(some overlap of monthly visitors across websites)

Customer Reach is a Competitive Moat

- Over 500 man years of hand written unique content
- Long domain history to help indexing in search
- Multiple website management

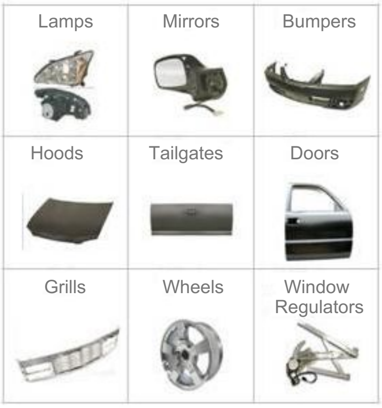
USAP traffic includes traffic from continued sales channels
Competitive sites'traffic based on Compete March 2014 reports

Broad Auto Parts Product Offering

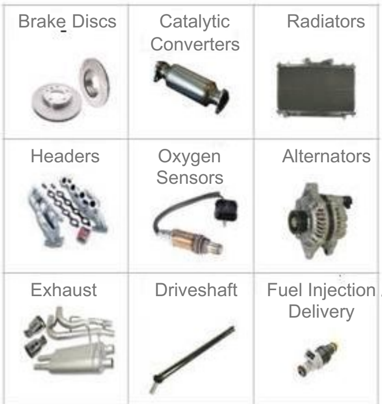
US AUTOPARTS

US Auto Parts has one of the largest product offerings with over1.5 million products across body parts, engine parts, and performance & accessories

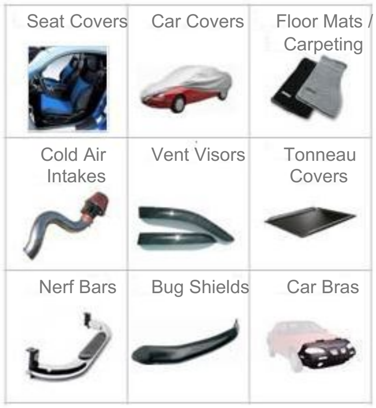
Body Parts



Engine Parts



Performance & Accessories



	Body Parts	Engine Parts	Performance & Accessories
Revenue*	**48%**	**36%**	**16%**

*Represents USAP online mix

USAP's Supply Chain Creates Pricing Advantage

USAP's ability to competitively price products while maintaining healthy margins is a function of the Company's ability to leverage its robust private label supply chain.

- Currently over 40,000 Private Label Products.
- Adding 4,000 – 5,000 Private Label SKUs this year
- The Company sources product directly from over 200 factories in Asia

Margin %	In-Stock	Drop Shipped	Current Mix
Private Label (Asia Sourced)	30% - 60%		**55%**
Branded (U.S. Sourced)	15% - 30%	5% - 20%	**45%**
Current Mix	68%	32%	

The breath of our Private Label products provides a significant competitive moat

Growth and Profitability

US AUTOPARTS

We anticipate to have double digit comps in the back half of the year

Incremental Flow Thru

Revenue	100%
Gross Margins	27% - 29%
Variable OPEX Costs	15%
Fixed Cost	0%
Incremental Flow	12% - 14%

USAP has significantly reduced operating cost

OPEX *(in thousands)*	Q1-14	% of rev	Q1-13	% of rev	$ Change	% of rev change
Fulfillment*	3,935	5.8%	3,994	6.1%	(59)	(30 bps)
Marketing*	8,691	12.8%	8,967	13.7%	(276)	(90 bps)
Technology*	1,129	1.7%	1,395	2.1%	(266)	(40 bps)
General & Administrative*	3,620	5.3%	3,873	5.9%	(252)	(60 bps)
Subtotal	17,376	25.5%	18,229	27.9%	(853)	(240 bps)
D&A and Stock Based Comp	2,829	4.2%	4,153	6.3%	(1,324)	(210 bps)
Restructuring	-	0.0%	498	0.8%	(498)	(80 bps)
Total OPEX	**20,205**	**29.7%**	**22,880**	**35.0%**	**(2,675)**	**530 bps)**
Fixed Cost	7,206	10.6%	8,253	12.6%	(1,047)	(200 bps)
Variable	10,170	14.9%	9,976	15.3%	193	40 bps
D&A & Stock Based Comp	2,829	4.2%	4,153	6.3%	(1,324)	(210 bps)
Restructuring	-	0.0%	498	0.8%	(498)	(80 bps)
Total	**20,205**	**29.7%**	**22,880**	**35.0%**	**(2,675)**	**(530 bps**
CAPEX	1,558	2.3%	2,623	4.0%	(1,065)	(170 bps)
Total OPEX & CAPEX	**21,763**	**32.0%**	**25,503**	**39.0%**	**(3,740)**	**(700 bps)**
Annualized	**87,053**		**102,012**		**(14,959)**	

*Excludes non-cash D&A, stock based comp and restructuring

Over $19M of costs have been reduced over a two year period

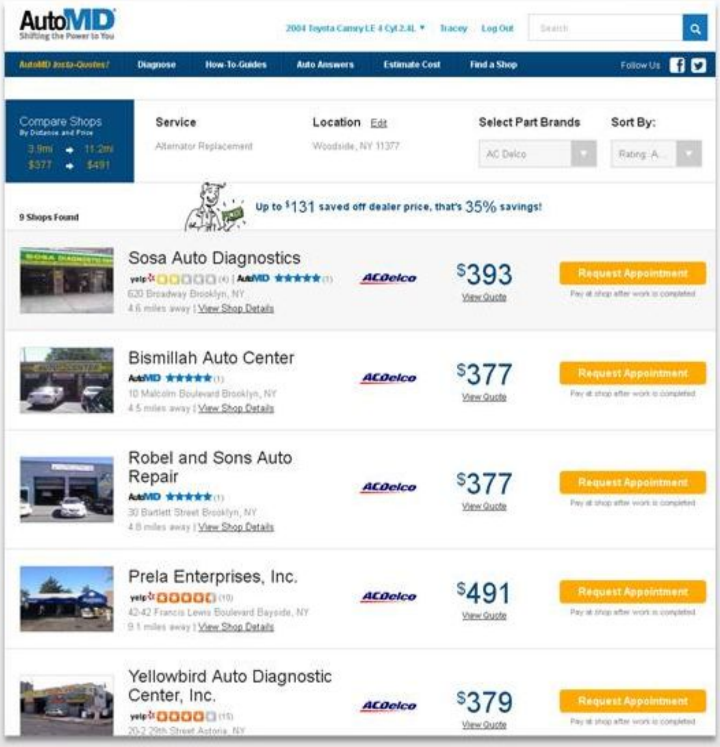
Financial Sensitivity

Our business model has significant cost leverage as revenues grow

	Base			8%			18%			27%			37%		
Revenue		$255			$275			$300			$325			$350	
Gross Margin %	27.0%	–	29.0%	27.0%	–	29.0%	27.0%	–	29.0%	27.0%	–	29.0%	27.0%	–	29.0%
Variable:															
Fulfillment		3.4%			3.4%			3.4%			3.4%			3.4%	
Marketing		9.2%			9.2%			9.2%			9.2%			9.2%	
Technology		0.6%			0.6%			0.6%			0.6%			0.6%	
G&A		1.7%			1.7%			1.7%			1.7%			1.7%	
Total Variable		**14.9%**			**14.9%**			**14.9%**			**14.9%**			**14.9%**	
Fixed:															
Fulfillment		2.5%			2.3%			2.1%			2.0%			1.8%	
Marketing		3.8%			3.5%			3.2%			3.0%			2.8%	
Technology		1.1%			1.1%			1.0%			0.9%			0.8%	
G&A		3.8%			3.5%			3.2%			3.0%			2.8%	
Total Fixed		**11.2%**			**10.4%**			**9.5%**			**8.8%**			**8.2%**	
Adjusted EBITDA %	0.9%	–	2.9%	1.7%	–	3.7%	2.5%	–	4.5%	3.3%	–	5.3%	3.9%	–	5.9%
Adjusted EBITDA $	**$2**	–	**$7**	**$5**	–	**$10**	**$8**	–	**$14**	**$11**	–	**$17**	**$14**	–	**$21**

1. 2013 Revenue was $255M
2. Excludes stock based compensation, depreciation and amortization
3. For every incremental year required to achieve growth levels, fixed expenses increase $1.0M or 3%

AutoMD – Addressing the DIFM Market



Case for Investment

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- ☑ Experienced Leadership Team

Leadership Team

Shane Evangelist - Chief Executive Officer

Chief Executive Officer since October 2007 with over 10 years of leading internet businesses

Senior Vice President and General Manager of Blockbuster Online

Vice President of Strategic Planning for Blockbuster Inc.

B.A. degree in Business Administration from the University of New Mexico and a M.B.A. from Southern Methodist University

David Robson - Chief Financial Officer

Chief Financial Officer since January 2012

Over 20 years of finance, accounting, and operational experience and has held senior positions with both public and private companies

Executive Vice President and Chief Administrative Officer at Mervyns' LLC, SVP of Finance and Principal Accounting Officer for Guitar Center, Inc.

B.S. degree in Accounting from University of Southern California; certified public accountant

Aaron E. Coleman - Chief Operating Officer

Chief Operating Officer since September 2010, and was Executive Vice President of Operations and CIO from April 2008 until September 2010 with over 18 years of e-commerce experience

Senior Vice President – Online Systems at Blockbuster Inc.

Multiple positions with internet and technology companies including American Airlines, Travelweb (Priceline), Baan

B.A. degree in Business Administration from Gonzaga University

Charles Fischer - Senior Vice President of Global Procurement

Senior Vice President of Global Sourcing and Procurement since May 2008 with over 30 years of global sourcing experience

Vice President, Supply Chain Management for Keystone Automotive Industries

Director, Business Development for Modern Engineering

Multiple leadership positions with multiple companies in the automotive aftermarket industry

Adjusted EBITDA

(Non-GAAP Financial Measure –in thousands)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 28 2014	June 29 2013	June 28 2014	June 29 2013
Net loss	$ (2,180)	$ (9,567)	$ (1,979)	$ (12,910)
Interest expense, net	238	228	497	415
Income tax provision	21	69	53	90
Amortization of intangible assets	126	107	210	213
Depreciation and amortization expense	2,252	3,626	4,620	7,264
EBITDA	457	(5,537)	3,401	(4,928)
Share-based compensation expense	629	341	1,005	750
Impairment loss on property and equipment	-	4,832	-	4,832
Impairment loss on intangible assets	-	1,245	-	1,245
Inventory write-down related to Carson closure	478	-	478	-
Restructuring costs	625	225	625	723
Adjusted EBITDA	$ 2,189	$ 1,106	$ 5,509	$ 2,622

Consolidated Statements of Comprehensive Operations
(Unaudited, in Thousands, Except Per Share Data)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 28 2014	June 29 2013	June 28 2014	June 29 2013
Net sales	$ 76,947	$ 67,889	$ 144,975	$ 133,294
Cost of sales[1]	56,527	48,876	103,854	94,543
Gross profit	20,420	19,013	41,121	38,751
Operating expenses:				
Marketing	10,963	11,186	21,078	22,377
General and administrative	4,623	4,678	8,770	9,365
Fulfillment	5,383	4,991	10,095	10,372
Technology	1,264	1,316	2,412	2,831
Impairment loss on property and equipment	-	4,832	-	4,832
Impairment loss on intangible assets	-	1,245	-	1,245
Amortization of intangible assets	126	107	210	213
Total operating expenses	22,359	28,355	42,565	51,235
Loss from operations	(1,939)	(9,342)	(1,444)	(12,484)
Other income (expense):				
Other income, net	18	72	15	79
Interest expense	(238)	(228)	(497)	(415)
Total other expense, net	(220)	(156)	(482)	(336)
Loss before income tax provision	(2,159)	(9,498)	(1,926)	(12,820)
Income tax provision	21	69	53	90
Net loss	(2,180)	(9,567)	(1,979)	(12,910)
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(12)	31	(4)	25
Net unrealized losses on derivative instrument	(22)	-	(22)	-
Unrealized gains on investments	-	2	-	2
Total other comprehensive income (loss)	(34)	33	(26)	27
Comprehensive loss	$ (2,214)	$ (9,534)	$ (2,005)	$ (12,883)
Basic and diluted net loss per share	$ (0.07)	$ (0.29)	$ (0.06)	$ (0.40)
Shares used in computation of basic and diluted net loss per share	33,460	33,119	33,422	32,130

(1) Excludes depreciation and amortization expense which is included in marketing, general and administrative and fulfillment expense.

Consolidated Balance Sheet

(Unaudited, in Thousands, Except Par and Per Share Liquidation value)

ASSETS	June 28 2014	December 28 2013
Current assets:		
Cash and cash equivalents	$ 1,675	$ 818
Short-term investments	786	47
Accounts receivable, net of allowances of $295 and $213 at June 28, 2014 and December 28, 2013, respectively	3,731	5,029
Inventory	35,178	36,986
Other current assets	3,000	3,234
Total current assets	44,370	46,114
Property and equipment, net	17,936	19,663
Intangible assets, net	1,828	1,601
Other non-current assets	1,355	1,804
Total assets	$ 65,489	$ 69,182
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 21,784	$ 19,669
Accrued expenses	7,439	5,959
Revolving loan payable	-	6,774
Current portion of capital leases payable	256	269
Other current liabilities	4,180	3,682
Total current liabilities	33,659	36,353
Capital leases payable, net of current portion	9,387	9,502
Deferred income taxes	387	335
Other non-current liabilities	1,895	2,126
Total liabilities	45,328	48,316
Stockholders' equity:		
Series A convertible preferred stock, $0.001 par value; $1.45 per share liquidation value or aggregate of $6,017; 4,150 shares authorized; 4,150 shares issued and outstanding at June 28, 2014 and December 28, 2013, respectively	4	4
Common stock, $0.001 par value; 100,000 shares authorized; 33,506 shares and 33,352 shares issued and outstanding at June 28, 2014 and December 28, 2013, respectively	34	33
Additional paid-in capital	170,111	168,693
Common stock dividend distributable	60	60
Accumulated other comprehensive income	420	446
Accumulated deficit	(150,468)	(148,370)
Total stockholders' equity	20,161	20,866
Total liabilities and equity	$ 65,489	$ 69,182

Sales & Adjusted EBITDA

Consolidated Sales [1]

($ In Millions)

Consolidated Adjusted EBITDA [2]

($ In Millions)

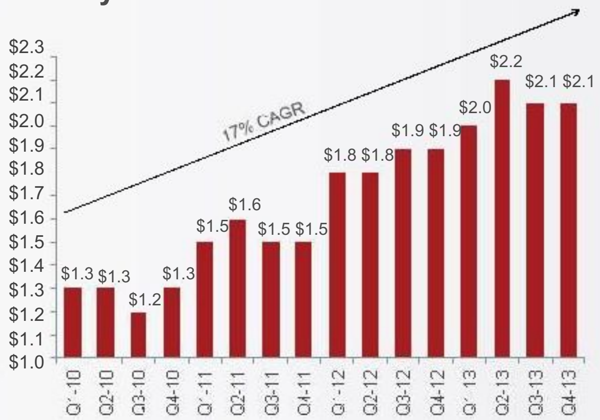
1. JC Whitney was acquired in Aug 2010 adding revenue of $39.1M in 2010 and $83.4M in 2011. Amounts not separately disclosed after 2011.
2. Non-GAAP financial measure EBITDA consists of net income before (a) interest expense, net; (b) income tax provisions; (c) amortization of intangible assets; (d) depreciation and amortization. Adjusted EBITDA excludes Stock based compensation of $2.9M, $3.3M, $2.7M, $2.6M, $1.7M , $1.3M , $0.4M and $0.6M in 2008, 2009, 2010, 2011, 2012, 2013, Q1-14 and Q2-14, respectively and restructuring costs and other one time charges of $23.4M, $0.4M, $5.8M, $12.9M, $27.5M, $6.8M, and $1.1 in 2008, 2009, 2010, 2011, 2012, 2013 and Q2-14, respectively. There were no restructuring or one time charges in Q1-14.

Online Market is Vibrant and Growing

Aftermarket e-Commerce Overview

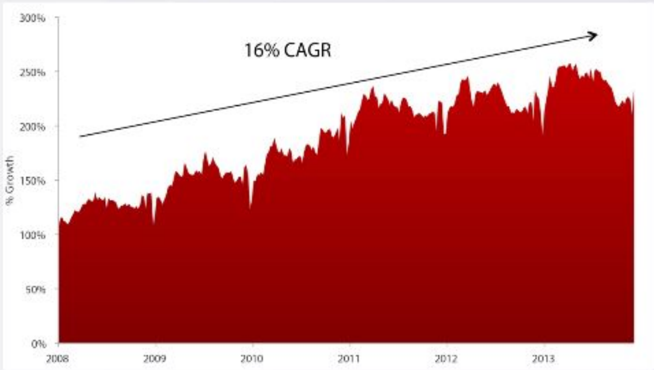
Online sales of automotive parts and accessories have grown in the high teens and are expected to grow at 20% going forward

eBay Parts Sales Continue to Increase



Source: eBay filings, press releases

Google Queries for Parts Growing



Source: Google