

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): **January 5, 2009**



U.S. AUTO PARTS NETWORK, 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.)

17150 South Margay Avenue, Carson, CA 90746
(Address of principal executive offices) (Zip Code)

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

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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain officers.

On January 5, 2009, the Compensation Committee of the Board of Directors of U.S. Auto Parts Network, Inc. established the 2009 annual base salaries for certain of the Company's officers identified on Exhibit 10.1 (collectively, the "Officers"). The 2009 base salaries for the Officers are effective January 1, 2009 and are listed in Exhibit 10.1 to this report and are incorporated herein by reference.

In addition, on January 5, 2009, the Compensation Committee also established the target discretionary bonuses for the Officers for 2009, which are subject to meeting certain performance thresholds. The bonuses are set forth on Exhibit 10.1 to this report and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

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

Exhibit No.	Description
10.1	2009 Base Salaries and Target Bonuses of Certain Officers

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: January 9, 2009

U.S. AUTO PARTS NETWORK, INC.

By: /s/ SHANE EVANGELIST

Shane Evangelist

Chief Executive Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

10.1	2009 Base Salaries and Target Bonuses of Certain Officers
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2009 Base Salaries and Target Discretionary Bonuses

Officer	Position	Maximum Base Salary	Target Cash Discretionary Bonus	Target Equity Discretionary Bonus
Shane Evangelist	Chief Executive Officer	\$368,000	\$147,000	92,000 shares
Aaron Coleman	Executive Vice President of Operations and Chief Information Officer	\$263,000	\$131,000	—
Houman Akhavan	Vice President of Marketing	\$250,000	\$91,000	—