

**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) June 19, 2020



**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.)

**2050 W. 190<sup>th</sup> Street, Suite 400, Torrance, CA 90504**  
(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 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. ☐

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**Item 3.02. Unregistered Sales of Equity Securities.**

On March 25, 2013, U.S. Auto Parts Network, Inc. (the “*Company*”) filed a Current Report on Form 8-K reporting the issue and sale of up to an aggregate of 4,149,997 shares of Series A Convertible Preferred Stock, par value \$0.001 per share (the “*Series A Preferred Stock*”).

On June 19, 2020, each outstanding share of the Series A Preferred Stock automatically converted to one share of the Common Stock of the Company, pursuant to Section 4 of the Certificate Of Designation, Preferences and Rights of the Series A Convertible Preferred Stock, dated as of March 25, 2013. The Company issued an aggregate of 2,620,687 shares of Common Stock in connection with the automatic conversion of the Series A Preferred Stock.

The shares of Common Stock were issued in reliance upon an exemption from the registration requirements under Section 3(a)(9) of the Securities Act.

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## 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: June 22, 2020

U.S. AUTO PARTS NETWORK, INC.

By: /s/ David Meniane

Name: David Meniane

Title: Chief Financial Officer and Chief Operating Officer

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