

**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) July 15, 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. 190th 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. ☐

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

Appointment of New Director

On July 15, 2020, the Board of Directors (the “Board”) of U.S. Auto Parts Network, Inc. (the “Company”) appointed Ms. Nanxi Liu as a Class II director of the Company, effective immediately, to serve until the 2023 Annual Meeting of Stockholders, or until her earlier death, disqualification, resignation or removal. The Board has determined that Ms. Liu is an independent director under the listing standards of the Nasdaq Global Market. Ms. Liu was appointed to the Audit Committee and the Nominating and Corporate Governance Committee of the Board.

There are no family relationships between Ms. Liu and any director or executive officer of the Company and Ms. Liu does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with Ms. Liu’s appointment to the Board, Ms. Liu will receive the standard compensation received by non-employee directors, which compensation was last described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on April 27, 2020 and is incorporated herein by reference. Ms. Liu will also enter the Company’s standard form of indemnification agreement, which was previously filed by the Company as Exhibit 10.7 to the Annual Report on Form 10-K filed with the SEC on March 11, 2016.

Item 7.01. Regulation FD Disclosure.

On July 16, 2020, the Company issued a press release announcing the appointment of Ms. Liu to the Board. A copy of that press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report and Exhibit 99.1 hereto are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information or that Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release dated July 16, 2020, by U.S. Auto Parts Network, Inc.</u>

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: July 16, 2020

U.S. AUTO PARTS NETWORK, INC.

By: /s/ David Meniane

Name: David Meniane

Title: Chief Financial Officer and Chief Operating Officer



Nanxi Liu Joins U.S. Auto Parts Network Board of Directors

(TORRANCE, C.A. - July 16, 2020) U.S. Auto Parts Network, Inc. (NASDAQ: PRTS), and its flagship brand, CarParts.com, welcome Nanxi Liu to its board of directors. Nanxi Liu is CEO and Co-Founder of Enplug, a leading digital display software company used by Fortune 500 companies and was named one of *Forbes* 30 Under 30 and *Fortune's* 10 Most Promising Women Entrepreneurs. Nanxi also serves on the Board of Advisors for Covington Capital, which manages \$3 billion, and is a Partner at XFactor Ventures, where she invests in women-founded startups. In 2019, Nanxi was appointed as one of five voting members to the California Department of Motor Vehicles' New Motor Vehicle Board.

"We are excited to welcome Nanxi to our board of directors," said Lev Peker, CEO of U.S. Auto Parts Network. "Nanxi is a leader in the tech industry, and we are proud to welcome her energy and expertise. Nanxi will be instrumental in enhancing the customer experience as CarParts.com continues to evolve in the tech and e-commerce space."

With the growth of CarParts.com as a leading e-commerce and automotive company, Nanxi will bring her tech-savvy and experience to the team to help shape the way the brand, and industry, think about the future of auto.

"I am thrilled to join the U.S. Auto Parts Network team and work with the industry leader in e-commerce," said Liu. "We need to think about the new generation of buyers. Gen Z and Millennials prefer digital, which impacts how we approach the future of the automotive industry. Physical retail is a thing of the past, and CarParts.com and U.S. Auto Parts Network are well poised to dominate the future of e-commerce."

About CarParts.com

Established in 1999, CarParts.com is an e-commerce auto parts retailer that specializes in O.E. replacement collision, repair, and maintenance parts. With over 50 million parts delivered, we've helped millions of drivers across the United States find the right parts to fix their cars and keep their vehicles on the road. Our vehicle selector and easy-to-navigate, mobile-friendly website offers customers guaranteed fitment and a convenient online shopping experience. Paired with our 90-day return policy and satisfaction guarantee, CarParts.com makes it easier than ever to get the parts you need delivered straight to your door.

About U.S. Auto Parts Network, Inc.

Established in 1995, U.S. Auto Parts is a leading online provider of automotive aftermarket parts, including collision, engine, and performance parts and accessories. Through its flagships websites www.carparts.com and www.jcwhitney.com, U.S. Auto Parts provides consumers with a broad selection of competitively priced products, all mapped by a proprietary database with applications based on vehicle makes, models and years. The Company's corporate website is www.usautoparts.com. U.S. Auto Parts is headquartered in Torrance, California.

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