

**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 13, 2025



CARPARTS.COM, 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 5.07. Submission of Matters to a Vote of Security Holders.

On June 13, 2025, CarParts.com, Inc. (the “Company”) held its 2025 Annual Meeting of Stockholders (the “*Annual Meeting*”). A total of 58,489,703 shares of the Company’s common stock were entitled to vote as of April 23, 2025, the record date for the Annual Meeting. There were 43,901,044 shares present in person or by proxy at the Annual Meeting, at which the Company’s stockholders were asked to vote on four proposals. The proposals are described in more detail in the Company’s definitive proxy statement filed April 30, 2025 for the Annual Meeting. Set forth below are the matters acted upon by the Company’s stockholders at the Annual Meeting, and the final voting results of each such proposal.

Proposal No. 1 - Election of Directors

The stockholders elected three Class I directors to serve a three-year term, until the Company’s 2028 Annual Meeting of Stockholders and until their respective successors are elected and qualified. The results of the vote were as follows:

	For	Withheld	Broker Non-Votes
Jay K. Greyson	19,381,014	6,443,435	18,076,595
Jim Barnes	23,213,845	2,610,604	18,076,595
Ana Dutra	22,370,426	3,454,023	18,076,595

Proposal No. 2 - Ratification of the Selection of Independent Auditors

The stockholders voted to ratify the selection of RSM US LLP as the Company’s independent registered public accounting firm for fiscal year 2025. The results of the vote were as follows:

For	Against	Abstaining	Broker Non-Votes
41,730,449	1,909,214	261,381	—

Proposal No. 3 - Advisory Resolution Regarding the Compensation of the Company’s Named Executive Officers

The advisory (non-binding) vote regarding the compensation of the Company’s named executive officers was approved. The results of the advisory (non-binding) vote were as follows:

For	Against	Abstaining	Broker Non-Votes
22,693,286	2,471,128	660,035	18,076,595

No other matters were presented for stockholder approval at the Annual Meeting.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On June 13, 2025, CarParts.com, Inc. (the “Company”), received a letter from the Listing Qualifications Department of The NASDAQ Stock Market, LLC (“Nasdaq”) notifying the Company that the Company was not in compliance with Nasdaq Listing Rule 5450(a)(1) (the “Bid Price Rule”), as the minimum bid price for the Company’s listed securities was less than \$1 for the previous 30 consecutive business days. The Company has a period of 180 calendar days, or until December 10, 2025 (the “Compliance Date”), to regain compliance with the Bid Price Rule. To regain compliance, the bid price of the Company’s common stock must close at \$1 or more for a minimum of ten consecutive business days before the Compliance Date. The deficiency letter does not result in the immediate delisting of the Company’s common stock from the Nasdaq Global Select Market.

If the Company does not regain compliance by the Compliance Date, the Company may be eligible for an additional 180 calendar-day compliance period. To qualify, the Company would be required to transfer the listing of its common stock to the Nasdaq Capital Market, provided that the Company meets the continued listing requirement for market value of publicly held shares and all other initial listing standards for the Nasdaq Capital Market, with the

exception of the bid price requirement in Nasdaq Listing Rule 5550(a)(2). To effect such a transfer, among other things, the Company would also need to pay an application fee to Nasdaq and provide written notice to the Listing Qualifications Department (the “Staff”) of Nasdaq of its intention to cure the deficiency during the additional compliance period by effecting a reverse stock split, if necessary.

If the Company does not regain compliance with the Bid Price Rule by the Compliance Date and it appears to the Staff that the Company will not be able to regain compliance with the Bid Price Rule during the additional compliance period, or if the Company is otherwise not eligible for an additional compliance period at that time, the Staff will provide written notification to the Company that its common stock will be subject to delisting. At that time, the Company may appeal the Staff’s delisting determination to a Nasdaq Listing Qualifications Panel.

The Company intends to actively monitor the closing bid price of its common stock and will consider available options to resolve the deficiency and regain compliance with the Bid Price Rule, which could include seeking to effect a reverse stock split. However, there can be no assurance that the Company will be able to regain compliance with the Bid Price Rule.

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 13, 2025

CARPARTS.COM, INC.

By: /s/ Ryan Lockwood
Name: Ryan Lockwood
Title: Chief Financial Officer
