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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **March 9, 2015**

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**U.S. AUTO PARTS NETWORK, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33264**  
(Commission  
File Number)

**68-0623433**  
(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) 735-0085**

**N/A**  
(Former name or former address, if changed since last report)

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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 7.01. Regulation FD Disclosure.**

On March 10, 2015, at the 27th Annual Roth Conference in Dana Point, California, U.S. Auto Parts Network, Inc. (the "Company") will be speaking and meeting with certain analysts, investors and others in one-on-one meetings regarding the Company. 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:

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
99.1	Presentation of U.S. Auto Parts Network, Inc.

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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: March 9, 2015

U.S. AUTO PARTS NETWORK, INC.

By: /s/ SHANE EVANGELIST

Name: Shane Evangelist

Title: Chief Executive Officer



**US AUTOPARTS**

Investor Presentation

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# 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.

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

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# Highlights from FY-14 Earnings Call

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- Total revenue \$283.4M
- Sales up 11% for the year
- Adjusted EBITDA was \$8.1M
- Adjusted EBITDA up 35% from \$6.0M in FY-13

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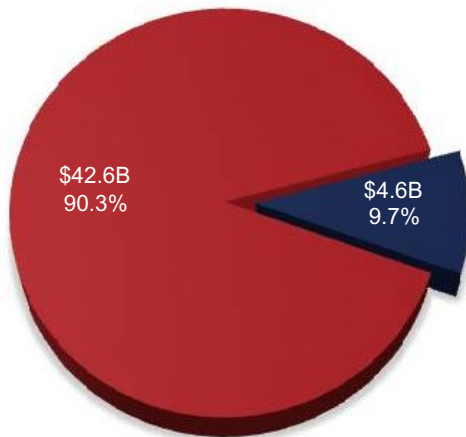
\* Revenue includes \$3.6M in sales and \$0.1M in EBITDA for additional week

# 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<sup>1</sup>



Company	2013 Est. Rev <sup>2</sup> (in million)	% of total
<b>Marketplaces</b>		
eBay Motors	\$2,200	47.6%
Amazon	\$600	13.0%
Sub Total	\$2,800	60.6%
<b>Wholesale Online</b>		
Tire Rack (online)	\$440	9.5%
Other Tire Companies	\$190	4.1%
Sub Total	\$630	13.6%
<b>Pure Play</b>		
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%
<b>Brick &amp; Mortar Retailers</b>		
AutoZone (w/o AA) <sup>3</sup>	\$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%
<b>Total</b>	<b>4,620</b>	<b>100.0%</b>

<sup>1</sup> AASA estimates

<sup>2</sup> Estimates by US Auto Parts where amounts are not publicly reported & we estimate the total online DIY market to be larger than the \$3.8B that is reported in the 2014 AAI Fact Book

<sup>3</sup> Excludes AutoAnything which is wholly owned by AutoZone



# Online Market is Vibrant and Growing **USAUTOPARTS**

## 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

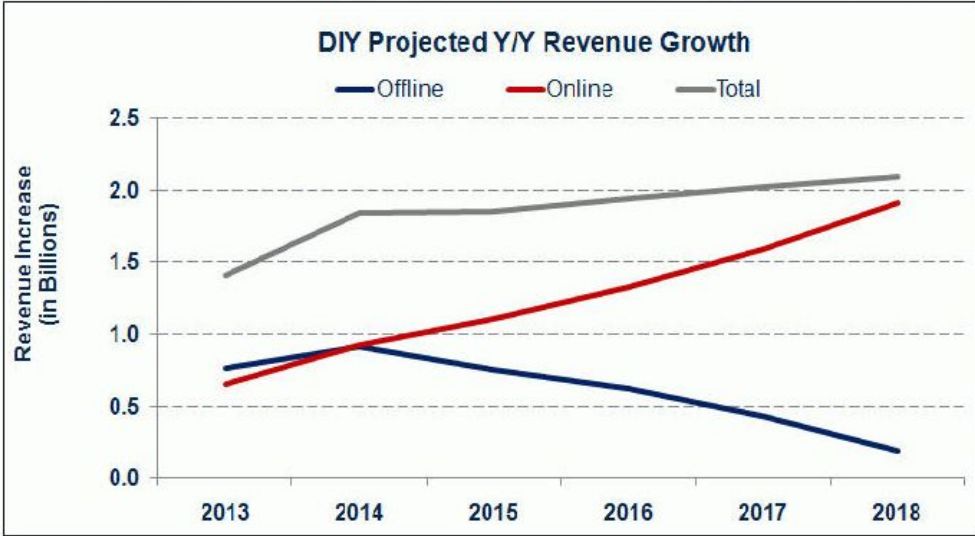


Source: Booz & Co.

Source: R.L. Polk and BB&TCM

<sup>1</sup> 2014 is estimated by IHS

# Do It Yourself (DIY) Projections<sup>1</sup>



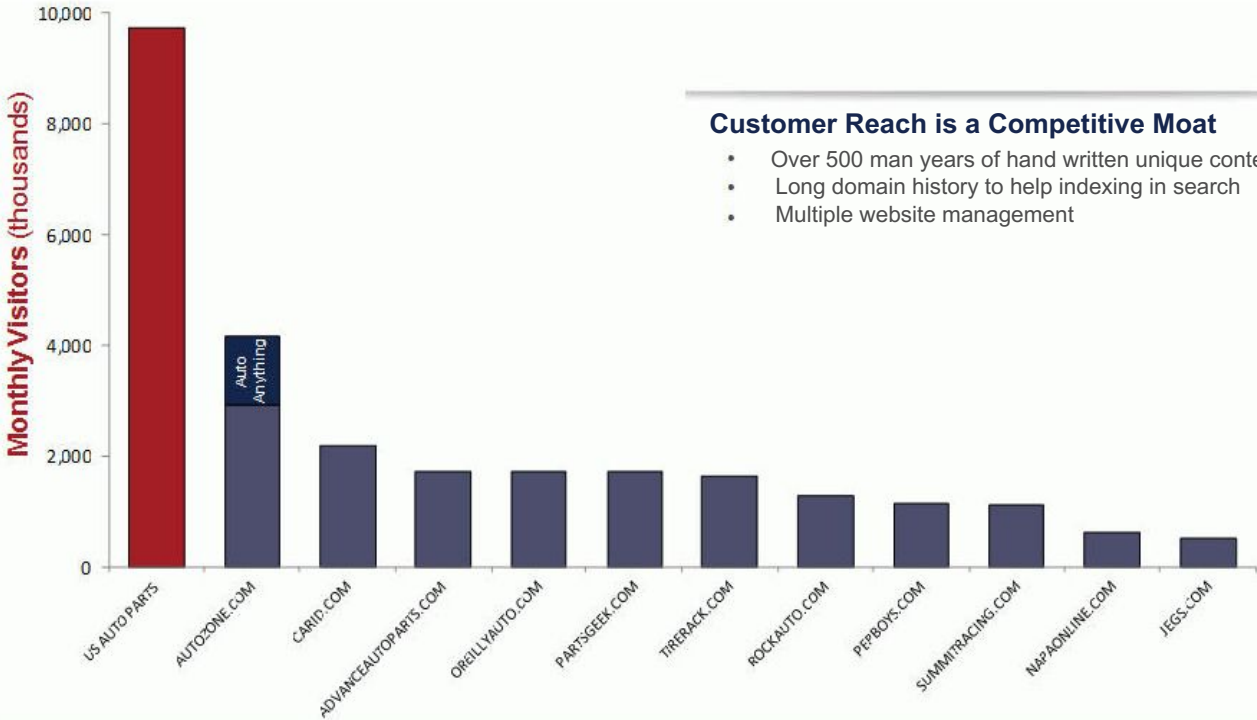
	DIY Projected Revenue (in Billions)					
Offline	\$42.6	\$43.5	\$44.2	\$44.8	\$45.3	\$45.5
Online	4.6	5.5	6.6	8.0	9.5	11.5
Total	\$47.2	\$49.0	\$50.9	\$52.8	\$54.8	\$56.9
% Online	9.8%	11.3%	13.0%	15.1%	17.4%	20.1%

<sup>1</sup>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

Competitive sites' traffic based on Compete December 2014 reports

# Broad Auto Parts Product Offering



US Auto Parts has one of the largest product offerings with over 1.6 million products across body parts, engine parts, and performance & accessories

### Body Parts

Lamps 	Mirrors 	Bumpers 
Hoods 	Tailgates 	Doors 
Grills 	Wheels 	Window Regulators 

Revenue\* **50%**

### Engine Parts

Brake Discs 	Catalytic Converters 	Radiators 
Headers 	Oxygen Sensors 	Alternators 
Exhaust 	Driveshaft 	Fuel Injection / Delivery 

**30%**

### Performance & Accessories

Seat Covers 	Car Covers 	Floor Mats / Carpeting 
Cold Air Intakes 	Vent Visors 	Tonneau Covers 
Nerf Bars 	Bug Shields 	Car Bras 

**20%**

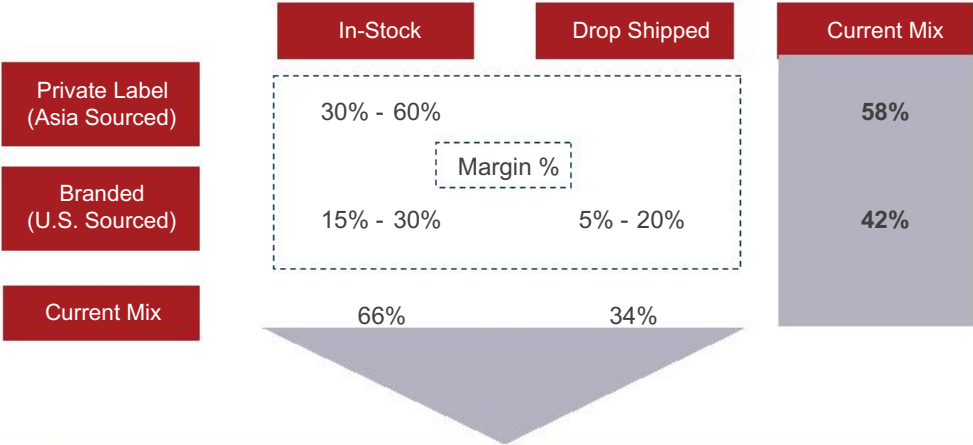
\*Represents USAP online mix

# 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 6,000 – 7,000 Private Label SKUs this year
- The Company sources product directly from over 200 factories in Asia



The breadth of our Private Label products provides a significant competitive moa

Incremental Flow Thru	
Revenue	100%
Gross Margins	<u>26% - 29%</u>
Variable OPEX Costs	15%
Fixed Cost	<u>0%</u>
Incremental Flow	<b>11% - 14%</b>

# Financial Sensitivity

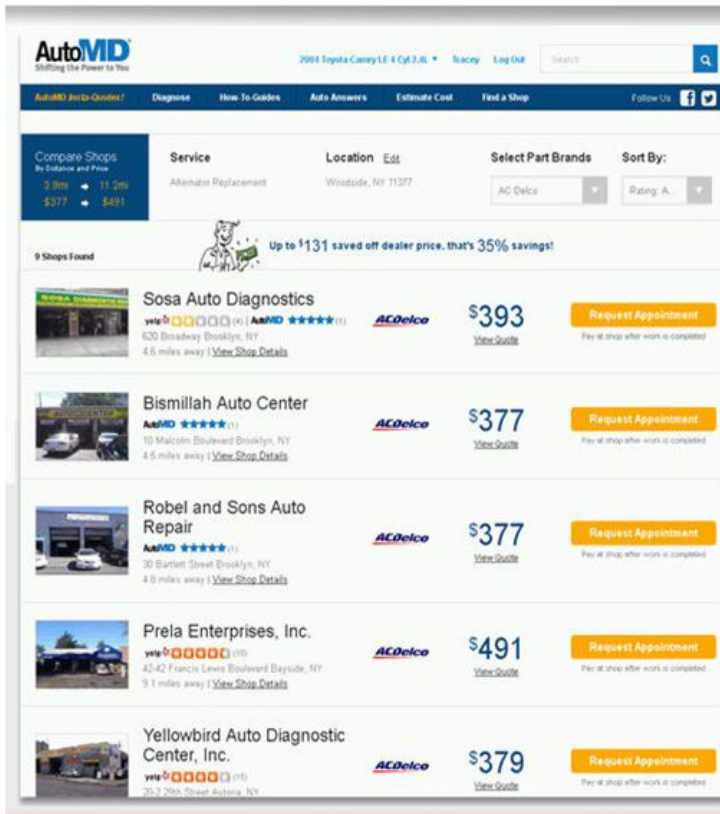


Our business model has significant cost leverage as revenues grow

	Base		10%		20%		30%		40%		50%	
<b>Revenue</b>	\$275		\$303		\$330		\$358		\$385		\$413	
Gross Margin %	26.0%	– 29.0%	26.0%	– 29.0%	26.0%	– 29.0%	26.0%	– 29.0%	26.0%	– 29.0%	26.0%	– 29.0%
Variable:												
Fulfillment	3.3%		3.3%		3.3%		3.3%		3.3%		3.3%	
Marketing	9.3%		9.3%		9.3%		9.3%		9.3%		9.3%	
Technology	0.6%		0.6%		0.6%		0.6%		0.6%		0.6%	
G&A	1.8%		1.8%		1.8%		1.8%		1.8%		1.8%	
<b>Total Variable</b>	15.0%		15.0%		15.0%		15.0%		15.0%		15.0%	
Fixed:												
Fulfillment	2.0%		1.8%		1.7%		1.6%		1.5%		1.4%	
Marketing	4.1%		3.7%		3.4%		3.1%		2.9%		2.7%	
Technology	1.0%		0.9%		0.8%		0.8%		0.7%		0.7%	
G&A	4.0%		3.6%		3.3%		3.1%		2.8%		2.7%	
<b>Total Fixed</b>	11.1%		10.1%		9.2%		8.5%		7.9%		7.4%	
Adjusted EBITDA %	-0.1%	– 2.9%	0.9%	– 3.9%	1.7%	– 4.7%	2.5%	– 5.5%	3.1%	– 6.1%	3.6%	– 6.6%
Adjusted EBITDA \$	<b>(\$1)</b>	– <b>\$8</b>	<b>\$3</b>	– <b>\$12</b>	<b>\$6</b>	– <b>\$16</b>	<b>\$9</b>	– <b>\$19</b>	<b>\$12</b>	– <b>\$23</b>	<b>\$15</b>	– <b>\$27</b>

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

# AutoMD – Repair Lead Generation Site



The screenshot shows the AutoMD website interface. At the top, there's a navigation bar with 'AutoMD' logo and 'Shipping the Power to You' tagline. Below that, a search bar and user options like 'Tracey' and 'Log Out' are visible. The main content area is titled 'Alternator Replacement' in 'Woodside, NY 11377'. It shows a price range from \$277 to \$491. A banner indicates 'Up to \$131 saved off dealer price, that's 35% savings!'. Below this, five shop listings are shown, each with a photo, name, rating, price, and a 'Request Appointment' button.

Shop Name	Rating	Price	Action
Sosa Auto Diagnostics	4.5 stars	\$393	Request Appointment
Bismillah Auto Center	4.5 stars	\$377	Request Appointment
Robel and Sons Auto Repair	4.5 stars	\$377	Request Appointment
Prela Enterprises, Inc.	4.5 stars	\$491	Request Appointment
Yellowbird Auto Diagnostic Center, Inc.	4.5 stars	\$379	Request Appointment

## Overview

- Repair lead generation site addresses the DIFM market

## Recent Strategic Investment

- \$12.5M pre-money valuation
- Raised \$7.0M in capital
  - Fed Mogul: \$3.0M
  - Cox Automotive: \$2.0M
  - Insiders: \$2.0M
- Post-funding valuation of \$19.5M
  - USAP in control with 64% of the business
- There are approximately 2,000 shops on the program currently and growing



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

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# 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

## **Michael Yoshida- Interim Chief Financial Officer**

Interim Chief Financial Officer since September 2008

Prior to his appointment as the Company's Principal Accounting Officer and Interim Chief Financial Officer, Mr. Yoshida has served as the Controller of the Company since 2009.

Vice President Finance and Controller for Hot Topic, Inc.

Senior Director of Finance and Controller for Bristol Farms

Chief Financial Officer, Vice President Finance at Farmers Market

B.S. degree in Accounting from the University of Southern California and an M.B.A. from the California State University, Los Angeles and is a 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)



	<b>Fourteen</b>	<b>Thirteen</b>	<b>Fiscal Year Ended</b>	
	<b>Weeks Ended</b>	<b>Weeks Ended</b>	<b>January 3</b>	<b>December 28</b>
	<b>January 3</b>	<b>December 28</b>	<b>January 3</b>	<b>December 28</b>
	<b>2015</b>	<b>2013</b>	<b>2015</b>	<b>2013</b>
Net loss	\$ (2,613)	\$ (1,325)	\$ (7,086)	\$ (15,634)
Interest expense, net	317	276	1,101	972
Income tax provision	70	(48)	138	43
Amortization of intangible assets	106	82	422	381
Depreciation and amortization expense	<u>2,090</u>	<u>2,439</u>	<u>8,923</u>	<u>12,175</u>
EBITDA	(30)	1,424	3,498	(2,063)
Share-based compensation expense	680	198	2,371	1,263
Impairment loss on property and equipment	-	-	-	4,832
Impairment loss on intangible assets	-	-	-	1,245
Inventory write-down related to Carson closure	419	-	897	-
Restructuring costs	<u>102</u>	-	<u>1,137</u>	<u>723</u>
Adjusted EBITDA	<u>\$ 1,171</u>	<u>\$ 1,622</u>	<u>\$ 7,903</u>	<u>\$ 6,000</u>

# Consolidated Statements of Comprehensive Operations

(Unaudited, in Thousands, Except Per Share Data)



	Fourteen	Thirteen	Fiscal Year Ended	
	Weeks Ended January 3 2015	Weeks Ended December 28 2013	January 3 2015	December 28 2013
Net sales	\$ 70,568	\$ 59,735	\$ 283,508	\$ 254,753
Cost of sales <sup>(1)</sup>	51,653	42,260	205,058	180,620
Gross profit	18,915	17,475	78,450	74,133
Operating expenses:				
Marketing	10,652	9,284	42,008	41,045
General and administrative	4,169	3,941	16,701	17,567
Fulfillment	5,017	4,112	20,368	18,702
Technology	1,223	1,093	4,863	5,128
Amortization of intangible assets	106	82	422	381
Impairment loss on property and equipment	-	-	-	4,832
Impairment loss on intangible assets	-	-	-	1,245
Total operating expenses	21,167	18,512	84,362	88,900
Loss from operations	(2,252)	(1,037)	(5,912)	(14,767)
Other income (expense):				
Other income, net	26	(66)	65	148
Interest expense	(317)	(270)	(1,101)	(972)
Total other expense, net	(291)	(336)	(1,036)	(824)
Loss before income taxes	(2,543)	(1,373)	(6,948)	(15,591)
Income tax (benefit) provision	70	(48)	138	43
Net loss including noncontrolling interests	(2,613)	(1,325)	(7,086)	(15,634)
Net Loss attributable to non-controlling interests	(207)	-	(207)	-
Net loss attributable to U.S. Auto Parts	(2,406)	(1,325)	(6,879)	(15,634)
Other comprehensive income attributable to U.S. Auto Parts, net of tax:				
Foreign currency translation adjustments	-	24	19	55
Actuarial loss on defined benefit plan	(106)	-	(106)	-
Unrealized gains on investments	-	3	-	7
Total other comprehensive income attributable to U.S. Auto Parts	(106)	27	(87)	62
Comprehensive loss attributable to U.S. Auto Parts	\$ (2,512)	\$ (1,298)	\$ (6,966)	\$ (15,572)
Basic and diluted net loss per share	\$ (0.07)	\$ (0.04)	\$ (0.21)	\$ (0.48)
Shares used in computation of basic and diluted net loss per share	33,573	33,308	33,489	32,697

<sup>(1)</sup>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)



	January 3		December 28	
	2015		2013	
<b>ASSETS</b>				
Current assets:				
Cash and cash equivalents	\$	7,653	\$	818
Short-term investments		62		47
Accounts receivable, net of allowances of \$41 and \$213 at January 3, 2015 and December 28, 2013, respectively		3,804		5,029
Inventory		48,362		36,986
Other current assets		2,669		3,234
Total current assets		62,550		46,114
Property and equipment, net		16,966		19,663
Intangible assets, net		1,707		1,601
Other non-current assets		1,684		1,804
Total assets	\$	82,907	\$	69,182
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
Current liabilities:				
Accounts payable	\$	25,362	\$	19,669
Accrued expenses		7,747		5,959
Revolving loan payable		11,022		6,774
Current portion of capital leases payable		269		269
Other current liabilities		3,505		3,682
Total current liabilities		47,905		36,353
Capital leases payable, net of current portion		9,270		9,502
Deferred income taxes		1,618		335
Other non-current liabilities		1,891		2,126
Total liabilities		60,684		48,316
Commitments and contingencies				
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 1/3/15 and 12/28/13, respectively		4		4
Common stock, \$0.001 par value; 100,000 shares authorized; 33,624 shares & 33,352 shares issued and outstanding at 1/3/15 & 12/28/13, 2013, respectively		33		33
Additional paid-in capital		174,369		168,693
Common stock dividend distributable on Series A convertible preferred stock		-		60
Accumulated other comprehensive income		360		446
Accumulated deficit		(155,489)		(148,370)
Total stockholders' equity		19,277		20,866
Noncontrolling interest		2,946		-
Total stockholders' equity		22,223		20,866
Total liabilities and equity	\$	82,907	\$	69,182

# Sales & Adjusted EBITDA<sup>1</sup>



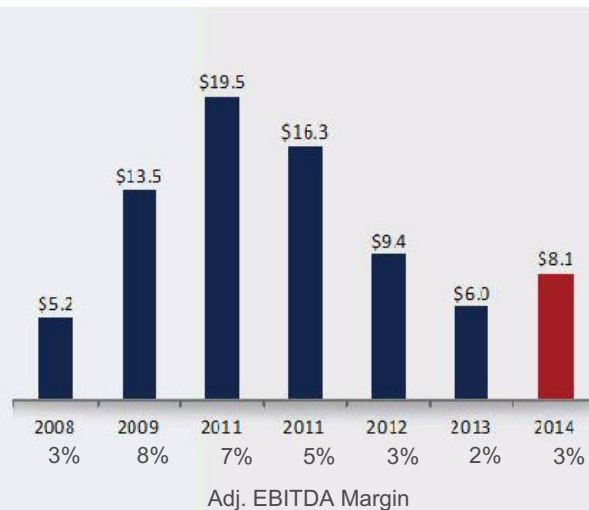
## Consolidated Sales<sup>2</sup>

(\$ In Millions)



## Consolidated Adjusted EBITDA<sup>3</sup>

(\$ In Millions)



1. Excludes AMD starting in Q4-14 which is funded through capital raised

2. JCWhitney was acquired in Aug 2010 adding revenue of \$39.1M in 2010 and \$83.4M in 2011. Amounts not separately disclosed after 2011.

3. 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 and \$2.4M in 2008, 2009, 2010, 2011, 2012, 2013, and 2014, respectively and restructuring costs and other one time charges of \$23.4M, \$0.4M, \$5.8M, \$12.9M, \$27.5M, \$6.8M, and \$2.4 in 2008, 2009, 2010, 2011, 2012, 2013 and 2014, respectively.