
**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) **November 2, 2015**



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.)

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)

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 November 2-3, 2015, at the 39th Annual Automotive Aftermarket Symposium hosted by Gabelli & Company in Las Vegas, Nevada, 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.

The information contained in Item 7.01 and in Item 9.01 and in Exhibit 99.1 attached to this report is being furnished to the Securities and Exchange Commission and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934,

as amended (the "Exchange Act"), or otherwise subject to the liability of that Section, or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language contained in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation of U.S. Auto Parts Network, Inc.
2	

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: November 2, 2015

U.S. AUTO PARTS NETWORK, INC.

By: /s/ NEIL WATANABE
Neil Watanabe
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation of U.S. Auto Parts Network, Inc.
4	

NASDAQ: PRTS

US AUTOPARTS

Investor Presentation

November 2015



This presentation contains “forward-looking” statements, within the meaning of the federal securities laws, that are based on our management’s beliefs and assumptions and on information currently available to management. Forward-looking statements include information concerning our possible or assumed future results of operations, expected growth and business strategies, key operating metrics, financing plans, competitive position, industry environment, potential product offerings, potential market and growth opportunities and the effects of competition.

Forward-looking statements include all statements that are not historical facts and can be identified by terms such as “anticipates,” “believes,” “could,” “seeks,” “estimates,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “will,” “would” or similar expressions and the negatives of those terms. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements represent our management’s beliefs and assumptions only as of the date of this presentation. 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 disclosures contained in the U.S. Auto Parts Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the Securities and Exchange Commission, including the risk factors set forth therein, for more detailed discussion on the factors that can cause actual results to differ materially from those projected in any forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

This presentation includes certain non-GAAP financial measures as defined by SEC rules. We have provided a reconciliation of those measures to the most directly comparable GAAP measures in the this presentation, where applicable.

Company Overview



- ▶ US Auto Parts is the largest pure-play internet retailer of aftermarket auto parts
- ▶ We operate online sites, marketplaces and wholesale channels focused on the do-it-yourself (DIY) customer
- ▶ Offer over 1 million SKUs of high quality private label and branded aftermarket products
- ▶ Reach ~10 million online customers per month through our well-established network of websites

*A Value Leader in
Aftermarket Auto Parts*

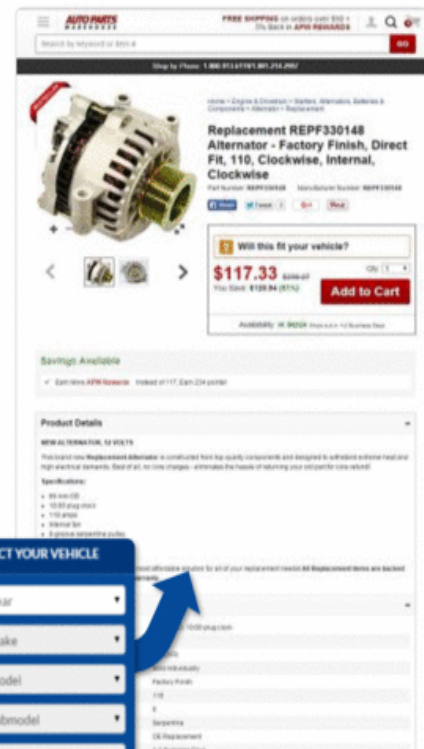


AUTOPARTS
WAREHOUSE



Our Value Proposition

- ▶ **Low Cost Products:** Our advanced supply chain & logistics network sources products from Asia, providing a broad selection and significant cost savings for the consumer
- ▶ **Quality of Products:** We stand by our products and offer warranties for many SKUs
- ▶ **User-Friendly Websites:** Our sites have been indexed using our proprietary software (*Smart Fit*) which makes it easier for consumers to find the right part for the right year, make and model
- ▶ **Ongoing Focus on Targeted Assortment of Branded and Private Label Products:** Further targets cost-conscious consumer with a broad selection of over 1M SKUs

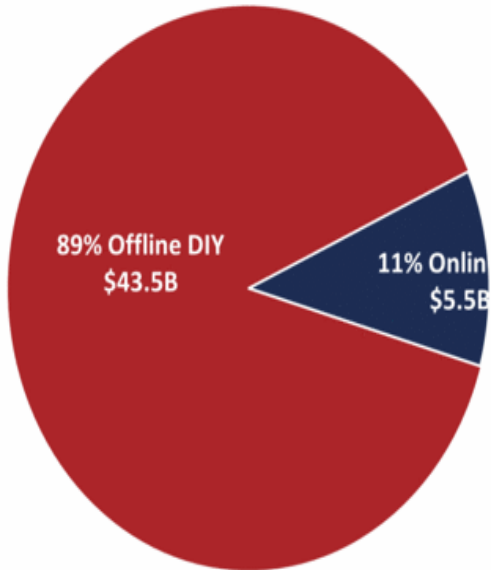


Price & Product Availability: The Two Most Important Factors for DIY Customers

Source: Aftermarket Business World, Feb 2014

Auto Parts Do-it-Yourself (DIY) Market Size

\$49B Auto Parts DIY Market¹



Online DIY Players

	2014 Est. Rev ² (in millions)	% of Total
Online Marketplaces		
eBay Motors	\$2,560	46.1%
Amazon	\$720	13.0%
<i>Sub Total</i>	<i>\$3,280</i>	<i>59.1%</i>
Wholesale Online		
Tire Rack (online)	\$530	9.6%
Other Tire Companies	\$230	4.1%
<i>Sub Total</i>	<i>\$760</i>	<i>13.7%</i>
Pure Play Online		
US Auto Parts	\$280	5.0%
Rock Auto	\$260	4.7%
Summit	\$200	3.6%
Auto Anything (AutoZone)	\$140	2.5%
JEGS	\$80	1.4%
CarID	\$70	1.3%
All Other Pure Play	\$180	3.2%
<i>Sub Total</i>	<i>\$1,210</i>	<i>21.8%</i>
Brick & Mortar Retailers (online portion)³		
AutoZone (w/o AA) ⁴	\$140	2.5%
Advance	\$90	1.6%
Pep	\$40	0.7%
O'Reilly	\$20	0.4%
NAPA	\$10	0.2%
<i>Sub Total</i>	<i>\$300</i>	<i>5.4%</i>
Total	\$5,550	100.0%

1) Digital Auto Care fact book estimates from 2014.

2) Estimates by US Auto Parts where amounts are not publicly reported.

3) Only includes estimated mail delivered business – does not include store pick ups.

4) Excludes AutoAnything, which is wholly owned by AutoZone.

Online DIY Sales' 11% Market Share Represents a Strong Growth Opportunity

Dollars Spent at Brick-and-Mortar Transitioning to Online

Traditional Brick and Mortar Retail Stores

- Only stocks auto parts for high volume models
- Higher prices due to overhead
- Regional consumer reach

Internet Retailers

- Accommodates variety of makes & models
- Competitive prices with limited overhead
- Broad market reach across the globe

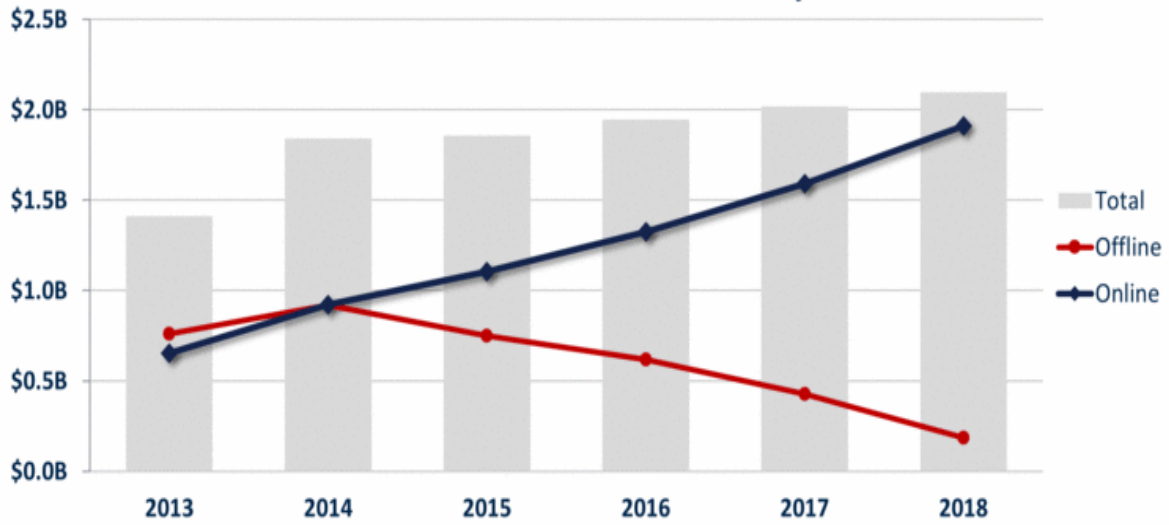


Online Sales of Auto Parts and Accessories Expected to Increase from \$5.1 Billion in 2013 to \$16.6 Billion in 2020 – 18% CAGR¹

1) Frost & Sullivan forecast.

DIY Online Sales Growth Surpassing Offline DIY Sales

DIY Market Incremental Revenue & Growth Projections



DIY Market Revenue (in Billions)						
Offline	\$42.6	\$43.5	\$44.2	\$44.8	\$45.3	\$45.5
Online ¹	4.6	5.5	6.6	8.0	9.5	11.5
Total ²	\$47.2	\$49.0	\$50.8	\$52.8	\$54.8	\$57.0
% Online	9.8%	11.3%	13.0%	15.1%	17.4%	20.1%

1) Projections for online industry based upon estimates of Company management derived from Booz and Co. data.
2) Projections obtained from 2015 Digital Auto Care fact book.

How We Go To Market: Channels & Percent of Revenue

eCommerce Websites:

Network of flagship websites supported by our call center agents.

Sites also generate advertising & sponsorship revenue.

US AUTOPARTS

JC Whitney
100 YEARS EVERYTHING AUTOMOTIVE

AUTOPARTS
WAREHOUSE

CarParts.com

68%

Online Marketplaces:

3rd party auction sites and shopping portals, enabling access to additional consumer segments.

amazon

ebay
store

23%

Offline/Wholesale: Products distributed directly to commercial customers, mostly collision repair shops. Also our Kool-View™ branded products sold to wholesale distributors.

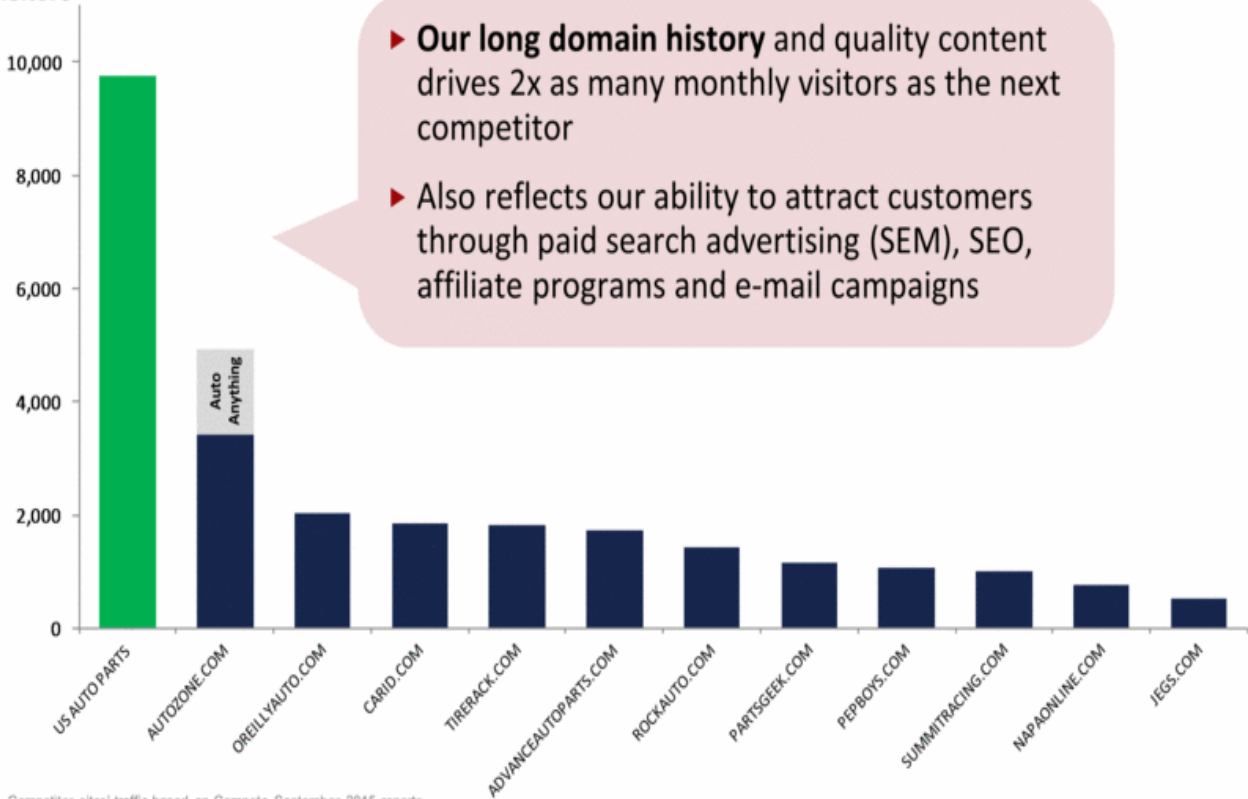
KOOL-VUE
A PRODUCT OF

9%

Competitive Landscape

Online Traffic Volume Comparison

Monthly Visitors¹

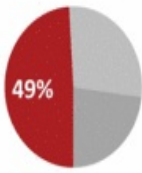


- ▶ **Our long domain history** and quality content drives 2x as many monthly visitors as the next competitor
- ▶ Also reflects our ability to attract customers through paid search advertising (SEM), SEO, affiliate programs and e-mail campaigns

1) Competitor sites' traffic based on Compete September 2015 reports.

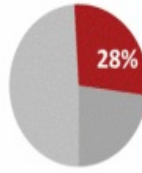
We Address the Market with an Expansive Product Offering

Revenue Mix



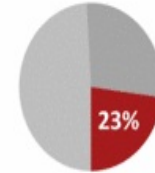
Collision Parts

Lamps 	Mirrors 	Bumpers
Hoods 	Tailgates 	Doors
Grills 	Wheels 	Window Regulators



Engine Parts

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



Performance & Accessories

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

Private Label	96%	48%	3%
Branded	4%	52%	97%

Over 1 Million SKUs Across Several Categories

Competitive Advantage

Supply Chain Creates Pricing Benefits

- ▶ Our ability to competitively price products while maintaining healthy margins reflects our robust private-label supply chain:
 - ▶ Over 45,000 private label products
 - ▶ Planning to add 6,000 – 7,000 private label SKUs by end of 2015
 - ▶ Source product from 350+ factories across Asia



Our Private Label Products Provides Competitive Pricing Advantage



Financial Highlights

Key Stats: PRTS (NASDAQ)



Trading Data (@ October 29, 2015)		Financial Highlights (Q3 TTM)		Revenues		
Stock Price	\$2.04	Revenues (TTM)	\$294.0M			
52 Wk. High/Low	\$3.34/1.50	Gross Margin (TTM)	28.0%			
Avg. Daily Vol. (3 mo)	27,354	Adjusted EBITDA (TTM) ²	\$7.9M			
Shares Outstanding	34.0M	Cash & Equiv. (mrq)	\$5.7M			
Institutional Holdings	57.2%	Total Assets (mrq)	\$80.3M			
Insider Holdings	23.3%	Total Debt (mrq)	\$8.3M			
		Total Liabilities (mrq)	\$58.2M			
Valuation Measures		Total Equity (mrq)	\$22.1M	\$255M	\$284M	\$294M
Market Cap	\$69.4M			FY13	FY14	TTM
Enterprise Value	\$81.1M					Q3 2015
EV/Revenue	0.3X					
P/Tangible BV	3.5X					
Employees ¹	1,049					

Data sources: Yahoo! Finance, S&P Capital IQ, company filings.

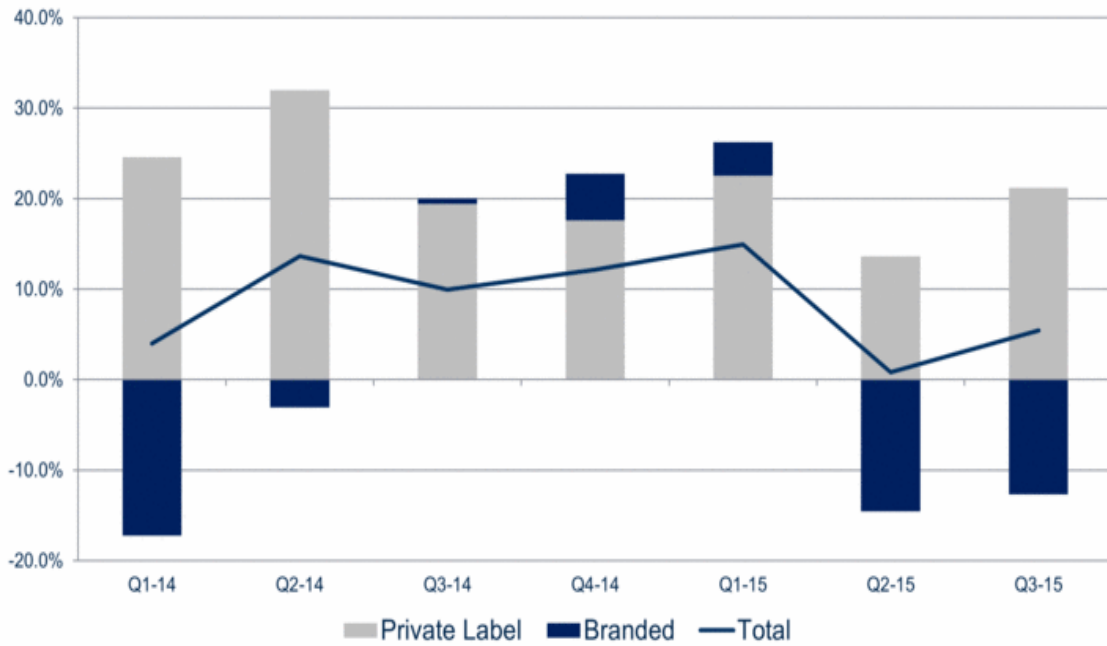
1) As of October 3, 2015.

2) See slide 15 for a reconciliation of this non-GAAP measure.

3) TTM is trailing 12 months. MRW is most recent quart

4) All information above is as of 10/29/15 unless otherwise noted

Positive Quarterly Comp Sales Trend

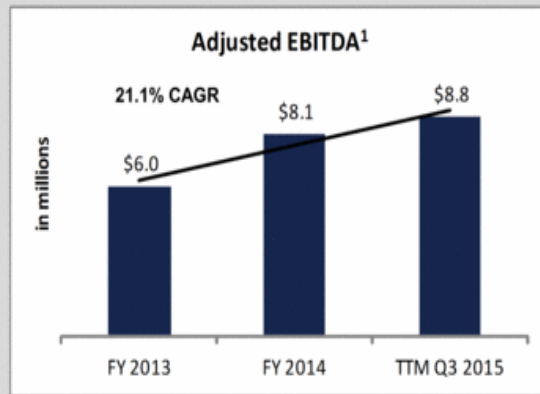
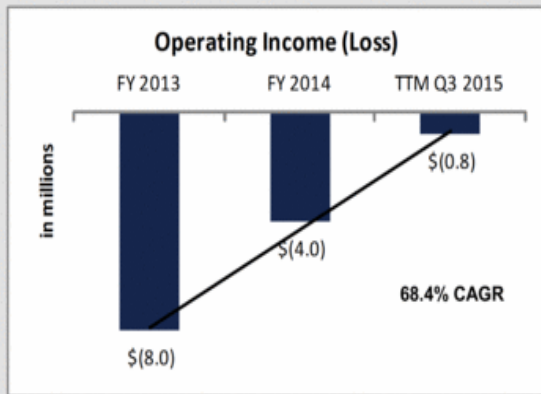
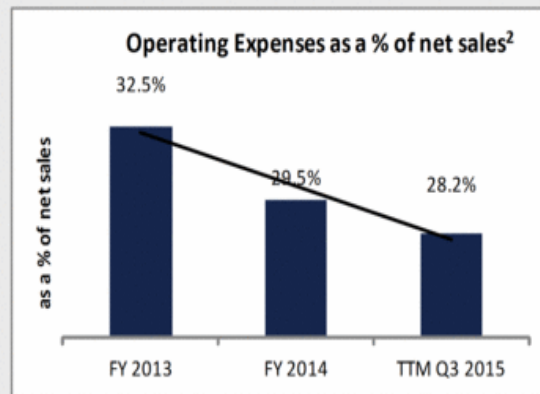
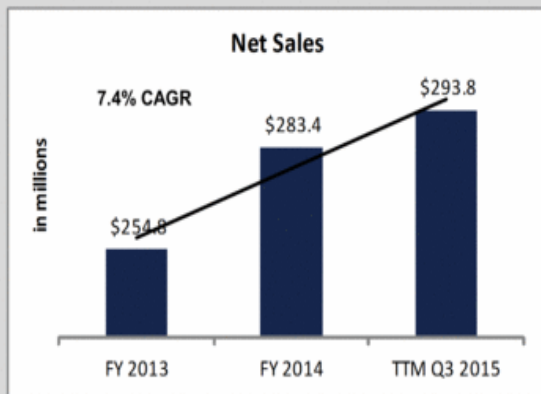


PL CAGR 16.5%
Branded CAGR (9.3%)
Total CAGR 4.4%

7 consecutive quarters with double digit Private Label growth

Financial Performance

(excluding AutoMD beginning in Q4-14)



1) 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 \$1.3M, \$2.4M and \$2.3M for FY-13, FY-14 and Q3-15 TTM, respectively and restructuring costs and other one time charges of \$6.8M, \$2.0M and \$0.5M for FY-13, FY-14 and Q3-15 TTM respectively.

2) Excludes one time write downs of \$6.1 and \$0.9M for FY-13 and FY-14, respectively

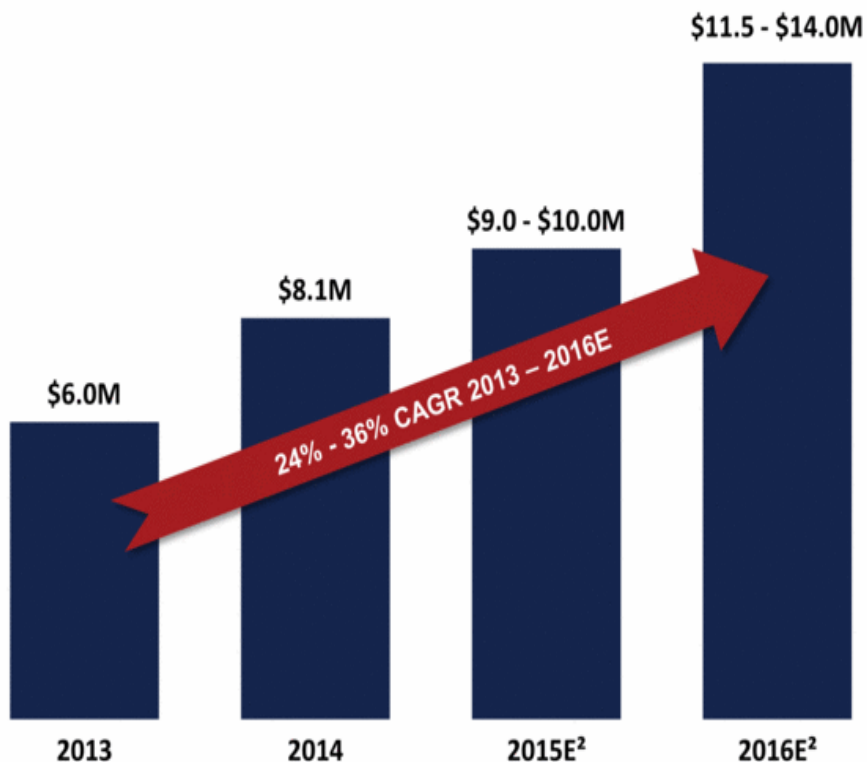
Current Margin Profile

- ▶ Incremental flow through from private label business is driving higher margins
- ▶ Minimal fixed costs creates significant leverage in our business model
- ▶ We believe revenue mix will continue to shift to private label
 - ▶ 2016 projected split: 65%/35%

	Private Label	Branded	Total
Q3 TTM Growth Rate ¹	19%	(4%)	9%
Revenue Mix	60%	40%	100%
Gross Margins	34% - 36%	19% - 21%	28% - 30%
Variable OPEX Costs	16%	11%	15%
Incremental Fixed Cost	0%	0%	0%
Incremental Flow Thru	18% - 20%	8% - 10%	13% - 15%

1) Excludes non-operating channel segments
 2) Based on management assumptions as of October 3, 2015.

Strong EBITDA¹ Growth Trends for U.S. Auto Parts (Excluding AutoMD beginning in Q4-14)



1) 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, restructuring costs and other one-time charges

2) Represents guidance for flat year-over-year EBITDA growth (excluding AutoMD), issued and only effective Nov. 2, 2015

- ▶ AutoMD is an online auto repair source for the do-it-for-me (DIFM) market
 - ▶ Serves as repair lead generation site for repair shops, while educating consumers on maint./service of their vehicles
- ▶ Raised \$7.0M in capital in 2014
 - ▶ Fed Mogul: \$3.0M
 - ▶ Cox Automotive: \$2.0M
 - ▶ Insiders: \$2.0M
- ▶ Post-funding valuation of \$19.5M with 64% controlled by U.S. Auto Parts
- ▶ **~2,900 shops in the program**
 - ▶ Year-end 2015 Goal: 3,000 – 3,500 total shops

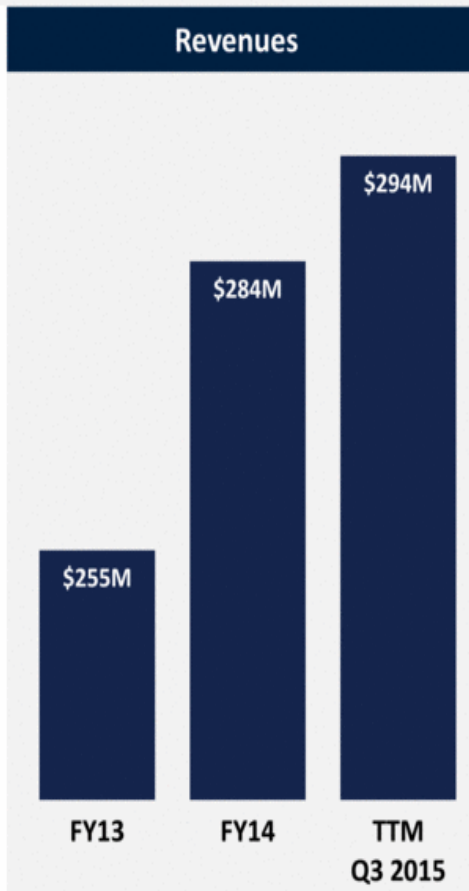
The screenshot shows the AutoMD website interface. At the top, there's a search bar with the text '2004 Ford Expedition Eddie Bauer 4 Cyl 4.6L'. Below the search bar, there's a navigation menu with options like 'Home', 'About Us', 'Auto Assembly', 'Software Deal', 'Find a Shop', 'Contact Us', and 'Follow Us'. The main content area displays a list of repair shops with their names, ratings, and prices. The shops listed are:

Shop Name	Rating	Price
Morgan Auto Service	4.5 (11)	\$701
Car Nerds	4.5 (11)	\$647
Marino Shell Service	4.5 (11)	\$629
Universal Auto Service	4.5 (11)	\$765
Complete Automotive Systems	4.5 (11)	\$728
Monte Automotive	4.5 (11)	\$714
Midas Inglewood	4.5 (11)	\$777

On the left side of the screenshot, there's a sidebar with filters for 'Location', 'Vehicle', 'Service', 'Distance', and 'AutoMD Rating'. The 'Location' filter shows '2401 Colorado Ave, Santa Monica, CA 90404'. The 'Vehicle' filter shows '2004 Ford Expedition Eddie Bauer 4 Cyl 4.6L'. The 'Service' filter shows 'Suspension Ball Joint Replacement, Front Lower'. The 'Distance' filter shows a range from 0 to 10 miles. The 'AutoMD Rating' filter shows a range from 4.0 to 5.0 stars.

Key Takeaways

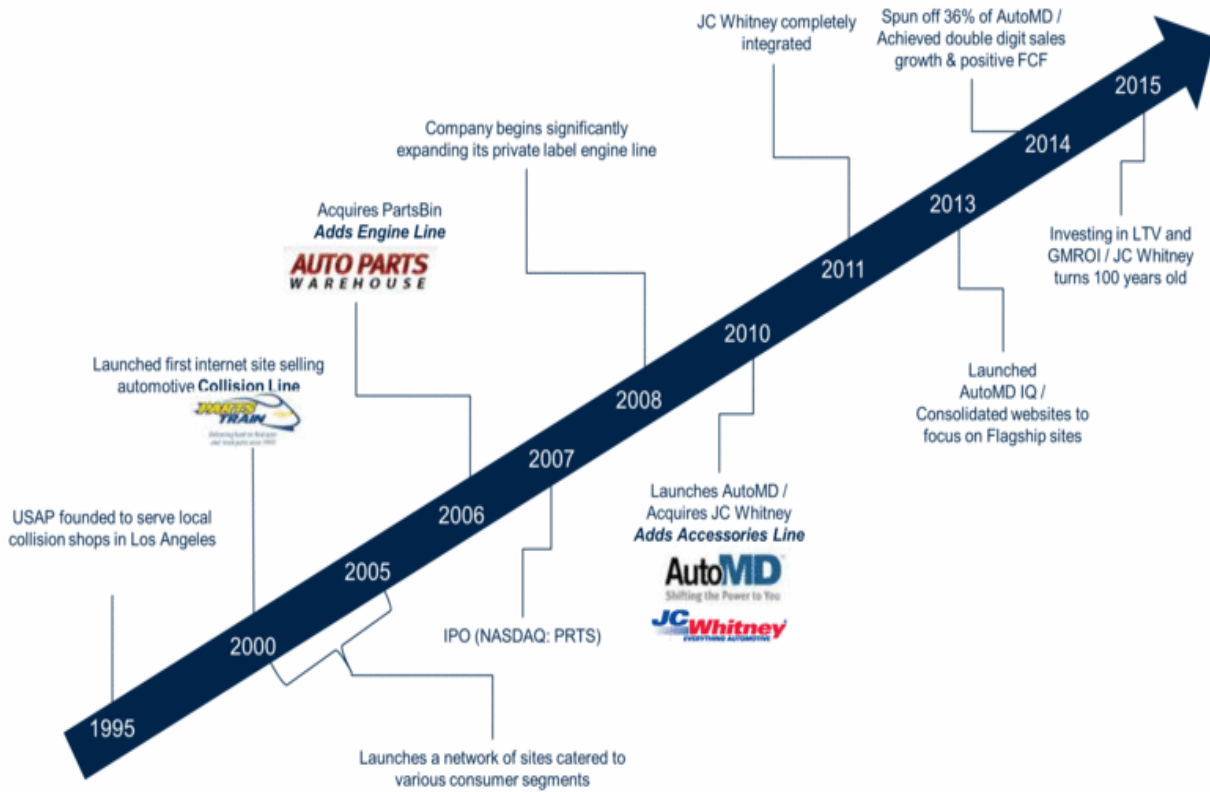
- ▶ **Largest pure-play internet retailer of aftermarket auto parts**
- ▶ **\$5 billion industry** anticipated to double next 5-7 years
- ▶ **~10 million monthly website visitors** – more than double next competitor
- ▶ **Transitioning to a higher mix of private label products** – to drive increased conversion rates, margins and revenues
- ▶ **Several avenues for growth** – increasing customer LTV, expanding product offerings, and majority ownership interest AutoMD





APPENDIX

Company History



Shane Evangelist - Chief Executive Officer since October 2007

- Over 10 years experience 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

Neil Watanabe - Chief Financial Officer since March 2015

- Over 30 years of finance, accounting & retail experience in both private & public companies
- Chief Operating Officer of National Stores
- EVP & Chief Financial Officer – Anna Linens
- EVP & Chief Financial Officer – Pet Smart
- EVP & Chief Financial Officer – Elizabeth Arden Red Door Spas
- B.A. degree in Social Sciences from the University of California, Los Angeles and CPA certification in Illinois

Aaron E. Coleman - Chief Operating Officer since September 2010

- Former Executive Vice President of Operations and CIO from April 2008 - September 2010
- 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 since May 2008

- 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

Financial Highlights – Q3-15 YTD



- ▶ Total revenue \$223.5M Q3-15 YTD
- ▶ Comp sales up 6.9% for Q3-15 YTD
- ▶ Sales up 5.0% for Q3-15 YTD
- ▶ Adjusted EBITDA excluding AutoMD was \$7.4M Q3-15 YTD
- ▶ Inventory at \$46.2M as of Q3-15 vs. \$44.8M the prior year
- ▶ Debt declining year over year by \$2.6M

1) 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 \$1.6M for Q3-15 YTD.

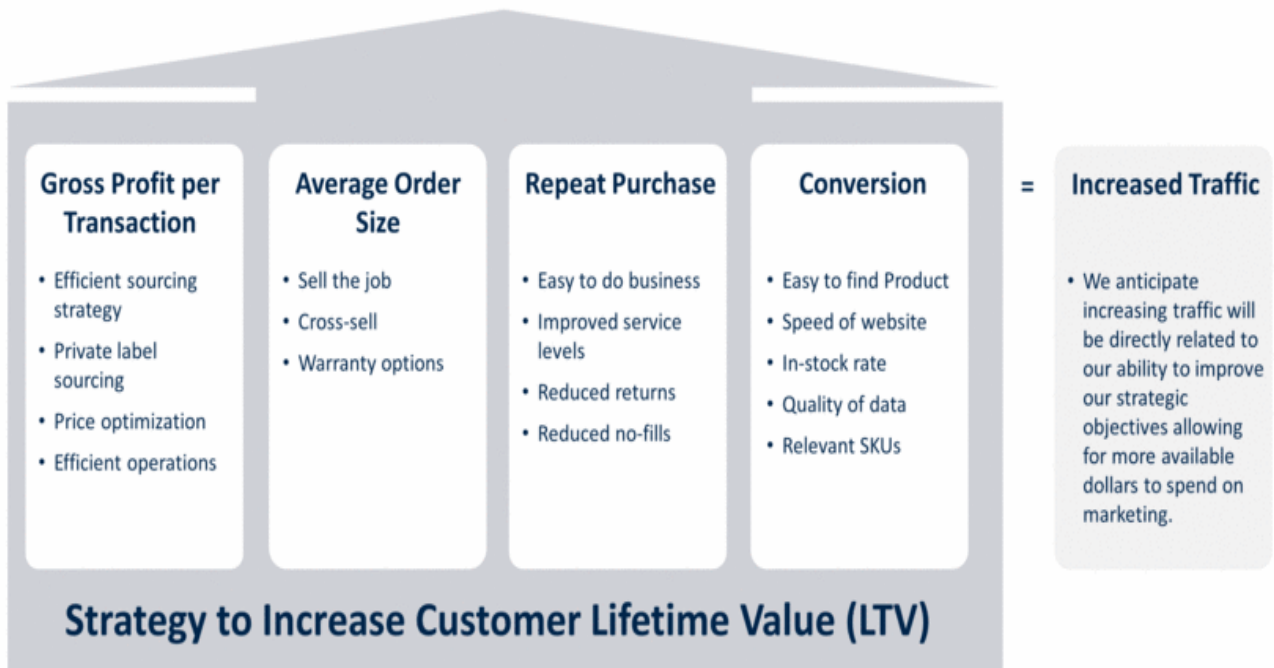
Financial Sensitivity

	FY-14	5%	10%	15%	20%	41%
Revenue	\$284	\$298	\$312	\$327	\$341	\$400
Gross Margin %	27.7%	28.0% – 30.0%	28.0% – 30.0%	28.0% – 30.0%	28.0% – 30.0%	28.0% – 30.0%
Variable:						
Fulfillment	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%
Marketing	9.1%	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	1.7%	1.7%	1.7%	1.7%	1.7%	1.7%
Total Variable	14.9%	15.1%	15.1%	15.1%	15.1%	15.1%
Fixed:						
Fulfillment	2.5%	2.0%	1.9%	1.9%	1.8%	1.5%
Marketing	3.8%	3.8%	3.6%	3.5%	3.3%	2.8%
Technology	1.1%	1.1%	1.0%	1.0%	0.9%	0.8%
G&A	3.2%	3.3%	3.1%	3.0%	2.9%	2.4%
Total Fixed¹	10.6%	10.2%	9.7%	9.3%	8.9%	7.6%
Add backs	0.7%	0.0%	0.0%	0.0%	0.0%	0.0%
Adjusted EBITDA %	2.8%	2.8% – 4.8%	3.2% – 5.2%	3.7% – 5.7%	4.0% – 6.0%	5.4% – 7.4%
Adjusted EBITDA \$²	\$8	\$8 – \$14	\$10 – \$16	\$12 – \$18	\$14 – \$21	\$21 – \$29

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

Our Business Model Projects Significant Cost Leverage as Revenues Grow 24

Key Avenues for Growth – Increase Customer Lifetime Value



Increased customer LTV would result in greater mix of traffic from both direct-to-website and paid channels, and less dependence on organic search