

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

**FORM S-8  
REGISTRATION STATEMENT**

*Under  
The Securities Act of 1933*

**U.S. Auto Parts Network, Inc.**

(Exact name of registrant as specified in its charter)

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

**68-0623433**  
(IRS Employer  
Identification No.)

**17150 South Margay Avenue, Carson, CA 90746**  
(Address of principal executive offices) (Zip code)

**U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan**  
(Full title of the plan)

**Ted Sanders**  
**Chief Financial Officer**  
**U.S. Auto Parts Network, Inc.**  
**17150 South Margay Avenue**  
**Carson, CA 90746**  
(Name and Address of agent for service)

**(310) 735-0085**  
(Telephone number, including area code, of agent for service)

*With a copy to:*

**Ellen S. Bancroft, Esq.**  
**Jason R. Wisniewski, Esq.**  
**Dorsey & Whitney LLP**  
**38 Technology Drive**  
**Irvine, CA 92618**  
**(949) 932-3600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common stock, \$0.001 par value, issuable pursuant to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan	1,494,681 shares	\$7.23	\$10,806,544	\$770.51
<b>Total</b>	<b>1,494,681 shares</b>	<b>\$7.23</b>	<b>\$10,806,544</b>	<b>\$770.51</b>

- (1) This Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) Estimated solely for the purpose of calculating the registration fee under Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high and low sales prices per share of the Registrant's common stock on March 11, 2010, as reported by the NASDAQ Stock Market.

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## PREFATORY NOTE

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 registers the offer and sale of an additional 1,494,681 shares of Common Stock of U.S. Auto Parts Network, Inc. (the "Registrant") for issuance under the 2007 Omnibus Incentive Plan (the "Plan"). The contents of the prior Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on March 26, 2009 (File No. 333-158224), March 28, 2008 (File No. 333-149973) and May 23, 2007 (File No. 333-143179), relating to the Plan, are incorporated herein by reference.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

In accordance with the Note to Part I of Form S-8, the information specified by Part I (Items 1 and 2) is omitted from this registration statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference.**

Registrant hereby incorporates by reference into this registration statement the following documents, which have been filed with the Commission:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended January 2, 2010, filed with the Commission on March 12, 2010;
- (b) the Registrant's Current Reports on Form 8-K, filed with the Commission on January 13, 2010 and February 25, 2010; and
- (c) the description of the Registrant's common stock, par value \$0.001 per share, contained in the Registrant's Registration Statement on Form 8-A (File No. 001-33264) filed on January 23, 2007, including any amendment or report filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. The Registrant expressly excludes from such incorporation information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

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**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>	<b>Where Located</b>
4.1	Second Amended and Restated Certificate of Incorporation of the Registrant	Incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on April 2, 2007
4.2	Amended and Restated Bylaws of the Registrant	Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on April 2, 2007
4.3	Specimen common stock certificate	Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-138379)
5.1	Opinion of Dorsey & Whitney LLP	Filed herewith
23.1	Consent of Ernst & Young LLP	Filed herewith
23.2	Consent of Dorsey & Whitney LLP (contained in Exhibit 5.1 to this registration statement)	Filed herewith
24.1	Power of Attorney (included in the signature pages to this registration statement)	Filed herewith
99.1	U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan and forms of agreements thereunder	Incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-138379)



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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ FREDERIC W. HARMAN</u> Frederic W. Harman	Director	March 15, 2010
<u>/s/ SOL KHAZANI</u> Sol Khazani	Director	March 15, 2010
<u>/s/ BARRY PHELPS</u> Barry Phelps	Director	March 15, 2010
<u>/s/ JEFFREY SCHWARTZ</u> Jeffrey Schwartz	Director	March 15, 2010
<u>Ellen F. Siminoff</u>	Director	March __, 2010

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## OPINION AND CONSENT OF DORSEY &amp; WHITNEY LLP

March 15, 2010

U.S. Auto Parts Network, Inc.  
17150 South Margay Avenue  
Carson, CA 90746

Re: Registration Statement on Form S-8  
for Offering of 1,494,681 Shares of Common Stock

Ladies and Gentlemen:

We have acted as counsel to U.S. Auto Parts Network, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), relating to the issuance by the Company from time to time of up to an aggregate of 1,494,681 shares of Common Stock, \$0.001 par value, of the Company (the "Shares"), pursuant to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan (the "Plan"). This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K of the Act.

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of the opinions set forth below. In rendering our opinions set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance, delivery and payment therefor in accordance with the terms of the Plan and any agreements thereunder and in accordance with the Registration Statement, will be validly issued, fully paid and nonassessable.

Our opinions expressed above are limited to the Delaware General Corporation Law, and we express no opinion with respect to the applicability of any other laws. We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinions expressed herein. Our opinions are expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Plan or the Shares.

Very truly yours,

/s/ DORSEY & WHITNEY LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan of our report dated March 12, 2010, with respect to the consolidated financial statements of U.S. Auto Parts Network, Inc. included in its Annual Report (Form 10-K) for the fiscal year ended January 2, 2010 to be filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California

March 15, 2010