

**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) **March 9, 2012**



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) 735-0553

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))

Item 7.01. Regulation FD Disclosure.

On March 12, 2012, at the ROTH 24th Annual OC Growth Stock Conference in Laguna Niguel, California, U.S. Auto Parts Network, Inc. (the "Company") will be 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 No.</u>	<u>Description</u>
99.1	Presentation of U.S. Auto Parts Network, Inc.

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, 2012

U.S. AUTO PARTS NETWORK, INC.

By: /s/ DAVID ROBSON

David Robson
Chief Financial Officer

EXHIBIT INDEX

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

U.S. Auto Parts Network, Inc.

Leading online source for automotive aftermarket parts and repair information



Investor Presentation

March 2012

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.

US Auto Parts is a dominant e-commerce specialty retailer of aftermarket auto parts to the Do It Yourself market and is uniquely positioned to win.

Low Cost Acquisition

Reach over 14mm monthly visitors at a less than a \$8 CAC.



Efficient Supply Chain

Over 40% of product directly sourced from Asia.



Significant Capacity

Over 70% of corporate employees located in off shore low cost operations.



Incremental revenue above current levels has incremental EBITDA flow thru of around 15%

1995 Founded and serviced local body shops in Los Angeles

2000 Launched first internet site selling automotive **Body Parts**

2000-2005 Launched a network of sites catered to consumer segments

2006 Acquired PartsBin - **Engine**

IPO (NASDAQ: PRTS), hired new CEO **2007**

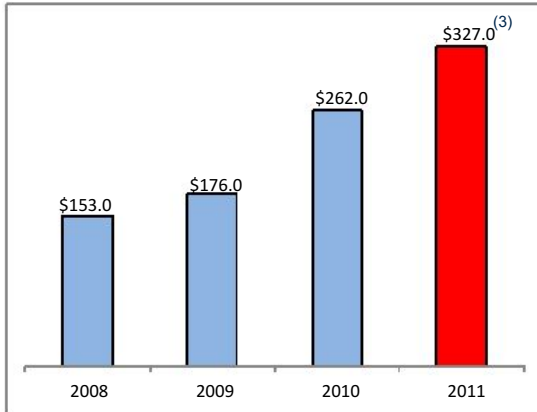
Launched a network of sites catered to consumer segments **2008-2009**

Launched AutoMD, Acquired JC Whitney – **Accessories** **2010**

Completed integration of JC Whitney **2011**

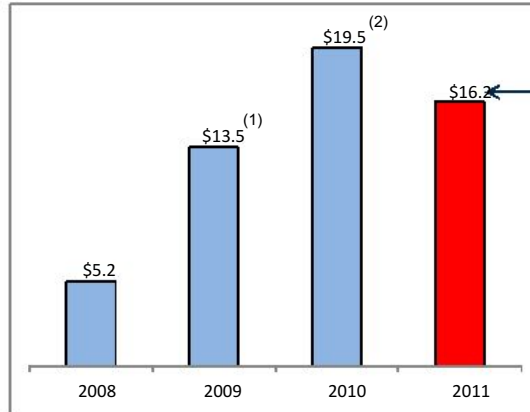
Consolidated Sales

(\$ In Millions)



Consolidated Adjusted EBITDA

(\$ In Millions)



Year Impacted by:

- JCW Acquisition
- \$7.5m of restructuring charges for JCW
- Adjusted EBITDA for USAP of \$18.9m and JCW with a loss of (\$2.6m)

3% 8% 10% 5%

Adj. EBITDA Margin

1. Excludes legal cost associated with protecting our intellectual property.
2. Excludes legal cost associated with protecting our intellectual property, one time charge for revenue recognition change, and acquisition costs
3. Includes about \$80mm from acquisition of WAG

Financial Sensitivity



Our business model has significant cost leverage as revenues grow

	Base	10%	20%	30%	40%	50%
Revenue	\$327	\$ 360	\$392	\$425	\$ 458	\$ 491
Gross Margin %	30.0% - 33.0%	30.0% - 33.0%	30.0% - 33.0%	30.0% - 33.0%	30.0% - 33.0%	30.0% - 33.0%
Variable:						
Fulfillment	2.4%	2.4%	2.4%	2.4%	2.4%	2.4%
Marketing	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%
Technology	0.7%	0.7%	0.7%	0.7%	0.7%	0.7%
G&A	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
Total Variable	14.6%	14.6%	14.6%	14.6%	14.6%	14.6%
Fixed:						
Fulfillment	2.5%	2.3%	2.1%	1.9%	1.8%	1.7%
Marketing	3.8%	3.5%	3.2%	2.9%	2.7%	2.5%
Technology	1.3%	1.2%	1.1%	1.0%	0.9%	0.9%
G&A	3.4%	3.1%	2.8%	2.6%	2.4%	2.2%
Total Fixed	10.9%	9.9%	9.1%	8.4%	7.8%	7.3%
Adjusted EBITDA %	4.5% - 7.5%	5.5% - 8.5%	6.3% - 9.3%	7.0% - 10.0%	7.6% - 10.6%	8.2% - 11.2%
Adjusted EBITDA \$	\$15 - \$25	\$20 - \$30	\$25 - \$37	\$30 - \$43	\$35 - \$48	\$40 - \$55

- Reflects Whitney Automotive Group, fully integrated
- Excludes stock based compensation, depreciation and amortization of \$2.5m and \$16.2m, respectively
- For every incremental year required to achieve growth levels, fixed expenses increase \$1.2M

Revenue Growth

- 1) **Improve Customer Experience**
 - Continue to improve all customer touch points
- 1) **Lower Prices**
 - Launch disruptive price points through supply chain efficiencies
- 2) **Increase Selection**
 - Expand product offering within existing categories as well as entering new categories
- 3) **Increase Unique Visitors**
 - Drive increase unique visitors both organically and through acquisitions
- 4) **Be the Consumer Advocate for Auto Repair**
 - Reduce consumer spending on vehicle repair by billions of dollars

Incremental EBITDA Flow Thru

Revenue	100%
Gross Margins	<u>30% - 33%</u>
Variable OPEX Costs	15%
Fixed Costs	<u>0%</u>
Incr EBITDA Flow Thru	15% - 18%

Broad Product Offering Unavailable from Traditional Off-Line Retailers



Engine Parts



Revenue* 45%

Overall Market** \$50B



Performance & Accessories



21%

\$15B



Body Parts

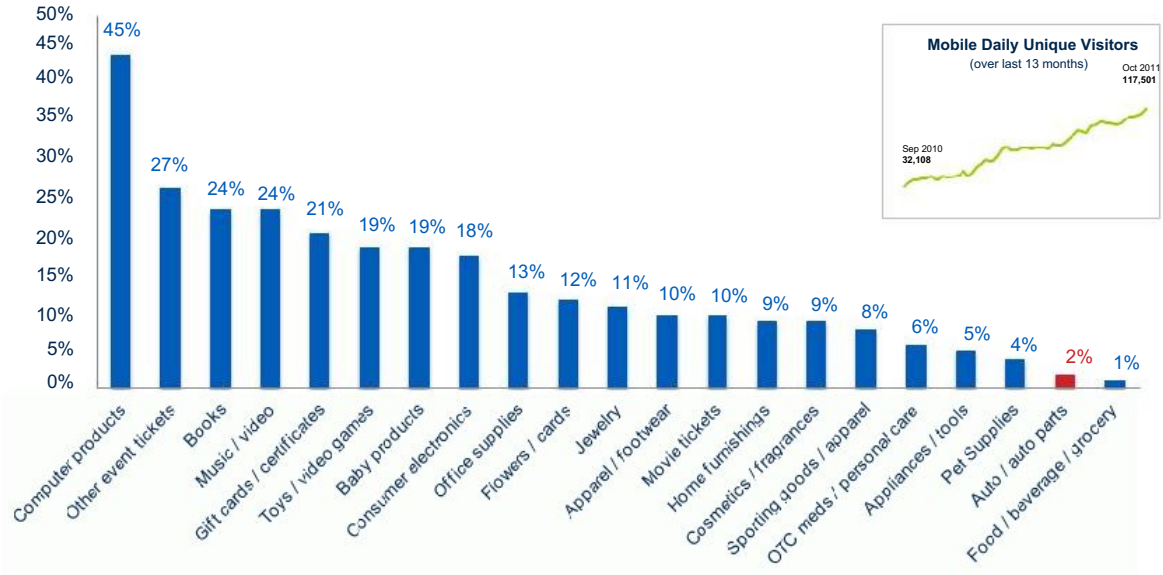


34%

\$15B

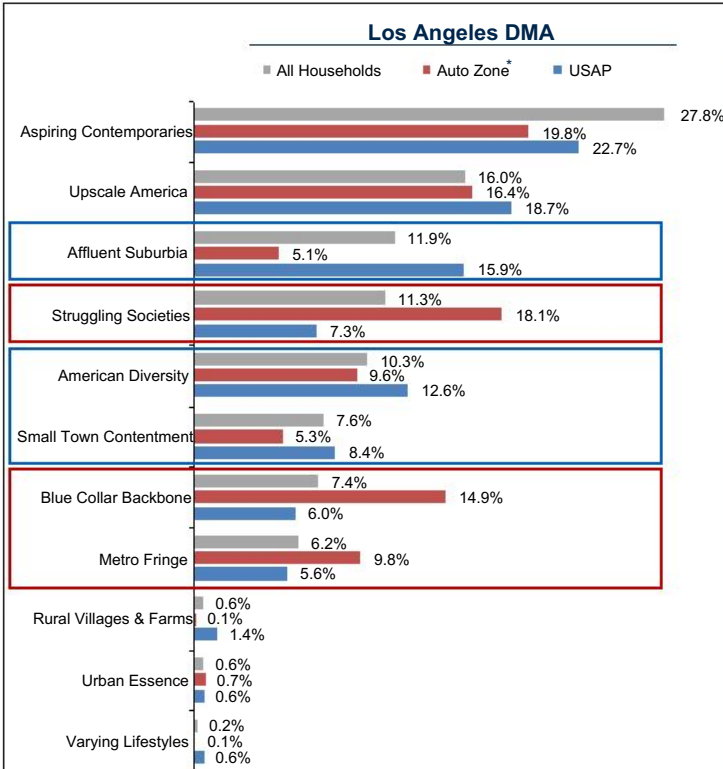
*Represents online mix, **Source: AIA Factbook Research

Retail Category e-Commerce Penetration Rates



Source : Forrester; Wall Street research; Autopartswarehouse.com

Online vs. Brick and Mortar Customer – Mobile Growth Should Accelerate Penetration



Compared to AutoZone and the general population, USAP customers over-index in affluent segments, typical of e-commerce shoppers

Affluent Suburbia
The wealthiest households in the U.S. living in exclusive suburban neighborhoods enjoying the best of everything that life has to offer

Small Town Contentment
Middle-aged, upper-middle-class families living in small towns and satellite cities with moderate educations employed in white-collar, blue-collar and service professions

American Diversity
A diverse group of ethnically mixed singles and couples, middle-aged and retired with middleclass incomes from blue-collar and service industry jobs

In contrast, AutoZone store locations over-index in areas with lower income, blue collar households

Struggling Societies
Young minorities, students and single parents trying to raise families on low-level jobs in manufacturing, health care and food services

Blue Collar Backbone
Budget-conscious, young and old blue-collar households living in older towns working in manufacturing, construction and retail trades

Metro Fringe
Racially mixed, lower-middle-class clusters in older single-family homes, semi-detached houses and low-rise apartments in satellite cities

*Auto zone distribution reflects population in zip codes of Auto Zone store locations
 **Sources: 2008 Census estimates; autozone.com; MOSAIC lifestyle segments

US Auto Parts Dominant Reach- Largest Pure Play Internet Retailer

(some overlap of monthly visitors across websites)



USAP traffic includes traffic of USAP existing sites and WAG since the acquisition
 Competitive sites' traffic based on Comscore September 2011 reports for September
 * Excludes growth from WAG acquisition

Pricing Competitive Advantage Through Supply Chain Efficiencies



Product margin/price competitiveness determined more by sourcing strategy than product categories. Current margins range from 30% - 33%.

Margin %

	In-Stock	Drop Ship	Current	Goal
Private Label <small>(Asia Sourced)</small>	40% - 70%		40%	50%
Branded <small>(US Sourced)</small>	25% - 40%	10% - 25%	60%	50%
Current Mix	50%	50%		



Goal	75%	←	25%
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Low Cost Operating Structure Reduces Overhead and Enables Scale



Corporate Functions

Job functions are shared between the US and Philippines with a majority of the work being performed in the Philippines.

		
Acquisition/Retention Marketing	✓	✓
Website Product Development	✓	✓
Call Center Operations	✓	✓
Product Sourcing	✓	✓
Catalog	✓	✓
Finance	✓	✓
Accounting	✓	✓
Analysis	✓	✓
IT	✓	✓
HR	✓	✓
Total Corporate Employees	300	1,000

Distribution Centers

Carson, California (150,000 sq. ft.)	75
Chesapeake, Virginia (110,000 sq. ft)	50
LaSalle, Illinois (300,000 sq. ft)	100
Total Distribution Employees	225

AutoMD- Largest DIY Site Repositioned to Target \$140B DIFM Market



Shifting the Power to You

Lease a new 2011 Sienna LE
\$299* PER MONTH
\$2,298 DUE AT SIGNING
WITH APPROVED CREDIT
+ Complimentary Toyota Maintenance Program

TOYOTA
Moving forward

2008 Audi A5 Quattro
Base 6 Cyl 3.2L

TSB (0) RECALLS (0) Q&A (498)

AutoMD Negotiator Diagnose Estimate Cost Find a Shop How-To-Guides Auto Answers

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All Categories

Quote Statistics for your 2008 Honda Accord

Agent	Shops Called	Total Quotes	Highest	Lowest
Mary J.	6	3	\$600	\$300

Compare & Select a Shop

Click View Quote for more details on information warranty, parts, and labor cost. Quote prices are valid for 9 business days. Prices may vary after that.

SHOP	AVAILABLE	WARRANTY	COST
Quality Autobody 221 Antala Ave Hollywood, CA 90028 0.18 miles Shop Contact: Cody Benam	Jul 10, 2011 10:50 AM	1 Year *	\$300.00 <small>Tax not included</small>
Johnson's Auto Care 4148 S Sunnyside Dr	Jul 10, 2011 9:30 AM	30 Days *	\$470.00 <small>Tax not included</small>

We call shops and negotiate for you, so you won't overpay for auto repair.

We've called over 50,000 shops and found quotes for the same repair **differ by over 40%**! See what we can do for you.

Learn More

Request a Quote

View the latest TSBs & Recalls

Select Year:

Select Make:

Select Model:

GO

Get your questions answered

“ Brake pedal goes all the way to the floor. Replaced all brake master cylinder. Did not fix problem, bleed all the brakes

Asked by mom231 - 1 minute ago

[Ask a Question](#) | [View Questions](#)

Compare local repair estimates

Calling repair shops, comparison shopping, who has time for that? We do.

[The AutoMD Negotiator](#)

Adjusted EBITDA (Consolidated)



	Thirteen Weeks Ended		Thirteen Weeks Ended		Fifty-Two Weeks Ended		Fifty-Two Weeks Ended	
	December 31		January 1		December 31		January 1	
	2011		2011		2011		2011	
(Amounts shown in thousands)								
Net (loss) income	\$	(7,020)	\$	(2,896)	\$	(15,137)	\$	(13,926)
Interest expense (income) net		244		240		963		371
Income tax provision		(1,727)		64		(1,512)		12,218
Amortization of intangibles		345		1,640		3,673		2,804
Depreciation and amortization		3,494		2,982		12,695		9,466
EBITDA		(4,664)		2,030		682		10,933
Impairment loss on intangibles		5,138		-		5,138		-
Share-based compensation		660		630		2,607		2,742
Legal costs to enforce intellectual property rights		19		87		462		2,284
Charge for change in revenue recognition		-		-		-		411
Add back Restructuring		784		1,534		7,375		3,124
Adjusted EBITDA	\$	1,937	\$	4,281	\$	16,264	\$	19,494

Adjusted EBITDA excluding JC Whitney



	Thirteen Weeks Ended		Fifty-Two Weeks Ended	
	December 31	January 1	December 31	January 1
(Amounts shown in thousands)	2011	2011	2011	2011
Net income	\$ 128	\$ 218	\$ 4,745	\$ (7,909)
Interest expense (income) net	245	295	964	378
Income tax provision	(305)	29	(144)	12,182
Amortization of intangibles	125	125	500	494
Depreciation and amortization	2,564	2,325	9,928	8,458
EBITDA	2,756	2,992	15,993	13,603
Share-based compensation	660	630	2,607	2,742
Legal costs to enforce intellectual property rights	19	87	462	2,284
Charge for change in revenue recognition	-	-	-	411
Adjusted EBITDA	<u>\$ 3,436</u>	<u>\$ 3,709</u>	<u>\$ 19,062</u>	<u>\$ 19,040</u>

Income Statement (Consolidated)



	Thirteen Weeks Ended December 31 2011	Thirteen Weeks Ended January 1 2011	Fifty-Two Weeks Ended December 31 2011	Fifty-Two Weeks Ended January 1 2011
(Amounts shown in thousands)				
Net sales	\$ 77,233	\$ 80,450	\$ 327,072	\$ 262,277
Cost of sales	53,408	53,051	220,072	172,668
Gross profit	23,825	27,399	107,000	89,609
Operating expenses:				
Marketing	13,832	13,261	55,785	38,757
General and administrative	6,222	8,339	31,961	28,628
Fulfillment	5,116	4,677	19,164	14,946
Technology	1,743	2,062	7,274	5,902
Amortization of intangibles	345	1,640	3,673	2,804
Impairment loss on intangibles	5,138	-	5,138	-
Total operating expenses	32,396	29,979	122,995	91,037
(Loss) income from operations	(8,571)	(2,580)	(15,995)	(1,428)
Other income (expense):				
Other income	84	(12)	364	191
Interest (expense) income	(260)	(240)	(1,018)	(471)
Other (expense) income, net	(176)	(252)	(654)	(280)
(Loss) income before income taxes	(8,747)	(2,832)	(16,649)	(1,708)
Income tax provision (benefit)	(1,727)	64	(1,512)	12,218
Net (loss) income	<u>\$ (7,020)</u>	<u>\$ (2,896)</u>	<u>\$ (15,137)</u>	<u>\$ (13,926)</u>
Basic net (loss) income per share	\$ (0.23)	\$ (0.10)	\$ (0.50)	\$ (0.46)
Shares used in computation of basic net income (loss) per share	30,617,963	30,402,264	30,545,638	30,269,462

Balance Sheet



(Amounts shown in thousands)	<u>December 31, 2011</u>	<u>January 1, 2011</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 10,335	\$ 17,595
Short-term investments	1,125	1,062
Accounts receivable, net of allowance of \$183 and \$372, respectively	7,922	5,339
Inventory	52,245	48,100
Deferred income taxes	446	359
Other current assets	3,548	5,646
Total current assets	75,621	78,101
Property and equipment, net	34,627	33,140
Intangible assets, net	9,984	18,718
Goodwill	18,854	18,647
Investments	2,104	4,141
Other non-current assets	1,026	790
Total assets	\$ 142,216	\$ 153,537
LIABILITIES AND STOCKHOLDERSEQUITY		
Current liabilities:		
Accounts payable	\$ 41,303	\$ 31,660
Accrued expenses	11,565	15,487
Notes Payable, current portion	6,250	6,125
Capital Leases payable, current portion	135	132
Other current liabilities	7,702	5,522
Total current liabilities	66,955	58,926
Non-current liabilities		
Notes Payable, net of current portion	11,625	17,875
Capital Leases payable, net of current portion	37	185
Deferred tax liabilities	1,596	3,046
Other non current liabilities	1,079	701
Total liabilities	81,292	80,733
Commitments and contingencies	—	—
Stockholders' equity:		
Common stock, \$0.001 par value; 100,000,000 shares authorized at December 31, 2011 and January 1, 2011; 30,625,764 and 30,429,376 shares issued and outstanding as of December 31, 2011 and January 1, 2011 respectively	31	30
Additional paid-in capital	157,140	153,962
Accumulated other comprehensive income	327	249
Accumulated deficit	(96,574)	(81,437)
Total stockholders' equity	60,924	72,804
Total liabilities and stockholders' equity	\$ 142,216	\$ 153,537



Thank You