

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

SCHEDULE TO

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

U.S. AUTO PARTS NETWORK, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Certain Options to Purchase Common Stock,

Par Value \$0.001 Per Share

(Title of Class of Securities)

90343C100

(CUSIP Number of Class of Securities)

Shane Evangelist

Chief Executive Officer

U.S. Auto Parts Network, Inc.

16941 Keegan Avenue

Carson, California 90746

(310) 735-0092

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Bryan P. Stevenson
VP, General Counsel
U.S. Auto Parts Network, Inc.
16941 Keegan Avenue
Carson, California 90746
(310) 735-0092

Matthew T. Browne, Esq.
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4401 Eastgate Mall
San Diego, CA 92121-9109
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Calculation of Filing Fee

Transaction Valuation	Amount of Filing Fee*
N/A	N/A

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration Number: N/A

Filing Party: N/A
Date Filed: N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This filing relates solely to preliminary communications made prior to the commencement of an anticipated tender offer to allow current employees and executive officers of U.S. Auto Parts Network, Inc., a Delaware corporation (the “Company”), to exchange certain of their outstanding stock options for new stock options.

On April 17, 2013, the Company filed its preliminary proxy statement for its 2013 Annual Meeting of Stockholders (the “Proxy Statement”) with the U.S. Securities and Exchange Commission (the “SEC”). The Proxy Statement contains a description of a proposed stock exchange program (the “Exchange Program”) pursuant to which the Company would offer to exchange, at the election of the applicable eligible participants, certain stock options granted under the Company’s 2006 Equity Incentive Plan, 2007 Omnibus Incentive Plan, and 2007 New Employee Incentive Plan. In addition, on April 17, 2013, the Company’s Vice President, General Counsel, Bryan P. Stevenson, sent an electronic email communication to eligible participants regarding the Exchange Program (the “Preliminary Communication”). Subject to stockholder approval, the Company intends to commence the Exchange Program within six months of receipt of stockholder approval and hold the Exchange Program open for at least 20 business days. Neither the Proxy Statement nor the Preliminary Communication constitutes an offer to holders of the Company’s outstanding stock options to exchange those options. The Proxy Statement and the Preliminary Communication are attached hereto as Exhibits 99.1 and 99.2, respectively.

The Exchange Program has not yet commenced. Upon commencement of the Exchange Program, the Company will file with the SEC a completed Tender Offer Statement on Schedule TO (“Schedule TO”) and related exhibits and documents, including the Offer to Exchange. Persons who may be eligible to participate in the Exchange Program should read the Schedule TO, including the Offer to Exchange and other related exhibits and documents, when those materials become available because they will explain the precise terms and timing of the Exchange Program and contain other important information about the Exchange Program. The Schedule TO and related exhibits and documents will be available without charge on the SEC website at www.sec.gov. The Company will also provide copies of the tender offer materials, free of charge, upon written request to: U.S. Auto Parts Network, Inc., 16941 Keegan Avenue, Carson, California 90746, Attention: Corporate Secretary.

Items 1-11, 13.

Not applicable.

Item 12. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Preliminary Proxy Statement for the 2013 Annual Meeting of Stockholders, filed with the SEC on April 17, 2013 and incorporated herein by reference.
99.2	Electronic mail communication to eligible participants in the Exchange Program, dated April 17, 2013, from Bryan P. Stevenson.

From: Bryan P. Stevenson
Date: April 17, 2013
Re: U.S. Auto Parts Network, Inc. – Stock Option Exchange Program Proposal

U.S. Auto Colleagues,

Our equity award programs are designed to reward you for your contributions and commitment to our company's success, and to provide a potential ownership stake in our company's future. As you know, despite our work during the past fiscal year, our stock price has declined. Presently, almost all of our outstanding stock options are "underwater", meaning the exercise price of those options is greater than our current stock price.

In response, we have proposed and our Board of Directors has approved, subject to stockholder approval, a one-time stock option exchange program. If approved by our stockholders, the company would formally begin a tender offer that would allow each eligible employee to elect to exchange his or her then-outstanding vested and unvested stock options with an exercise price per share above \$4.00 for new stock option awards covering a lesser number of shares of our common stock at a ratio of 3.5:1; that is, each 3.5 eligible options will be exchanged for a new option to purchase one share of common stock. The new options will have an exercise price at least equal to the fair market value of our common stock on the date of grant of the new option and will vest 25% at the first anniversary of the date of the grant of the new option and in 36 equal installments thereafter. For example, if an eligible employee tenders a stock option covering 35,000 shares with an exercise price equal to \$5.00 per share, the employee would receive a new option covering 10,000 shares that would have an exercise price at least equal to the fair market value of our common stock on the date of grant of the new option. Eligible employees will be provided at least 20 business days to decide whether to elect or not to tender his or her options in the exchange program.

The preliminary proxy statement we filed today with the U.S. Securities and Exchange Commission describes the proposed option exchange program in greater detail. Stockholders will vote on this proposal at our 2013 Annual Meeting of Stockholders. It is important to note that we will only offer the exchange program if it is approved by our stockholders; if it is not approved, existing stock options will remain in effect according to their current terms. If the exchange program is approved, and absent extenuating or unexpected circumstances, we expect to commence a tender offer to conduct the exchange offer soon after the Annual Meeting.

For your reference, a copy of the preliminary proxy statement is available at www.sec.gov or at the investor relations page at www.usautoparts.net. We will not be providing any additional information regarding the proposed option exchange program until such time as the stockholders vote at the Annual Meeting. However, should you have any questions about the information contained in this memorandum, please direct such questions to Bryan P. Stevenson, VP, General Counsel – bstevenson@usautoparts.com.

We believe that this exchange program, if it proceeds, will provide eligible employees with meaningful choices related to their long-term equity awards.

Best Regards,

Bryan P. Stevenson
VP, General Counsel

Note: If we proceed with the exchange program, at the time the program begins, we will provide employees who are eligible to participate in the exchange program with written materials explaining the precise terms and timing of the program. Employees who are eligible to participate in the exchange program should read these written materials carefully when they become available because they will contain important information about the program. We will also file these written materials with the U.S. Securities and Exchange Commission (SEC) as part of a tender offer statement upon its commencement. Our stockholders will be able to obtain these written materials and other documents, once filed by the company with the SEC, free of charge at www.sec.gov. Eligible holders of the company's stock options may obtain a written copy of the tender offer documents, when available and free of charge, by contacting our Corporate Secretary at 16941 Keegan Avenue, Carson, California 90746, or through the Company's website at www.usautoparts.net.