

**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) May 17, 2013



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**
(Address of principal executive offices)

90746
(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 May 20, 2013, at the 14th Annual B. Riley & Co. Investor Conference in Santa Monica, California, U.S. Auto Parts Network, Inc. (the "Company") will be presenting to analysts, investors and others regarding the Company. The information to be disclosed during this presentation 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: May 17, 2013

U.S. AUTO PARTS NETWORK, INC.

By: /s/ DAVID ROBSON

David Robson
Chief Financial Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

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

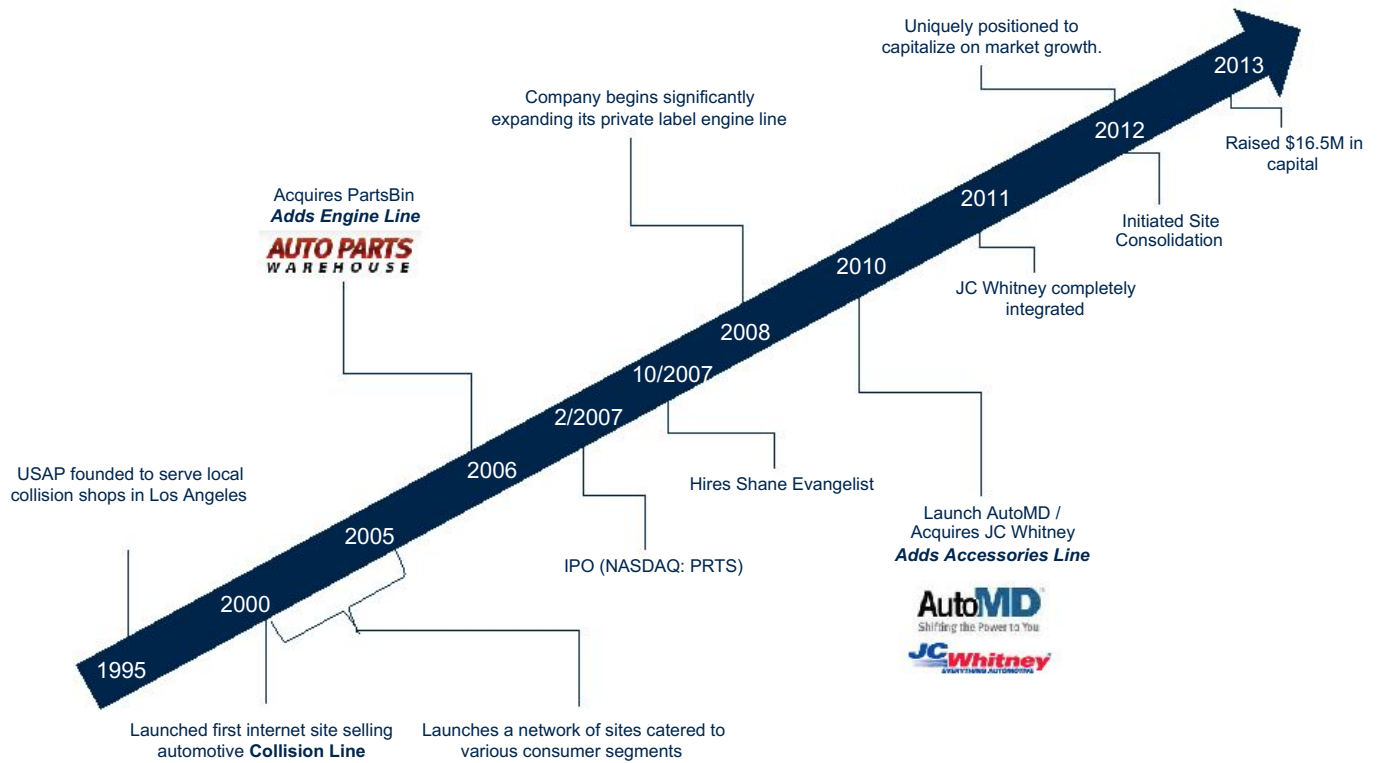


Investor Presentation

May 20, 2013

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.

Company History



Efficient Supply Chain

- Robust supply chain consisting of both branded and private label products
 - Over 29,000 private label collision SKUs
 - Over 9,500 private label engine SKUs
 - Over 3,000 private label accessory SKUs
 - Over 1.5M branded SKUs
- Nearly 50% of product sales directly sourced from Asia

Low Customer Acquisition Cost

- Nearly 12 million unique monthly visitors to USAP's websites
- Less than a \$7 customer acquisition cost ("CAC")

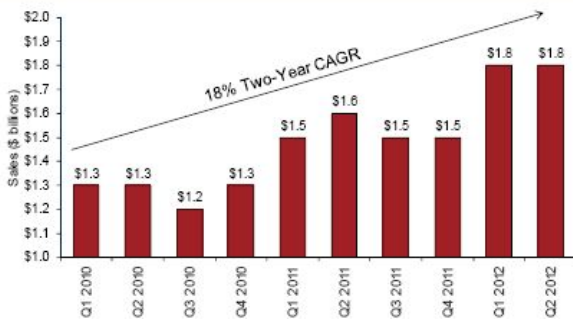
Online Market is Vibrant and Growing

Aftermarket e-Commerce Overview



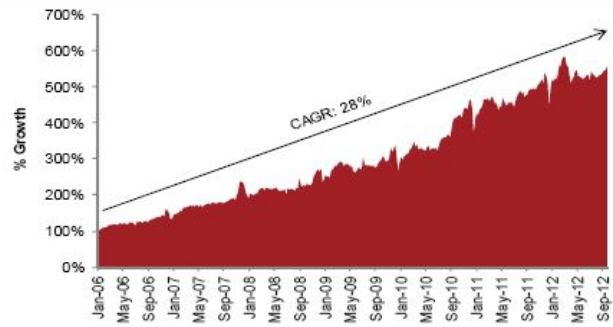
- Online sales of automotive parts and accessories continue to grow
 - Google has experienced a 6 year compound annual growth rate (“CAGR”) of 28% in queries for automotive parts before conversion increases which are between 5%-10% annually - making real online growth closer to 35% annually
 - Mobile queries increased 100% and 800% for cellphones and tablets, respectively, from Sept. 11 to Sept. 12

eBay Parts Sales Continue to Increase



Source: eBay filings, press releases

Google Queries for Parts Growing



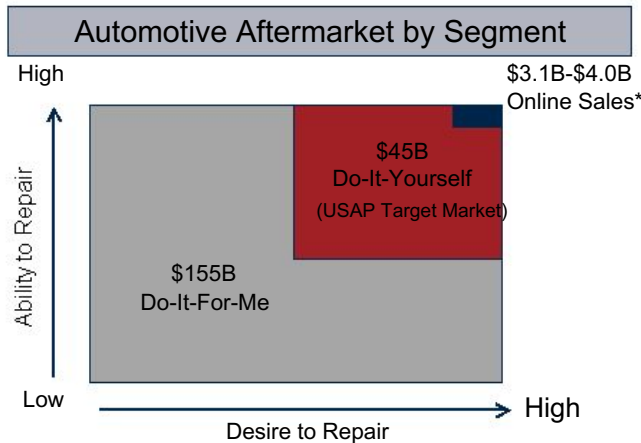
Source: Google

Size and Penetration of Online Automotive Parts

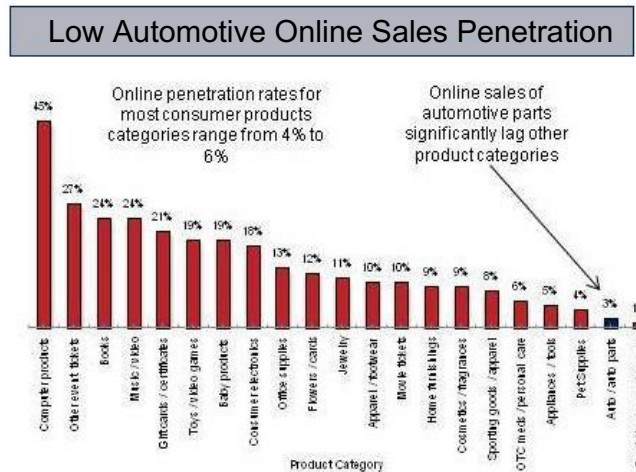
Aftermarket e-Commerce Overview



- Online penetration for auto parts has trailed penetration rates of other consumer product categories for two reasons:
 - 1) Auto parts are traditionally bought by demographics that have lower internet penetration at home and less of a propensity to purchase products online
 - Internet penetration will grow at home but, more importantly, mobile devices will drive online buying going forward
 - 2) Shopping for auto parts online can be difficult for consumers
 - The complexity required to buy an auto part (applications and attributes) has limited consumption online because consumers need to feel comfortable that they have found the "right" part
 - Online retailers have made vast improvements to the online shopping experience
 - The continued growth of website conversion rates over the last five years demonstrates the progress that online retailers have made to make consumers feel comfortable



Source: AAIA
 Estimate based on AAAI Fact book - \$85B in parts, \$70B in labor
 * Excludes eBay



Source: Morgan Stanley and Forrester Research

Broad Product Offering Across the Auto Parts Spectrum



Engine Parts



Performance & Accessories



Body Parts



Revenue* **40%**

21%

39%

Overall Market** **\$50B**

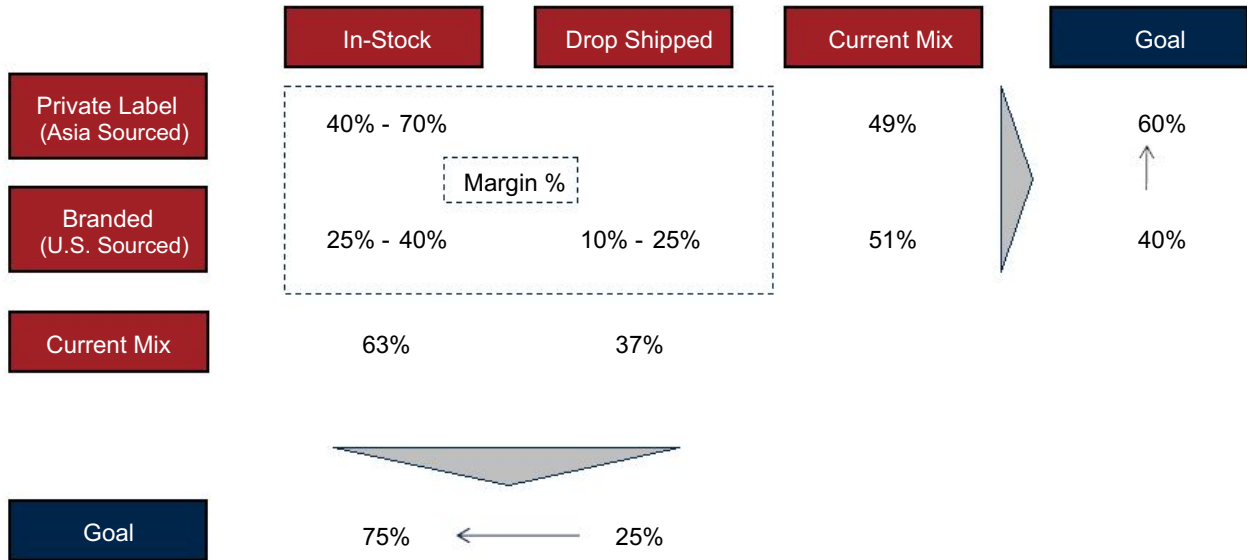
\$15B

\$15B

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

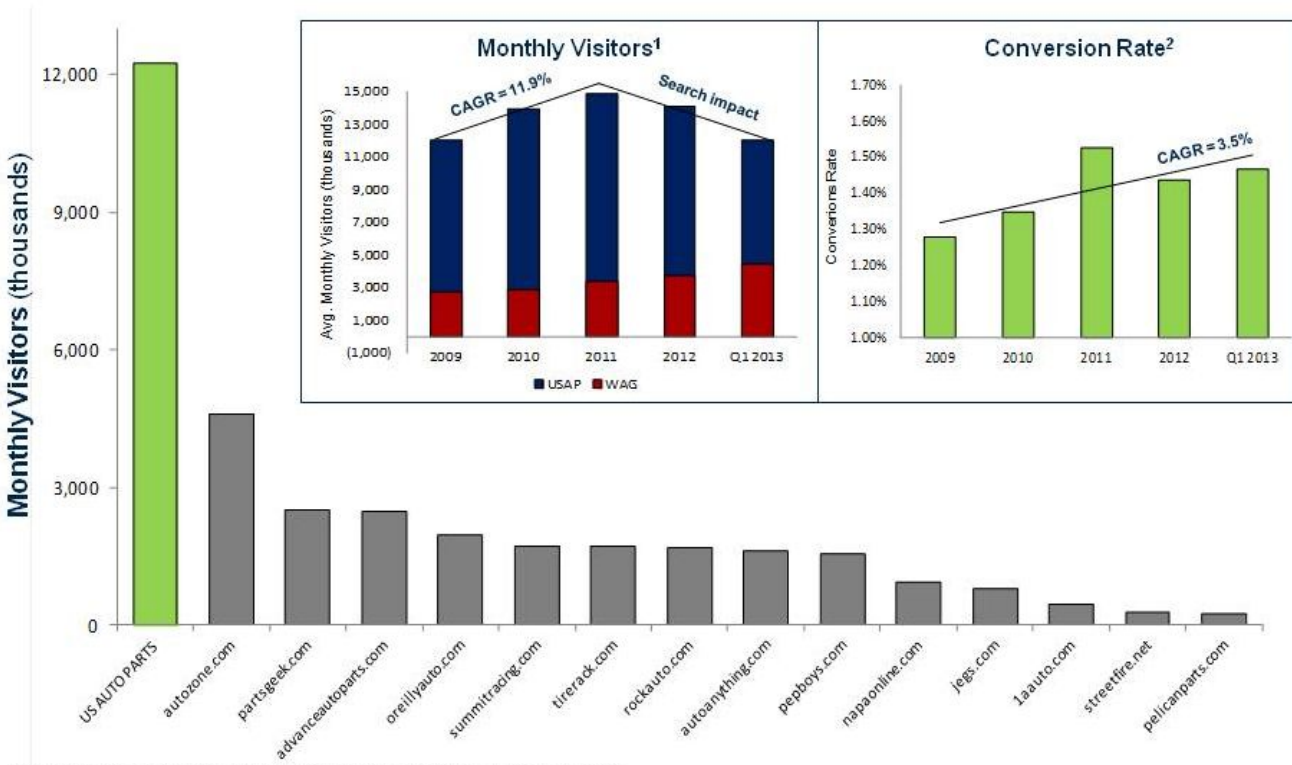
USAP's Supply Chain Creates Pricing Advantage

- USAP's ability to competitively price products while maintaining healthy margins is a function of the Company's ability to leverage its robust supply chain
 - The Company is working to increase margins by shifting its product mix toward increased private label and in-stock products - current margins range from 29% - 31%
 - The Company sources product directly from over 250 factories in Asia



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 Compete March 2013 reports
¹Includes growth from WAG acquisition (pro-forma based prior to 2011)
²Orders from WAG are excluded prior to 2011

- After eight consecutive quarters of 20% revenue and EBITDA growth, USAP's financial performance has been impacted by decreased visitors driven by two main factors:
 1. Reduced SEO Traffic: Changes made by search engines have impacted traffic
 - Addressing the loss in traffic by consolidating websites
 2. Margin Compression: Increased competition has hurt pricing, impacting marketing spend
 - Marketing spend is based on variable contribution from each SKUs overall margin has compressed, marketing spend on a year-over-year ("YoY") basis has lead to lower traffic
 - Addressing margin compression by increasing private label mix

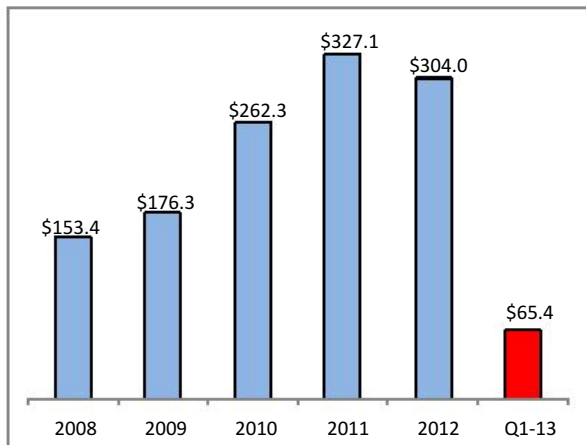
Year over Year Order Impact from Site Traffic and Conversion*



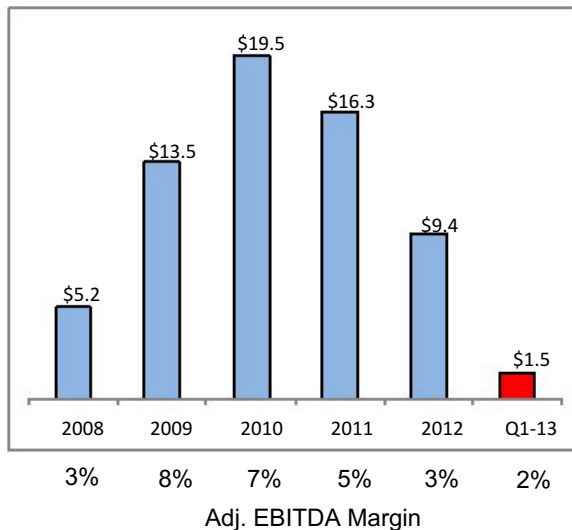
* YoY web orders for top USAP sites that comprise 82% of total sales



Consolidated Sales¹
(\$ In Millions)



Consolidated Adjusted EBITDA²
(\$ In Millions)



3% 8% 7% 5% 3% 2%

Adj. EBITDA Margin

1. JC Whitney was acquired in Aug 2010 adding revenue of \$39.1M in 2010 and \$83.4M in 2011. Amounts not separately disclosed after 2011.
 2. 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 restructuring costs and other one time charges of \$0.4M, \$5.8M, \$8.0M, \$7M and \$0.5M in 2009, 2010, 2011, 2012 and Q1-13, respectively, stock based compensation of \$2.9M, \$3.3M, \$2.7M, \$2.6M, \$1.7M and \$0.4M in 2008, 2009, 2010, 2011, 2012 and Q1-13 respectively. There were no restructuring or other one time charges in 2008.

Revenue Growth

- 1) **Improve Customer Experience**
 - Continue to improve all customer touch points
 - Focus on two flagship sites, Autopartswarehouse and JCWhitney
 - Ensure rich and unique content for our customers

- 2) **Increase Unique Visitors**
 - Consolidate websites

- 3) **Increase Selection**
 - Expand product offering within existing categories as well as entering new categories

- 4) **Lower Prices**
 - Launch disruptive price points through supply chain efficiencies

- 5) **Be the Consumer Advocate for Auto Repair**
 - Reduce consumer spending on vehicle repair and bring transparency to the market place

Incremental Flow Thru

Revenue	100%
Gross Margins	<u>29% - 31%</u>
Variable OPEX Costs	15%
Fixed Costs	<u>0%</u>
Incremental Flow Thru	14% - 16%

Request an Auto Repair Quote Get local repair estimates in real-time.

[Register Your Shop](#) →

What Vehicle Needs to be Serviced?

Your Selected Services

[Add additional services](#)

- Suspension Shock Absorber Replacement - Front
- Suspension Shock Absorber Replacement - Rear

Where Will You be Coming from? Only in select metro areas

[Request Quote](#)

Questions? Call 877-249-1961

TV Commercial

Intro AutoMD

[Watch More](#) →



How It Works

100% GUARANTEE

CASH BACK

- Tell Us What's Wrong
- Get Quotes from Local Shops
- Call Shop to Get Vehicle Serviced
- Review Shop to Get Cash Back [Learn More](#) →

Shifting the Power to You

Select Vehicle | Sign In | Register

How do I get Cash Back?

- Become an AutoMD Member
- Call Shop to Schedule Service
- Pay Shop with Synced Card
- Fill out Emailed Shop Survey
- Get Cash Back on Synced Card

Questions? Call
877-249-1961

Create a
FREE
AutoMD
Membership

After Your Service,
Rate Your Shop,
Get **Cash Back**

5% CASH BACK!
...and the repairs are guaranteed

REGISTER NOW

Compare Shops

Distance Ranges from

0.6mi. → **9.4mi.**

Prices vary by 51% or \$475

\$927 → **\$1,402**

15 Shops found Sort By: Distance

	<p>Darrell's Auto & Smog Repair 927 Brundage Lane Bakersfield, CA 0.6 miles away</p>	<p>Part Brands KYB</p>	<p>\$984 after 5% cash back shop price \$1,035</p> <p>View Quote</p>
	<p>General Express Tires & Auto 700 Chester Avenue Bakersfield, CA 0.8 miles away</p>	<p>Part Brands KYB</p>	<p>\$1,301 after 5% cash back shop price \$1,359</p> <p>View Quote</p>
	<p>Thrifty Automotive 310 Brundage Lane Bakersfield, CA 1 miles away</p> <p>1 review</p>	<p>Part Brands KYB</p>	<p>\$1,018 after 5% cash back shop price \$1,072</p> <p>View Quote</p>
	<p>B K Transmission 3231 Chester Lane Bakersfield, CA 1.9 miles away</p>	<p>Part Brands KYB</p>	<p>\$927 after 5% cash back shop price \$975</p> <p>View Quote</p>

Filter Results

Distance

within 25 mi

Customer Rating

My Quote Information

Adjusted EBITDA



	Thirteen Weeks Ended	
	March 30	March 31
	2013	2012
<i>(unaudited, amounts shown in thousands)</i>		
Net loss	\$ (3,343)	\$ (788)
Interest expense, net	185	199
Income tax provision	21	124
Amortization of intangible assets	106	340
Depreciation and amortization expense	3,638	3,747
EBITDA	607	3,622
Share-based compensation expense	409	584
Restructuring costs	498	-
Adjusted EBITDA	\$ 1,514	\$ 4,206

Income Statement



	Thirteen Weeks Ended	
	March 30	March 31
	2013	2012
<i>(unaudited, amounts shown in thousands except per share data)</i>		
Net sales	\$ 65,405	\$ 87,436
Cost of sales ⁽¹⁾	45,667	60,808
Gross profit	19,738	26,628
Operating expenses:		
Marketing	11,191	13,450
General and administrative	4,687	5,870
Fulfillment	5,381	5,918
Technology	1,515	1,536
Amortization of intangible assets	106	340
Total operating expenses	22,880	27,114
Loss from operations	(3,142)	(486)
Other income (expense):		
Other income, net	7	31
Interest expense	(187)	(209)
Total other expense, net	(180)	(178)
Loss before income tax provision	(3,322)	(664)
Income tax provision	21	124
Net loss	(3,343)	(788)
Other comprehensive (loss) income, net of tax:		
Foreign currency translation adjustments	(6)	27
Unrealized gains on investments	-	25
Total other comprehensive (loss) income	(6)	52
Comprehensive loss	\$ (3,349)	\$ (736)
Basic and diluted net loss per share	\$ (0.11)	\$ (0.03)
Shares used in computation of basic and diluted net loss per share	31,141	30,638

⁽¹⁾ Excludes depreciation and amortization expense which is included in marketing, general and administrative and fulfillment expense.

Balance Sheet



(amounts in thousands, except par and liquidation value)

	March 30	December 29
	2013	2012
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,297	\$ 1,030
Short-term investments	111	110
Accounts receivable, net of allowances of \$242 and \$221 at March 30, 2013 and December 29, 2012, respectively	7,040	7,431
Inventory	37,633	42,727
Deferred income taxes	44	39
Other current assets	3,310	4,176
Total current assets	49,435	55,513
Property and equipment, net	27,123	28,559
Intangible assets, net	3,120	3,227
Other non-current assets	1,669	1,578
Total assets	<u>\$ 81,347</u>	<u>\$ 88,877</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 23,055	\$ 28,025
Accrued expenses	9,475	10,485
Revolving loan payable	12,125	16,222
Current portion of capital leases payable	35	70
Other current liabilities	4,704	4,738
Total current liabilities	49,394	59,540
Capital leases payable, net of current portion	69	70
Deferred income taxes	350	314
Other non-current liabilities	1,711	1,309
Total liabilities	<u>51,524</u>	<u>61,233</u>
Commitments and contingencies		
Stockholders' equity:		
Series A convertible preferred stock, \$0.001 par value; \$1.45 per share liquidation value or aggregate of \$5.8 million; 4000 and 0 shares issued and outstanding as of 3/30/13 & 12/29/12 respectively	4	-
Common stock, \$0.001 par value; 31,151 shares and 31,128 shares issued and outstanding as of 3/30/13 and 12/29/12, respectively	31	31
Additional paid-in capital	165,305	159,781
Accumulated other comprehensive income	378	384
Accumulated deficit	(135,895)	(132,552)
Total stockholders' equity	<u>29,823</u>	<u>27,644</u>
Total liabilities and equity	<u>\$ 81,347</u>	<u>\$ 88,877</u>



Thank You