

**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.)

**16941 Keegan Avenue, Carson, California**  
(Address of principal executive offices)

**90746**  
(Zip code)

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

**Shane Evangelist**  
**Chief Executive Officer**  
**U.S. Auto Parts Network, Inc.**  
**16941 Keegan Avenue**  
**Carson, California 90746**  
(Name and Address of agent for service)

*With a copy to:*  
**Matthew T. Browne, Esq.**  
**Nathan J. Nouskajian, Esq.**  
**Cooley LLP**  
**4401 Eastgate Mall**  
**San Diego, California 92121**  
**(858) 550-6000**

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

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.

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	1,500,000 shares (3)	\$2.045	\$3,067,500	\$356.45

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "*Securities Act*"), this Registration Statement shall also cover any additional shares of Registrant's common stock (the "*Common Stock*") that become issuable under the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan (the "*2007 Plan*") by reason of any stock dividend, stock split, recapitalization or other

similar transaction.

- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on May 8, 2015, as reported on the Nasdaq Stock Market.
  - (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2007 Plan on January 4, 2015 pursuant to an “evergreen” provision contained in the 2007 Plan. Pursuant to such provision, on the first day of each fiscal year commencing in 2008 and ending on January 1, 2017, the number of shares authorized for issuance under the 2007 Plan is automatically increased by a number equal to the lesser of (i) 1,500,000 shares of Common Stock, (ii) 5% of the number of shares of Common Stock outstanding on the last day of the immediately preceding fiscal year or (iii) a lesser number of shares of Common Stock that may be determined each year by the Registrant’s Board of Directors.
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**INCORPORATION BY REFERENCE OF  
CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plan is effective. This Registration Statement on Form S-8 registers the offer and sale of an additional 1,500,000 shares of Common Stock for issuance under the 2007 Plan. The Registrant previously registered shares of Common Stock for issuance under the 2007 Plan on May 2, 2011 (File No. 333-173851), March 16, 2010 (File No. 333-165493), March 26, 2009 (File No. 333-158224), March 28, 2008 (File No. 333-149973) and May 23, 2007 (File No. 333-143179). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>	<u>Where Located</u>
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	Certificate of Designation, Preferences and Rights of the Series A Convertible Preferred Stock of the Registrant	Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 25, 2013
4.4	Specimen common stock certificate	Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-138379), initially filed with the Securities and Exchange Commission on November 2, 2006, as amended
5.1	Opinion of Cooley LLP	Filed herewith
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Cooley 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 (File No. 333-138379), initially filed with the Securities and Exchange Commission on November 2, 2006, as amended

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carson, State of California on May 12, 2015.

### U.S. AUTO PARTS NETWORK, INC.

By: /s/ Shane Evangelist  
Shane Evangelist  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned officers and directors does hereby constitute and appoint Shane Evangelist and Neil Watanabe, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Shane Evangelist</u> Shane Evangelist	Chief Executive Officer and Director <i>(principal executive officer)</i>	May 12, 2015
<u>/s/ Neil Watanabe</u> Neil Watanabe	Chief Financial Officer <i>(principal financial and accounting officer)</i>	May 12, 2015
<u>/s/ Robert J. Majteles</u> Robert J. Majteles	Chairman of the Board	May 12, 2015
<u>/s/ Joshua L. Berman</u> Joshua L. Berman	Director	May 12, 2015
<u>/s/ Frederic W. Harman</u> Frederic W. Harman	Director	May 12, 2015
<u>/s/ Jay K. Greyson</u> Jay K. Greyson	Director	May 12, 2015

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<u>/s/ Sol Khazani</u> Sol Khazani	Director	May 12, 2015
<u>/s/ Warren B. Phelps III</u> Warren B. Phelps III	Director	May 12, 2015
<u>/s/ Barbara Palmer</u> Barbara Palmer	Director	May 12, 2015
<u>/s/ Bradley E. Wilson</u> Bradley E. Wilson	Director	May 12, 2015

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Matthew T. Browne  
(858) 550-6045  
mbrowne@cooley.com

May 12, 2015

U.S. Auto Parts Network, Inc.  
16941 Keegan Avenue  
Carson, CA 90746

Ladies and Gentlemen:

You have requested our opinion, as counsel to U.S. Auto Parts Network, Inc., a Delaware corporation (the "*Company*"), with respect to certain matters in connection with the filing by the Company of a Registration Statement on Form S-8 (the "*Registration Statement*") with the Securities and Exchange Commission, covering the offering of an aggregate of up to 1,500,000 shares of the Company's Common Stock, \$0.001 par value (the "*Shares*"), issuable pursuant to the Company's 2007 Omnibus Incentive Plan (the "*2007 Plan*").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the 2007 Plan, the Company's Second Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof (except that such assumption is not made with respect to the due execution and delivery of documents by the Company). As to certain factual matters, we have relied upon a certificate of officers of the Company and have not sought to independently verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter of this opinion. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in accordance with the 2007 Plan, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Matthew T. Browne  
Matthew T. Browne

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 19, 2015, relating to the consolidated financial statements of U.S. Auto Parts Network Inc. and subsidiaries appearing in the Annual Report on Form 10-K of U.S. Auto Parts Network Inc. for the year ended January 3, 2015.

*/s/ DELOITTE & TOUCHE LLP*

Los Angeles, CA

May 12, 2015