
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. 2016 Equity 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)

(310) 735-0085
(Telephone number, including area code, 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

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

| <u>Title of securities to be registered</u> | <u>Amount to be registered(1)</u> | <u>Proposed maximum offering price per share(2)</u> | <u>Proposed maximum aggregate offering price(2)</u> | <u>Amount of registration fee</u> |
|--|-----------------------------------|---|---|-----------------------------------|
| Common stock, \$0.001 par value, issuable pursuant to the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan | 1,500,000 shares (3) | \$3.14 | \$4,710,000 | \$546 |

- (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. 2016 Equity Incentive Plan (the "**2016 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 March 10, 2017, 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 2016 Plan on January 1, 2017 pursuant to an "evergreen" provision contained in the 2016 Plan. Pursuant to such provision, on the first day of each fiscal year commencing in 2017 and ending on (and including) January 1, 2026, the number of shares authorized for issuance under the 2016 Plan is automatically increased by 1,500,000; provided, that the Board of Directors of the Registrant may act prior to January 1st of a given year to provide that there will be no January 1st increase for such year or that the increase for such year will be a lesser number of shares of Common Stock than would otherwise occur.

**INCORPORATION BY REFERENCE OF
CONTENTS OF REGISTRATION STATEMENT 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 2016 Plan. The Registrant previously registered shares of Common Stock for issuance under the 2016 Plan on June 27, 2016 (File No. 333-212256). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

**Item 8.
Exhibits.**

| Exhibit No. | Description | Where Located |
|-------------|--|--|
| 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 | Amendment to Amended and Restated Bylaws of the Registrant | Incorporated by reference to Exhibit 3.4 to the Registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 11, 2016 |
| 4.4 | 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 |
| 4.5 | 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 RSM US LLP | Filed herewith |
| 23.2 | Consent of Deloitte & Touche LLP | Filed herewith |
| 23.3 | 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. 2016 Equity Incentive Plan and forms of agreements thereunder | Incorporated by reference to Exhibits 10.2, 10.3, 10.4 and 10.5 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 2, 2016 and Exhibits 10.1, 10.2, 10.3 and 10.4 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 25, 2017 |

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 March 13, 2017.

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> | March 13, 2017 |
| <u>/s/ Neil Watanabe</u> Neil Watanabe | Chief Financial Officer <i>(principal financial and accounting officer)</i> | March 13, 2017 |
| <u>/s/ Robert J. Majteles</u> Robert J. Majteles | Chairman of the Board | March 13, 2017 |
| <u>/s/ Joshua L. Berman</u> Joshua L. Berman | Director | March 13, 2017 |
| <u>/s/ Frederic W. Harman</u> Frederic W. Harman | Director | March 13, 2017 |

/s/ Jay K. Greyson Director March 13, 2017
Jay K. Greyson

/s/ Sol Khazani Director March 13, 2017
Sol Khazani

/s/ Warren B. Phelps III Director March 13, 2017
Warren B. Phelps III

/s/ Barbara Palmer Director March 13, 2017
Barbara Palmer

/s/ Bradley E. Wilson Director March 13, 2017
Bradley E. Wilson

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

March 13, 2017

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 up to 1,500,000 shares of the Company's Common Stock, \$0.001 par value (the "**Shares**"), issuable pursuant to the Company's 2016 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the 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.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the 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 U.S. Auto Parts Network, Inc. and subsidiaries of our report dated March 6, 2017, relating to our audit of the consolidated financial statements that appears in the Annual Report on Form 10-K of U.S. Auto Parts Network, Inc. and subsidiaries for the fiscal year ended December 31, 2016.

/s/ RSM US LLP

Los Angeles, California
March 13, 2017

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 (March 9, 2016, as to the disclosure of the approximate distribution of Base USAP online revenue by product type for fiscal year 2014 included in Note 15 - Segment Information), relating to the consolidated financial statements of U.S. Auto Parts Network Inc. for the fiscal year ended January 3, 2015, appearing in the Annual Report on Form 10-K of U.S. Auto Parts Network, Inc. for the fiscal year ended December 31, 2016.

/s/ DELOITTE & TOUCHE LLP

Los Angeles, CA
March 13, 2017