

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) January 10, 2022



**CARPARTS.COM, 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.)

2050 W. 190<sup>th</sup> Street, Suite 400, Torrance, CA 90504  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (424) 702-1455

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	PRTS	The NASDAQ Stock Market LLC (NASDAQ Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of New Director*

On January 10, 2022, the Board of Directors (the “Board”) of CarParts.com, Inc. (the “Company”) increased the number of directors on the Board to eight and appointed Ana Dutra as a Class I director of the Company to fill the resulting vacancy, effective immediately, to serve until the 2022 Annual Meeting of Stockholders, or until her earlier death, disqualification, resignation or removal. The Board has determined that Ms. Dutra is an independent director under the listing standards of the Nasdaq Global Market.

There are no family relationships between Ms. Dutra and any director or executive officer of the Company and Ms. Dutra does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with Ms. Dutra’s appointment to the Board, Ms. Dutra will receive the standard compensation received by non-employee directors, which compensation was last described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on April 27, 2021, and is incorporated herein by reference, except as amended and described on Form 8-K filed with the SEC on August 3, 2021. Ms. Dutra will also enter the Company’s standard form of indemnification agreement, which was previously filed by the Company as Exhibit 10.7 to the Annual Report on Form 10-K filed with the SEC on March 11, 2016.

**Item 7.01. Regulation FD Disclosure.**

On January 12, 2022, the Company issued a press release announcing the appointment of Ms. Dutra to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report and Exhibit 99.1 hereto are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information or that Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release Announcing Board Appointment, dated January 12, 2022, by CarParts.com, Inc.</a>
104	Cover Page Interactive Data File – the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

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**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: January 12, 2022

CARPARTS.COM, INC.

By: /s/ David Meniane

Name: David Meniane

Title: Chief Financial Officer and Chief Operating Officer

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# Ana Dutra Joins CarParts.com Board



TORRANCE, Calif., January 12, 2022 /PRNewswire/ -- CarParts.com, (NASDAQ: PRTS) a leading e-commerce auto parts company dedicated to getting drivers back on the road, today announces that it has appointed Ana Dutra to its board of directors. Dutra previously served as Chief Executive Officer of Korn/Ferry Consulting from 2007 until 2013, when she founded Mandala Global Advisors, Inc., where she currently serves as CEO. Mandala is a provider of advisory services to boards and management to accelerate business growth through innovation, globalization, M&A, and turnaround strategies.

On January 10, 2022, the directors of CarParts.com, Inc. (NASDAQ: PRTS) appointed Ana Dutra as a new independent member to the Board of Directors to serve until the 2022 annual meeting of shareholders.

Ms. Dutra has served as a member of the board of directors of First Internet Bancorp (NASDAQ: INBK) since May 2020, CME Group Inc. (Nasdaq: CME) since January 2015, and Health, Harvest & Recreation, Inc. (NCSX: HARV) since 2014 until its acquisition in September 2021.

Ms. Dutra also previously served as Chief Executive Officer of The Executives' Club of Chicago, a world-class senior executives organization focused on the development, innovation and networking of current and future business and community leaders, from 2014 until September 2018.

“Ana brings with her a lot of experience in the board room dealing with complex issues facing CEOs today. I am especially excited to work with her on issues of ESG and human capital where she has extensive experience. We look forward to continued growth in 2022 and believe that Ana will be a key part of that by adding her extensive business experience to CarParts.com”, said Lev Peker, CEO.

## **About CarParts.com**

With over 25 years of experience, and more than 50 million parts delivered, we've streamlined our website and sourcing network to better serve the way drivers get the parts they need. Utilizing the latest technologies and design principles, we've created an easy-to-use, mobile-friendly shopping experience that, alongside our own nationwide distribution network, cuts out the brick-and-mortar supply chain costs and provides quality parts at a budget-friendly price.

CarParts.com (NASDAQ: PRTS) is headquartered in Torrance, California.

Investors:  
Ryan Lockwood  
IR@CarParts.com

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