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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Lockwood Ryan</u> _____ (Last) (First) (Middle) 2050 W. 190TH STREET, SUITE 400 _____ (Street) TORRANCE CA 90504 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CarParts.com, Inc. [ PRTS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/16/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/16/2025		M <sup>(1)</sup>		31,759	A	\$0	112,757	D	
Common Stock	01/17/2025		F <sup>(2)</sup>		13,047	D	\$1.32	99,710	D	
Common Stock	01/16/2025		M <sup>(3)</sup>		75,000	A	\$0	174,710	D	
Common Stock	01/17/2025		F <sup>(2)</sup>		30,810	D	\$1.32	143,900	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units <sup>(1)</sup>	(4)	01/16/2025		M			31,759	(4)	(4)	Common Stock	31,759	\$0	63,519	D	
Restricted Stock Units <sup>(3)</sup>	(4)	01/16/2025		M			75,000	(4)	(4)	Common Stock	75,000	\$0	75,000	D	

**Explanation of Responses:**

- The Restricted Stock Units (RSU) were granted to the Reporting Person on January 16, 2024 pursuant to the CarParts.com, Inc. 2016 Equity Incentive Plan. Thirty-three and a third percent of the shares of stock subject to the RSU vested on January 16, 2025, the first anniversary of the grant date, and the remainder of the shares subject to the RSU will vest in equal installments on each of the next two anniversaries of the grant date, subject to such Reporting Person's service to the Company through such dates.
- Represents shares of common stock that have been withheld by the Company to satisfy tax withholding obligations in connection with the net settlement of vested Restricted Stock Units.
- The Restricted Stock Units (RSU) were granted to the Reporting Person on January 16, 2024 pursuant to the CarParts.com, Inc. 2016 Equity Incentive Plan. Fifty percent of the shares of stock subject to the RSU vested on January 16, 2025, the first anniversary of the grant date, and the remainder of the shares subject to the RSU will vest in equal installments each quarter thereafter through the second anniversary of the grant date, subject to such Reporting Person's service to the Company through such dates.
- Not applicable.

/s/ Ryan Lockwood 01/17/2025

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.