

U.S. Auto Parts Network, Inc.  
Form S-8  
March 26, 2009

As filed with the Securities and Exchange Commission on March 26, 2009

Registration No. 333-\_\_\_\_\_

**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.)

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17150 South Margay Avenue, Carson, CA 90746

(Address of principal executive offices) (Zip code)

**U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan**

(Full title of the plan)

*With a copy to:*

**Ellen S. Bancroft, Esq.**

**Jason R. Wisniewski, Esq.**

**Dorsey & Whitney LLP**

**38 Technology Drive**

**Irvine, CA 92618**

**(949) 932-3600**

**Ted Sanders**

**Chief Financial Officer**

**U.S. Auto Parts Network, Inc.**

**17150 South Margay Avenue**

**Carson, CA 90746**

(Name and Address of agent for service)

**(310) 735-0085**

(Telephone number, including area code, of agent for service)

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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. (Check one):

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<br>be registered(1) | Proposed maximum<br>offering price<br>per share(2) | Proposed maximum<br>aggregate<br>offering price(2) | Amount of<br>registration fee |
|--|-------------------------------|--|--|-------------------------------|
| Common stock, \$0.001 par value,<br>issuable pursuant to the U.S. Auto Parts<br>Network, Inc. 2007 Omnibus Incentive<br>Plan | 1,492,337 shares              | \$1.525  | \$2,275,813.93                                     | \$126.99                      |
| Total  | 1,492,337 shares              | \$1.525  | \$2,275,813.93                                     | \$126.99                      |

- (1) This Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) Estimated solely for the purpose of calculating the registration fee under Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high and low sales prices per share of the Registrant's common stock on March 25, 2009, as reported by the NASDAQ Stock Market.

**PREFATORY NOTE**

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 registers the offer and sale of an additional 1,492,337 shares of Common Stock of U.S. Auto Parts Network, Inc. (the Registrant) for issuance under the 2007 Omnibus Incentive Plan (the Plan). The contents of the prior Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the Commission) on March 28, 2008 (File No. 333-149973) and May 23, 2007 (File No. 333-143179), relating to the Plan, are incorporated herein by reference.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

In accordance with the Note to Part I of Form S-8, the information specified by Part I (Items 1 and 2) is omitted from this registration statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

Registrant hereby incorporates by reference into this registration statement the following documents, which have been filed with the Commission:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Commission on March 26, 2009;
- (b) the Registrant's Current Reports on Form 8-K, filed with the Commission on January 9, 2009, February 17, 2009 and March 11, 2009; and
- (c) the description of the Registrant's common stock, par value \$0.001 per share, contained in the Registrant's Registration Statement on Form 8-A (File No. 001-33264) filed on January 23, 2007, including any amendment or report filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. The Registrant expressly excludes from such incorporation information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 8. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Where Located</b>  |
|--------------------|--|---|
| 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                | Specimen common stock certificate  | Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-138379)                           |
| 5.1                | Opinion of Dorsey & Whitney LLP  | Filed herewith  |
| 23.1               | Consent of Ernst & Young LLP   | Filed herewith  |
| 23.2               | Consent of Dorsey & Whitney 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, as amended (File No. 333-138379)                          |

**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 26, 2009.

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

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

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors does hereby constitute and appoint Shane Evangelist and Theodore Sanders, and each of them, or their substitute or substitutes, as his or her true and lawful attorneys-in-fact and agents, with full power and authority to do any and all acts and things and to execute and file or cause to be filed any and all instruments, documents or exhibits which said attorneys and agents, or either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this registration statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this registration statement, to any and all amendments, both pre-effective and post-effective, and supplements to this registration statement and to any and all instruments, documents or exhibits filed as part of or in conjunction with this registration statement or amendments or supplements thereof, with the powers of substitution and revocation, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or either one of them, or their substitute or substitutes, shall lawfully do or cause to be done by virtue hereof. In witness whereof, each of the undersigned has executed this Power of Attorney as of the dates indicated below.

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.

| <b>Signature</b>       | <b>Title</b>  | <b>Date</b>    |
|------------------------|---|----------------|
| /s/ SHANE EVANGELIST   | Chief Executive Officer and Director                | March 26, 2009 |
| Shane Evangelist       | <i>(principal executive officer)</i>                |                |
| /s/ THEODORE SANDERS   | Chief Financial Officer                             | March 26, 2009 |
| Theodore Sanders       | <i>(principal financial and accounting officer)</i> |                |
| /s/ ROBERT J. MAJTELES | Chairman of the Board                               | March 26, 2009 |
| Robert J. Majteles     |   |                |
|                        | Director  | March __, 2009 |
| Joshua L. Berman       |   |                |

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| Signature                | Title    | Date           |
|--------------------------|----------|----------------|
| Frederic W. Harman       | Director | March __, 2009 |
| Sol Khazani              | Director | March __, 2009 |
| /s/ MEHRAN NIA           | Director | March 26, 2009 |
| Mehran Nia               | Director | March 26, 2009 |
| /s/ WARREN B. PHELPS III | Director | March 26, 2009 |
| Warren B. Phelps III     | Director | March 26, 2009 |
| /s/ JEFFREY A. SCHWARTZ  | Director | March 26, 2009 |
| Jeffrey A. Schwartz      | Director | March __, 2009 |
| Ellen F. Siminoff        |          |                |

**EXHIBIT INDEX**

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