

U.S. Auto Parts Network, Inc.  
Form 8-K  
April 26, 2013

**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): April 23, 2013**

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

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

**001-33264**  
(Commission

file number)

**68-0623433**  
(I.R.S. Employer

Identification Number)

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16941 Keegan Avenue, Carson, CA 90746

(Address of principal executive offices) (Zip Code)

(310) 735-0092

(Registrant's telephone number, including area code)

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))

**Item 5.08 Shareholder Director Nominations.**

On April 23, 2013, the Board of Directors (the Board ) of U.S. Auto Parts Network, Inc. (the Company ) set July 9, 2013 as the date for the Company s 2013 Annual Meeting of Stockholders (the Annual Meeting ). The Board also approved May 22, 2013 as the record date for stockholders entitled to notice of and to vote at the Annual Meeting.

Because the Annual Meeting will be held more than 30 calendar days from the date of the anniversary of the Company s 2012 Annual Meeting of Stockholders, the deadline for any stockholder proposal or stockholder nomination under the rules of the Securities and Exchange Commission (the SEC ) and the Company s amended and restated bylaws listed in the Company s 2012 Proxy Statement on Schedule 14A, as filed with the SEC on April 2, 2012, is no longer applicable. Any such stockholder proposal or nomination, including any notice on Schedule 14N, intended to be considered for inclusion in the Company s proxy materials for the Annual Meeting must be received by the Company at its principal executive offices by no later than May 10, 2013 and directed to the attention of the Company s Secretary. Other requirements for inclusion in the Company s proxy materials are set forth in the rules and regulations promulgated by the SEC and the Company s amended and restated bylaws. The Company currently intends to make the proxy materials for the Annual Meeting available beginning on or before May 30, 2013.

**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.

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

Dated: April 25, 2013

By: /s/ Bryan P. Stevenson  
Name: **Bryan P. Stevenson**  
Title: **VP, General Counsel**