

U.S. Auto Parts Network, Inc.  
Form 8-K  
December 12, 2011

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): December 7, 2011

U.S. AUTO PARTS NETWORK, 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.)

17150 South Margay 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 7, 2011, the Compensation Committee of the Board of Directors (the “Compensation Committee”) of U.S. Auto Parts Network, Inc. (the “Company”) established the 2012 annual base salaries for certain of the Company’s officers identified on Exhibit 99.1 (collectively, the “Officers”). The 2012 base salaries for the Officers, which will become effective on January 1, 2012, are listed in Exhibit 99.1 to this report and are incorporated herein by reference.

In addition, on December 7, 2011, the Compensation Committee also established the target discretionary bonuses for the Officers for 2012, which also are set forth on Exhibit 99.1 to this report and are incorporated herein by reference. The bonuses are payable at the discretion of the Compensation Committee and are based upon the Company’s achievement of revenue and EBITDA thresholds.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibits are filed with this Current Report on Form 8-K:

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | 2012 Base Salaries and Target Discretionary Bonuses |

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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: December 12,  
2011

U.S. AUTO PARTS NETWORK, INC.

By: / s/ BRYAN P. STEVENSON  
Bryan P. Stevenson  
VP, General Counsel

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EXHIBIT INDEX

| Exhibit | Description   |
|---------|---|
| No.     |   |
| 99.1    | 2012 Base Salaries and Target Discretionary Bonuses |