

U.S. Auto Parts Network, Inc.  
Form SC TO-C  
May 30, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

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

**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Certain Options to Purchase Common Stock,**

**Par Value \$0.001 Per Share**

**(Title of Class of Securities)**

**90343C100**

**(CUSIP Number of Class of Securities)**

**Shane Evangelist**

**Chief Executive Officer**

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

**16941 Keegan Avenue**

**Carson, California 90746**

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(310) 735-0092

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

<b>Bryan P. Stevenson</b>	<b>Matthew T. Browne, Esq.</b>
VP, General Counsel	Cooley LLP
U.S. Auto Parts Network, Inc.	4401 Eastgate Mall
16941 Keegan Avenue	San Diego, CA 92121-9109
Carson, California 90746	(858) 550-6000
(310) 735-0092	

Calculation of Filing Fee

<b>Transaction Valuation</b>	<b>Amount of Filing Fee*</b>
N/A	N/A

\* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\* Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form or Registration Number: N/A

Filing Party: N/A  
Date Filed: N/A

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:



This filing relates solely to preliminary communications made prior to the commencement of an anticipated tender offer to allow current employees and executive officers of U.S. Auto Parts Network, Inc., a Delaware corporation (the Company), to exchange certain of their outstanding stock options for new stock options.

As previously reported, on April 18, 2013, the Company filed its preliminary proxy statement for its 2013 Annual Meeting of Stockholders with the U.S. Securities and Exchange Commission (the SEC). On May 30, 2013, the Company filed its definitive proxy statement for its 2013 Annual Meeting of Stockholders to be held on July 9, 2013 (the Proxy Statement) with the SEC. The Proxy Statement contains a description of a proposed stock exchange program (the Exchange Program) pursuant to which the Company would offer to exchange, at the election of the applicable eligible participants, certain stock options granted under the Company's 2006 Equity Incentive Plan, 2007 Omnibus Incentive Plan, and 2007 New Employee Incentive Plan. Subject to stockholder approval, the Company intends to commence the Exchange Program within six months of receipt of stockholder approval and hold the Exchange Program open for at least 20 business days. The Proxy Statement does not constitute an offer to holders of the Company's outstanding stock options to exchange those options. The Proxy Statement is attached hereto as Exhibit 99.1.

**The Exchange Program has not yet commenced. Upon commencement of the Exchange Program, the Company will file with the SEC a completed Tender Offer Statement on Schedule TO ( Schedule TO ) and related exhibits and documents, including the Offer to Exchange. Persons who may be eligible to participate in the Exchange Program should read the Schedule TO, including the Offer to Exchange and other related exhibits and documents, when those materials become available because they will explain the precise terms and timing of the Exchange Program and contain other important information about the Exchange Program. The Schedule TO and related exhibits and documents will be available without charge on the SEC website at [www.sec.gov](http://www.sec.gov). The Company will also provide copies of the tender offer materials, free of charge, upon written request to: U.S. Auto Parts Network, Inc., 16941 Keegan Avenue, Carson, California 90746, Attention: Corporate Secretary.**

**Items 1-11, 13.**

Not applicable.

**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Definitive Proxy Statement for the 2013 Annual Meeting of Stockholders, filed with the SEC on May 30, 2013 and incorporated herein by reference.