

U.S. Auto Parts Network, Inc.  
Form 8-K  
May 17, 2017

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) May 17, 2017

U.S. AUTO PARTS NETWORK, INC.  
(Exact name of registrant as specified in its charter)

Delaware                      001-33264    68-0623433  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)  
16941 Keegan Avenue, Carson, CA 90746  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (310) 735-0085

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company   
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 7.01. Regulation FD Disclosure.

On May 17, 2017, the Company issued a press release reporting that the Company's Board of Directors approved a share repurchase program which authorizes the Company to purchase up to \$5,000,000 of its outstanding shares of common stock. Purchases under the Company's repurchase program may be made from time to time in the open market, in negotiated transactions off the market, or in such other manner as determined by the Company, including through plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The share repurchase program will expire on May 16, 2018, unless extended or shortened by the Board of Directors.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

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Item 9.01 Financial Statements and Exhibits  
(d) Exhibits

99.1 Press Release, dated May 17, 2017, issued by U.S. Auto Parts Network, Inc.

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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: May 17, 2017    U.S. AUTO PARTS NETWORK, INC.

By:        /s/ Neil Watanabe  
Name:     Neil Watanabe  
Title:     Chief Financial Officer

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EXHIBIT INDEX

99.1 Press Release, dated May 17, 2017, issued by U.S. Auto Parts Network, Inc.