

U.S. Auto Parts Network, Inc.
Form SC TO-C
April 18, 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:

Bryan P. Stevenson

VP, General Counsel

U.S. Auto Parts Network, Inc.

16941 Keegan Avenue

Carson, California 90746

(310) 735-0092

Matthew T. Browne, Esq.

Cooley LLP

4401 Eastgate Mall

San Diego, CA 92121-9109

(858) 550-6000

Calculation of Filing Fee

Transaction Valuation
N/A

Amount of Filing Fee*
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

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.

On April 17, 2013, the Company filed its preliminary proxy statement for its 2013 Annual Meeting of Stockholders (the Proxy Statement) with the U.S. Securities and Exchange Commission (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. In addition, on April 17, 2013, the Company's Vice President, General Counsel, Bryan P. Stevenson, sent an electronic email communication to eligible participants regarding the Exchange Program (the Preliminary Communication). 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. Neither the Proxy Statement nor the Preliminary Communication constitutes an offer to holders of the Company's outstanding stock options to exchange those options. The Proxy Statement and the Preliminary Communication are attached hereto as Exhibits 99.1 and 99.2, respectively.

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. 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.

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Preliminary Proxy Statement for the 2013 Annual Meeting of Stockholders, filed with the SEC on April 17, 2013 and incorporated herein by reference. |
| 99.2 | Electronic mail communication to eligible participants in the Exchange Program, dated April 17, 2013, from Bryan P. Stevenson. |