

U.S. Auto Parts Network, Inc.  
Form 8-K  
May 22, 2015

**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 20, 2015**

**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)**

**16941 Keegan Avenue, Carson, CA 90746**

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

**Identification Number)**

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**(Address of principal executive offices) (Zip Code)**

**(310) 735-0085**

**(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.**

(b) On May 20, 2015, Bryan P. Stevenson resigned as the Vice President, General Counsel and Corporate Secretary of U.S. Auto Parts Network, Inc. (the *Company*), effective May 29, 2015.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 20, 2015, the Company held its 2015 Annual Meeting of Stockholders (the *Annual Meeting*). A total of 37,967,837 shares of the Company's common stock and series A convertible preferred stock were entitled to vote as of March 24, 2015, the record date for the Annual Meeting. There were 27,751,675 shares present in person or by proxy at the Annual Meeting, at which the Company's stockholders were asked to vote on two proposals. The proposals are described in more detail in the Company's definitive proxy statement dated April 8, 2015 for the Annual Meeting. Set forth below are the matters acted upon by the Company's stockholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal No. 1 Election of Directors**

The stockholders elected three Class III directors to serve a three-year term, until the Company's 2018 Annual Meeting of Stockholders and until their respective successors are elected and qualified. The results of the vote were as follows:

|                   | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------|------------|-----------------|-------------------------|
| Fredric W. Harman | 22,513,916 | 159,292         | 5,078,467               |
| Warren B. Phelps  | 22,527,632 | 145,576         | 5,078,467               |
| Bradley E. Wilson | 22,547,652 | 125,556         | 5,078,467               |

**Proposal No. 2 Ratification of the Selection of Independent Auditors**

The stockholders voted to ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending January 2, 2016. The results of the vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstaining</b> | <b>Broker Non-Votes</b> |
|------------|----------------|-------------------|-------------------------|
| 27,661,842 | 89,391         | 442               |                         |

**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: May 22, 2015

By: /s/ Bryan P. Stevenson

Name: **Bryan P. Stevenson**

Title: **VP, General Counsel**