

Edgar Filing: U.S. Auto Parts Network, Inc. - Form S-8

U.S. Auto Parts Network, Inc.  
Form S-8  
March 14, 2017

As filed with the Securities and Exchange Commission on March 13, 2017  
Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT Under The Securities Act of 1933

U.S. Auto Parts Network, Inc.  
(Exact name of registrant as specified in its charter)

Delaware 68-0623433  
(State or other jurisdiction (IRS Employer Identification No.)  
of incorporation or organization)

16941 Keegan Avenue, Carson, California 90746  
(Address of principal executive offices) (Zip code)

U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan  
(Full title of the plan)

Shane Evangelist  
Chief Executive Officer  
U.S. Auto Parts Network, Inc.  
16941 Keegan Avenue  
Carson, California 90746  
(Name and Address of agent for service)

(310) 735-0085  
(Telephone number, including area code, of agent for service)

With a copy to:  
Matthew T. Browne, Esq.  
Nathan J. Nouskajian, Esq.  
Cooley LLP  
4401 Eastgate Mall  
San Diego, California 92121  
(858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company



CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.001 par value, issuable pursuant to the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan	1,500,000 shares (3)	\$3.14	\$4,710,000	\$546

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock (the “Common Stock”) that become (1) issuable under the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan (the “2016 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.

This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of (2) calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on March 10, 2017, as reported on the Nasdaq Stock Market.

Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2016 Plan on January 1, 2017 pursuant to an “evergreen” provision contained in the 2016 Plan. Pursuant to such provision, on the first day of each fiscal year commencing in 2017 and ending on (and including) January 1, 2026, (3) the number of shares authorized for issuance under the 2016 Plan is automatically increased by 1,500,000; provided, that the Board of Directors of the Registrant may act prior to January 1<sup>st</sup> of a given year to provide that there will be no January 1<sup>st</sup> increase for such year or that the increase for such year will be a lesser number of shares of Common Stock than would otherwise occur.

INCORPORATION BY REFERENCE OF  
CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plan is effective. This Registration Statement on Form S-8 registers the offer and sale of an additional 1,500,000 shares of Common Stock for issuance under the 2016 Plan. The Registrant previously registered shares of Common Stock for issuance under the 2016 Plan on June 27, 2016 (File No. 333-212256). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

Item 8. Exhibits.

Exhibit No.	Description	Where Located
4.1	Second Amended and Restated Certificate of Incorporation of the Registrant	Incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on April 2, 2007
4.2	Amended and Restated Bylaws of the Registrant	Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on April 2, 2007
4.3	Amendment to Amended and Restated Bylaws of the Registrant	Incorporated by reference to Exhibit 3.4 to the Registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 11, 2016
4.4	Certificate of Designation, Preferences and Rights of the Series A Convertible Preferred Stock of the Registrant	Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 25, 2013
4.5	Specimen common stock certificate	Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-138379), initially filed with the Securities and Exchange Commission on November 2, 2006, as amended
5.1	Opinion of Cooley LLP	Filed herewith
23.1	Consent of RSM US LLP	Filed herewith
23.2	Consent of Deloitte & Touche LLP	Filed herewith
23.3	Consent of Cooley LLP (contained in Exhibit 5.1 to this registration statement)	Filed herewith
24.1	Power of Attorney (included in the signature pages to this registration statement)	Filed herewith
99.1	U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan and forms of agreements thereunder	Incorporated by reference to Exhibits 10.2, 10.3, 10.4 and 10.5 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 2, 2016 and Exhibits 10.1, 10.2, 10.3 and 10.4 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 25, 2017



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carson, State of California on March 13, 2017.

U.S. AUTO PARTS NETWORK, INC.

By: /s/ Shane Evangelist  
Shane Evangelist  
Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned officers and directors does hereby constitute and appoint Shane Evangelist and Neil Watanabe, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ Shane Evangelist Shane Evangelist	Chief Executive Officer and Director (principal executive officer)	March 13, 2017
/s/ Neil Watanabe Neil Watanabe	Chief Financial Officer (principal financial and accounting officer)	March 13, 2017
/s/ Robert J. Majteles Robert J. Majteles	Chairman of the Board	March 13, 2017
/s/ Joshua L. Berman Joshua L. Berman	Director	March 13, 2017
/s/ Frederic W. Harman Frederic W. Harman	Director	March 13, 2017



/s/ Jay K. Greyson      Director March 13, 2017  
Jay K. Greyson

/s/ Sol Khazani      Director March 13, 2017  
Sol Khazani

/s/ Warren B. Phelps III      Director March 13, 2017  
Warren B. Phelps III

/s/ Barbara Palmer      Director March 13, 2017  
Barbara Palmer

/s/ Bradley E. Wilson      Director March 13, 2017  
Bradley E. Wilson

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EXHIBIT INDEX

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