

U.S. Auto Parts Network, Inc.
Form 8-K
April 30, 2010
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) April 27, 2010

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

Delaware
(State or other jurisdiction
of incorporation)

001-33264
(Commission
File Number)

68-0623433
(IRS Employer
Identification No.)

17150 South Margay Avenue, Carson, CA 90746
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (310) 735-0553

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 5.07. Submission of Matters to a Vote of Security Holders

On April 27, 2010, U.S. Auto Parts Network, Inc. held its annual meeting of shareholders (“Annual Meeting”). A total of 29,933,930 shares of the Company’s common stock were entitled to vote as of March 8, 2010, the record date for the Annual Meeting. There were 25,691,226 shares present in person or by proxy at the Annual Meeting, at which the shareholders were asked to vote on two proposals. The proposals are described in more detail in the Corporation’s definitive proxy statement dated April 5, 2010 for the Annual Meeting. Set forth below are the matters acted upon by the shareholders at the Annual Meeting, and the final voting results of each such proposal.

Proposal No. 1 - Election of Directors

The shareholders elected two directors to serve a three-year term, until the 2013 annual meeting of shareholders and until their respective successors are elected and qualified. The results of the vote were as follows:

| | For | Withheld | Broker Non-Votes |
|-------------------|------------|----------|---------------------|
| Shane Evangelist | 20,508,920 | 30,381 | 5,151,925 |
| Ellen F. Siminoff | 20,415,247 | 124,054 | 5,151,925 |

Proposal No. 2 - Ratification of the Selection of Independent Registered Public Accounting Firm for Fiscal Year 2010

The shareholders voted to ratify the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 1, 2011. The results of the vote were as follows:

| For | Against | Abstaining |
|------------|---------|------------|
| 25,662,910 | 2,700 | 25,616 |

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: April 30, 2010

U.S. AUTO PARTS NETWORK, INC.

By: /s/ THEODORE R. SANDERS
Theodore R. Sanders
Chief Financial Officer