

U.S. Auto Parts Network, Inc.
Form 8-A12B
January 23, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

U.S. Auto Parts Network, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

68-0623433
(I.R.S. Employer Identification No.)

17150 Margay Avenue, Carson, California
(Address of principal executive offices)

90746
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which

to be so registered
common stock, par value \$0.001 per share

each class is to be registered
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-138379** (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Not Applicable

(Title of Class)

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

This registration statement relates to the registration with the Securities and Exchange Commission of shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of U.S. Auto Parts Network, Inc., a Delaware corporation (the "Registrant"). The description of the Common Stock contained under the caption "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, File No. 333-138379, first filed with the Securities and Exchange Commission on November 2, 2006, as amended (the "Registration Statement"), together with the description set forth under such caption included in the form of prospectus subsequently filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, are incorporated herein by this reference in response to this item.

Item 2. Exhibits.

Not Applicable

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) U.S. AUTO PARTS NETWORK, INC.

Date January 23, 2007

By /s/ Mehran Nia
Mehran Nia,

Chief Executive Officer and President