U.S. Auto Parts Network, Inc.
Form 10-Q
November 04, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)
ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 27, 2014
OR
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number: 001-33264

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

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

16941 Keegan Avenue, Carson, CA 90746
(Address of Principal Executive Office) (Zip Code)
(310) 735-0085
(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ý No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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	o	Accelerated Filer	o
Non-Accelerated Filer	ý (Do not check if a smaller reporting company)	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No ý
As of November 3, 2014, the registrant had 33,564,338 shares of common stock outstanding, $0.001 par value.

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U.S. AUTO PARTS NETWORK, INC.
QUARTERLY REPORT ON FORM 10-Q
FOR THE THIRTEEN WEEKS ENDED SEPTEMBER 27, 2014
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Unless the context requires otherwise, as used in this report, the terms "U.S. Auto Parts," the "Company," "we," "us" and "our" refer to U.S. Auto Parts Network, Inc. and its subsidiaries.

U.S. Auto Parts®, U.S. Auto Parts Network™, PartsTrain®, AutoMD®, AutoMD Insta-Quotes! ®, Kool-Vue™, JC Whitney®, and Stylintrucks™, amongst others, are our United States trademarks. All other trademarks and trade names appearing in this report are the property of their respective owners.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The statements included in this report, other than statements or characterizations of historical or current fact, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and we intend that such forward-looking statements be subject to the safe harbors created thereby. Any forward-looking statements included herein are based on management’s beliefs and assumptions and on information currently available to management. We have attempted to identify forward-looking statements by terms such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “will,” “would”, “will “will likely result” and variations of these words or similar expressions. These forward-looking statements include, but are not limited to, statements regarding future events, our future operating and financial results, financial expectations, expected growth and strategies, current business indicators, capital needs, financing plans, capital deployment, liquidity, contracts, litigation, product offerings, customers, acquisitions, competition and the status of our facilities. Forward-looking statements, no matter where they occur in this document or in other statements attributable to the Company involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. We discuss many of these risks in greater detail under the heading “Risk Factors” in Part II, Item 1A of this report. Given these uncertainties, you should not place undue reliance on these forward-looking statements. You should read this report and the documents that we reference in this report and have filed as exhibits to the report completely and with the understanding that our actual future results may be materially different from what we expect. Also, forward-looking statements represent our management’s beliefs and assumptions only as of the date of this report. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements
U.S. AUTO PARTS NETWORK, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited, In Thousands, Except Par and Liquidation Value)

	September 27, 2014	December 28, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$1,255	$818
Short-term investments	39	47
Accounts receivable, net of allowances of $258 and $213 at September 27, 2014 and December 28, 2013, respectively	3,958	5,029
Inventory	44,816	36,986
Other current assets	3,052	3,234
Total current assets	53,120	46,114
Property and equipment, net	17,321	19,663
Intangible assets, net	1,822	1,601
Other non-current assets	1,421	1,804
Total assets	$73,684	$69,182
LIABILITIES AND STOCKHOLDERS’ EQUITY		
Current liabilities:		
Accounts payable	$21,715	$19,669
Accrued expenses	6,902	5,959
Revolving loan payable	10,869	6,774
Current portion of capital leases payable	209	269
Other current liabilities	3,982	3,682
Total current liabilities	43,677	36,353
Capital leases payable, net of current portion	9,392	9,502
Deferred income taxes	321	335
Other non-current liabilities	1,854	2,126
Total liabilities	55,244	48,316
Commitments and contingencies		
Stockholders’ equity:		
Series A convertible preferred stock, $0.001 par value; $1.45 per share liquidation value or aggregate of $6,017; 4,150 shares authorized; 4,150 shares issued and outstanding at September 27, 2014 and December 28, 2013	4	4
Common stock, $0.001 par value; 100,000 shares authorized; 33,542 and 33,352 shares issued and outstanding at September 27, 2014 and December 28, 2013, respectively	34	33
Additional paid-in-capital	170,969	168,693
Common stock dividend distributable	61	60
Accumulated other comprehensive income	395	446
Accumulated deficit	(153,023)	(148,370)
Total stockholders’ equity	18,440	20,866
Total liabilities and stockholders’ equity	$73,684	$69,182

See accompanying notes to consolidated financial statements.

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U.S. AUTO PARTS NETWORK, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE OPERATIONS
(Unaudited, in Thousands, Except Per Share Data)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Net sales	$67,965	$61,724	$212,940	$195,018
Cost of sales (1)	49,551	43,817	153,405	138,360
Gross profit	18,414	17,907	59,535	56,658
Operating expenses:				
Marketing	10,278	9,385	31,356	31,762
General and administrative	3,762	4,261	12,532	13,626
Fulfillment	5,256	4,217	15,351	14,589
Technology	1,228	1,204	3,640	4,035
Amortization of intangible assets	106	86	316	299
Impairment loss on property and equipment	—	—	—	4,832
Impairment loss on intangible assets	—	—	—	1,245
Total operating expenses	20,630	19,153	63,195	70,388
Loss from operations	(2,216)	(1,246)	(3,660)	(13,730)
Other income (expense):				
Other income, net	24	135	39	214
Interest expense	(287)	(287)	(784)	(702)
Total other expense, net	(263)	(152)	(745)	(488)
Loss before income taxes	(2,479)	(1,398)	(4,405)	(14,218)
Income tax provision	15	1	68	91
Net loss	(2,494)	(1,399)	(4,473)	(14,309)
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	23	6	19	31
Net unrecognized losses on derivative instruments	(48)	—	(70)	—
Unrealized gains on investments	—	2	—	4
Total other comprehensive income (loss)	(25)	8	(51)	35
Comprehensive loss	$(2,519)	$(1,391)	$(4,524)	$(14,274)
Basic and diluted net loss per share	$(0.08)	$(0.04)	$(0.14)	$(0.44)
Shares used in computation of basic and diluted net loss per share	33,532	33,218	33,459	32,493

(1) Excludes depreciation and amortization expense which is included in marketing, general and administrative and fulfillment expense as described in “Note 1 – Summary of Significant Accounting Policies and Nature of Operations” below.

See accompanying notes to consolidated financial statements.

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U.S. AUTO PARTS NETWORK, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, In Thousands)

	Thirty-Nine Weeks Ended September 27, 2014	September 28, 2013
Operating activities		
Net loss	$(4,473)	$(14,309)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization expense	6,833	9,736
Amortization of intangible assets	316	299
Impairment loss on property and equipment	—	4,832
Impairment loss on intangible assets	—	1,245
Deferred income taxes	60	109
Share-based compensation expense	1,691	1,065
Stock awards issued for non-employee director service	—	31
Amortization of deferred financing costs	61	61
Gain from disposition of assets	(21)	(39)
Changes in operating assets and liabilities:		
Accounts receivable	1,071	2,536
Inventory	(7,830)	2,550
Other current assets	106	475
Other non-current assets	(9)	142
Accounts payable and accrued expenses	2,869	(10,303)
Other current liabilities	227	(864)
Other non-current liabilities	(191)	515
Net cash provided by (used in) operating activities	710	(1,919)
Investing activities		
Additions to property and equipment	(4,292)	(6,679)
Proceeds from sale of property and equipment	27	42
Cash paid for intangible assets	(200)	—
Purchases of marketable securities and investments	(746)	(4)
Proceeds from the sale of marketable securities and investments	745	—
Purchases of company-owned life insurance	—	(106)
Net cash used in investing activities	(4,466)	(6,747)
Financing activities		
Borrowings from revolving loan payable	14,233	16,667
Payments made on revolving loan payable	(10,138)	(24,590)
Proceeds from sale leaseback transaction	—	9,584
Proceeds from issuance of Series A convertible preferred stock	—	6,017
Payment of issuance costs from Series A convertible preferred stock	—	(847)
Proceeds from issuance of common stock	—	2,235
Payment of issuance costs from common stock	—	(223)
Payments on capital leases	(170)	(126)
Proceeds from exercise of stock options	265	22
Net cash provided by financing activities	4,190	8,739
Effect of exchange rate changes on cash	3	(4)

Net change in cash and cash equivalents	437	69
Cash and cash equivalents, beginning of period	818	1,030
Cash and cash equivalents, end of period	$1,255	$1,099
Supplemental disclosure of non-cash investing and financing activities:		
Accrued asset purchases	$801	$848
Property acquired under capital lease	—	322
Unrealized gain on investments	70	4
Supplemental disclosure of cash flow information:		
Cash received during the period for income taxes	$34	$32
Cash paid during the period for interest	(744)	(628)

See accompanying notes to consolidated financial statements.

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U.S. AUTO PARTS NETWORK, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(In Thousands, Except Per Share Data)

Note 1 – Summary of Significant Accounting Policies and Nature of Operations

U.S. Auto Parts Network, Inc. (including its subsidiaries) is a distributor of aftermarket auto parts and accessories and was established in 1995. The Company entered the e-commerce sector by launching its first website in 2000 and currently derives the majority of its revenues from online sales channels. The Company sells its products to individual consumers through a network of websites and online marketplaces. Our flagship websites are located at www.autopartswarehouse.com , www.jcwhitney.com , www.AutoMD.com and our corporate website is located at www.usautoparts.net. References to the "Company," "we," "us," or "our" refer to U.S. Auto Parts Network, Inc. and its consolidated subsidiaries.

The Company's products consist of body parts, engine parts, performance parts and accessories. The body parts category is primarily comprised of parts for the exterior of an automobile. Our parts in this category are typically replacement parts for original body parts that have been damaged as a result of a collision or through general wear and tear. The majority of these products are sold through our websites. In addition, we sell an extensive line of mirror products, including our own private-label brand called Kool-Vue™, which are marketed and sold as aftermarket replacement parts and as upgrades to existing parts. The engine parts category is comprised of engine components and other mechanical and electrical parts, which are often referred to as hard parts. These parts serve as replacement parts for existing engine parts and are generally used by professionals and do-it-yourselfers for engine and mechanical maintenance and repair. We offer performance versions of many parts sold in each of the above categories. Performance parts and accessories generally consist of parts that enhance the performance of the automobile, upgrade existing functionality of a specific part or improve the physical appearance or comfort of the automobile.

The Company is a Delaware C corporation and is headquartered in Carson, California. The Company has employees located in the United States of America (or the "United States"), and in the Philippines.

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and with the instructions to U.S. Securities and Exchange Commission ("SEC") Form 10-Q and Article 10 of SEC Regulation S-X. In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company as of September 27, 2014 and the consolidated results of operations for the thirteen and thirty-nine weeks ended September 27, 2014 and September 28, 2013, and cash flows for the thirty-nine weeks ended September 27, 2014 and September 28, 2013. The Company's results of operations for the thirteen and thirty-nine weeks ended September 27, 2014 are not necessarily indicative of those to be expected for the entire fiscal year. The accompanying consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 28, 2013, which was filed with the SEC on March 12, 2014. We refer to our fiscal year ending January 3, 2015 as fiscal year 2014 and our fiscal year ended December 28, 2013 as fiscal year 2013.

During the thirteen and thirty-nine weeks ended September 27, 2014, the Company incurred a net loss of $2,494 and $4,473, respectively, compared to a net loss of $1,399 and $14,309 during the thirteen and thirty-nine weeks ended September 28, 2013. The Company believes that the increase in net revenues to $67,965 in the third quarter of 2014 from $61,724 in the third quarter of 2013, is part of a continuing positive trend, and based on our current operating plan, we expect to finish fiscal year 2014 with a substantially reduced net loss compared to the net loss for fiscal year 2013. As a result, we believe that our existing cash, cash equivalents, investments, cash flows from operations and available debt financing will be sufficient to finance our operational cash needs through at least the next twelve months. Should our results not meet our current operating plan and should revenues decline in 2014, it could negatively impact our liquidity as we may not be able to provide positive cash flows from operations in order to meet our working capital requirements. We may need to borrow additional funds from our credit facility, which under certain circumstances may not be available, sell additional assets or seek additional equity or debt financing in the future. There can be no assurance that we would be able to raise such additional financing or engage in such asset sales on acceptable terms, or at all. If revenues and/or gross profit were to decline and the net loss continues for longer than we expect because our strategies to return to sustained positive sales growth and profitability are not successful, and if we are not able to raise adequate additional financing or proceeds from additional asset sales to continue to fund our ongoing operations, we will need to defer, reduce or eliminate significant planned expenditures, restructure or significantly curtail our operations.

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Fiscal Periods

The Company's fiscal year is based on a 52/53 week fiscal year ending on the Saturday closest to December 31. Quarterly periods are based on the thirteen weeks ending on the Saturday closest to the calendar quarter end date. Our fiscal year 2014 will be 53 weeks ending January 3, 2015.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany balances and transactions have been eliminated. On October 8th, 2014, AutoMD sold 7,000,000 shares of AutoMD common stock to third-party investors. Following the sale, AutoMD ceased to be a wholly-owned subsidiary of the Company. The Company will continue to consolidate for reporting purposes. Refer to "Note 13 – Subsequent Events" for additional fair value information.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates made by management include, but are not limited to, those related to revenue recognition, uncollectible receivables, valuation of inventory, valuation of deferred tax assets and liabilities, valuation of intangible assets and other long-lived assets, recoverability of software development costs, contingencies and share-based compensation expense that results from estimated grant date fair values and vesting of issued equity awards based upon certain performance targets. Actual results could differ from these estimates.

Statement of Cash Flows

The net change in the Company's book overdraft is presented net of accounts payable in the operating activity of the consolidated statement of cash flows. The book overdraft represents a credit balance in the Company's general ledger but the Company has a positive bank account balance.

Cash and Cash Equivalents

The Company considers all money market funds and short-term investments purchased with original maturities of ninety days or less to be cash equivalents.

Fair Value of Financial Instruments

Financial instruments that are not measured at fair value include accounts receivable, accounts payable and debt. Refer to "Note 3 – Fair Value Measurements" for additional fair value information. The Company's revolving loan payable (see "Note 6 –Borrowings") is categorized in Level 2 of the fair value hierarchy, as the estimated value would be based on the quoted market prices for the same or similar issues or on the current rates available to the Company for debt of the same or similar terms. The carrying values of cash and cash equivalents, accounts receivable and accounts payable approximate fair value at September 27, 2014 and December 28, 2013 due to their short-term maturities. Investments and derivative financial instruments are carried at fair value, as discussed below.

Accounts Receivable and Concentration of Credit Risk

Accounts receivable are stated net of allowance for doubtful accounts. The allowance for doubtful accounts is determined primarily on the basis of past collection experience and general economic conditions. The Company determines terms and conditions for its customers primarily based on the volume purchased by the customer, customer creditworthiness and past transaction history.

Concentrations of credit risk are limited to the customer base to which the Company's products are sold. The Company does not believe significant concentrations of credit risk exist.

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Investments

Investments were comprised of closed-end funds primarily invested in mutual funds that hold government bonds, stock and short-term money market funds. Mutual funds are classified as short-term investments available-for-sale and recorded at fair market value, based on quoted prices of identical assets that are trading in active markets as of the end of the period for which the values are determined.

Other-Than-Temporary Impairment

All of the Company's investments are subject to a periodic impairment review. The Company recognizes an impairment charge when a decline in the fair value of its investments below the cost basis is judged to be other-than-temporary. The Company considers various factors in determining whether to recognize an impairment charge, including the length of time and extent to which the fair value has been less than the Company's cost basis, the financial condition and near-term prospects of the investee, and the Company's intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in the market value. No other-than-temporary impairment charges were recorded on any investments during the thirty-nine week periods ended September 27, 2014 and September 28, 2013.

Derivative Financial Instruments

Cash flow hedges are hedges that use derivatives to partially offset the variability of future cash flows. The Company hedges a portion of its forecasted foreign currency exposure associated with operating expenses incurred in the Philippines, for up to 12 months. The Company records all derivatives on the consolidated balance sheet at fair value. The Company's accounting treatment of these instruments is based on whether the instruments are designated as hedge or non-hedge instruments. For derivative instruments that hedge the exposure to variability in expected future cash flows that are designated as cash flow hedges, the effective portions of the gain or loss on the derivative instrument is reported as a component of accumulated other comprehensive income in shareholders' equity and reclassified into income in the same period or periods during which the hedged transaction affects earnings. To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions. The Company did not have any non-hedge instruments as of September 27, 2014 or December 28, 2013. Refer to "Note 3 – Fair Value Measurements" for additional fair value information.

At September 27, 2014, the Company had $70 recorded in accumulated other comprehensive loss related to derivatives which were designated as hedging instruments. The Company reclassified $11 of net losses from accumulated other comprehensive loss to operating expense during the thirteen weeks ended September 27, 2014. There was no ineffective portion recognized for the thirteen weeks ended September 27, 2014. The Company expects to reclassify $70 of net losses from accumulated other comprehensive loss to operating expense over the next twelve months. The notional value at September 27, 2014 was $1,959. The Company did not hedge foreign currency exposure prior to fiscal 2014.

Inventory

Inventories consist of finished goods available-for-sale and are stated at the lower of cost or market value, determined using the first-in first-out ("FIFO") method. The Company purchases inventory from suppliers both domestically and internationally, and routinely enters into supply agreements with U.S.–based suppliers and its primary drop-ship vendors. The Company believes that its products are generally available from more than one supplier and seeks to maintain multiple sources for its products, both internationally and domestically. The Company primarily purchases products in bulk quantities to take advantage of quantity discounts and to ensure inventory availability. Inventory is reported at the lower of cost or market, adjusted for slow moving, or scrap product. The Company's inventory, primarily aftermarket auto parts, including body parts, engine parts, and performance parts and accessories, are used on vehicles that have rather long lives; and therefore, the risk of obsolescence is minimal. Inventory at September 27, 2014 and December 28, 2013 was $44,816 and $36,986, respectively, which included items in-transit to our warehouses, in the amount of $11,672 and $6,750, respectively.

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Website and Software Development Costs

The Company capitalizes certain costs associated with website and software developed for internal use according to ASC 350-50 Intangibles – Goodwill and Other – Website Development Costs and ASC 350-40 Intangibles – Goodwill and Other – Internal-Use Software, when both the preliminary project design and testing stage are completed and management has authorized further funding for the project, which it deems probable of completion and to be used for the function intended. Capitalized costs include amounts directly related to website and software development such as payroll and payroll-related costs for employees who are directly associated with, and who devote time to, the internal-use software project. Capitalization of such costs ceases when the project is substantially complete and ready for its intended use. These amounts are amortized on a straight-line basis over two years once the software is placed into service.

Long-Lived Assets and Intangibles Subject to Amortization

The Company accounts for the impairment and disposition of long-lived assets, including intangibles subject to amortization, in accordance with ASC 360 Property, Plant and Equipment ("ASC 360"). Management assesses potential impairments whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable. An impairment loss will result when the carrying value exceeds the undiscounted cash flows estimated to result from the use and eventual disposition of the asset or asset group. Impairment losses will be recognized in operating results to the extent that the carrying value exceeds the discounted future cash flows estimated to result from the use and eventual disposition of the asset or asset group. The Company continually uses judgment when applying these impairment rules to determine the timing of the impairment tests, undiscounted cash flows used to assess impairments, and the fair value of a potentially impaired asset or asset group. The reasonableness of our judgments could significantly affect the carrying value of our long-lived assets. The Company has not recognized any impairment losses on property and equipment or intangible assets subject to amortization since the second quarter of 2013.

Revenue Recognition

The Company recognizes revenue from product sales and shipping revenues, net of promotional discounts and return allowances, when the following five revenue recognition criteria are met: persuasive evidence of an arrangement exists, both title and risk of loss or damage have transferred, delivery has occurred, the selling price is fixed or determinable, and collectability is reasonably assured. The Company retains the risk of loss or damage during transit, therefore, revenue from product sales is recognized at the delivery date to customer, not upon shipment. Return allowances, which reduce product revenue by the Company's best estimate of expected product returns, are estimated using historical experience.

Revenue from sales of advertising is recorded when performance requirements of the related advertising program agreement are met.

The Company evaluates the criteria of ASC 605-45 Revenue Recognition Principal Agent Considerations in determining whether it is appropriate to record the gross amount of product sales and related costs or the net amount earned as commissions. Generally, when the Company is the primary party obligated in a transaction, the Company is subject to inventory risk, has latitude in establishing prices and selecting suppliers, or has several but not all of these indicators, revenue is recorded at gross.

Payments received prior to the delivery of goods to customers are recorded as deferred revenue.

The Company periodically provides incentive offers to its customers to encourage purchases. Such offers include current discount offers, such as percentage discounts off current purchases and other similar offers. Current discount offers, when accepted by the Company's customers, are treated as a reduction to the purchase price of the related transaction.

Sales discounts are recorded in the period in which the related sale is recognized. Sales return allowances are estimated based on historical amounts and are recorded upon recognizing the related sales. Credits are issued to customers for returned products.

Cost of Sales

Cost of sales consists of the direct costs associated with procuring parts from suppliers and delivering products to customers. These costs include direct product costs, outbound freight and shipping costs, warehouse supplies and warranty costs, partially offset by purchase discounts and cooperative advertising. Depreciation and amortization expenses are excluded from cost of sales and included in marketing, general and administrative and fulfillment expenses as noted below.

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Warranty Costs

The Company or the vendors supplying its products provide the Company's customers limited warranties on certain products that range from 30 days to lifetime. In most cases, the Company's vendors are the party primarily responsible for warranty claims. Standard product warranties sold separately by the Company are recorded as deferred revenue and recognized ratably over the life of the warranty, ranging from one to five years. The Company also offers extended warranties that are imbedded in the price of selected private label products we sell. The product brands that include the extended warranty coverage are offered at three different service levels: (a) a five year unlimited product replacement, (b) a five year one-time product replacement, and (c) a three year one-time product replacement. Warranty costs relating to merchandise sold under warranty not covered by vendors are estimated and recorded as warranty obligations at the time of sale based on each product's historical return rate and historical warranty cost. The standard and extended warranty obligations are recorded as warranty liabilities and included in other current liabilities in the Consolidated Balance Sheets. For the thirty-nine weeks ended September 27, 2014 and September 28, 2013, the activity in our aggregate warranty liabilities was as follows (in thousands):

	September 27, 2014	September 28, 2013
Warranty liabilities, beginning of period	$297	$282
Adjustments to preexisting warranty liabilities	(84)	(79)
Additions to warranty liabilities	102	148
Reductions to warranty liabilities	(54)	(46)
Warranty liabilities, end of period	$261	$305

Marketing Expense

Marketing costs, including advertising, are expensed as incurred. The majority of advertising expense is paid to internet search engine service providers and internet commerce facilitators. For the thirteen weeks ended September 27, 2014 and September 28, 2013, the Company recognized advertising costs of $4,458 and $4,000, respectively. For the thirty-nine weeks ended September 27, 2014 and September 28, 2013, the Company recognized advertising costs of $13,860 and $12,908, respectively. Marketing costs also include depreciation and amortization expense and share-based compensation expense.

General and Administrative Expense

General and administrative expense consists primarily of administrative payroll and related expenses, merchant processing fees, legal and professional fees and other administrative costs. General and administrative expense also includes depreciation and amortization expense and share-based compensation expense.

Fulfillment Expense

Fulfillment expense consists primarily of payroll and related costs associated with warehouse employees and the Company's purchasing group, facilities rent, building maintenance, depreciation and other costs associated with inventory management and wholesale operations. Fulfillment expense also includes share-based compensation expense.

Technology Expense

Technology expense consists primarily of payroll and related expenses of our information technology personnel, the cost of hosting the Company's servers, communications expenses and Internet connectivity costs, computer support and software development amortization expense. Technology expense also includes share-based compensation expense.

Share-Based Compensation

The Company accounts for share-based compensation in accordance with ASC 718 Compensation – Stock Compensation ("ASC 718"). All share-based payment awards to employees are recognized as share-based compensation expense in the financial statements based on their respective grant date fair values, and are recognized within the statement of comprehensive income or loss as marketing, general and administrative, fulfillment or technology expense, based on employee departmental classifications. Under this standard, compensation expense for both time-based and performance-based restricted stock units is based on the closing stock price of our common shares on the date of grant, and is recognized on a straight-line basis over the requisite service period. Compensation expense for performance-based awards is measured based on the amount of shares

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ultimately expected to vest, estimated at each reporting date based on management's expectations regarding the relevant performance criteria. Compensation expense for stock options is based on the fair value estimated on the date of grant using an option pricing model that meets certain requirements, and is recognized over the vesting period of three to four years. The Company currently uses the Black-Scholes option pricing model to estimate the fair value of share-based payment awards for such stock options, which is affected by the Company's stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate and expected dividends.

The Company incorporates its own historical volatility into the grant-date fair value calculations for the stock options. The expected term of an award is based on combining historical exercise data with expected weighted time outstanding. Expected weighted time outstanding is calculated by assuming the settlement of outstanding awards is at the midpoint between the remaining weighted average vesting date and the expiration date. The risk-free interest rate assumption is based on observed interest rates appropriate for the expected life of awards. The dividend yield assumption is based on the Company's expectation of paying no dividends on its common stock. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures significantly differ from those estimates. The Company considers many factors when estimating expected forfeitures, including employee class, economic environment, and historical experience.

The Company accounts for equity instruments issued in exchange for the receipt of services from non-employee directors in accordance with the provisions of ASC 718. The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with ASC 505-50 Equity-Based Payments to Non-Employees. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of a performance commitment or completion of performance by the provider of goods or services. Equity instruments awarded to non-employees are periodically re-measured as the underlying awards vest unless the instruments are fully vested, immediately exercisable and non-forfeitable on the date of grant.

The Company accounts for modifications to its share-based payment awards in accordance with the provisions of ASC 718. Incremental compensation cost is measured as the excess, if any, of the fair value of the modified award over the fair value of the original award immediately before its terms are modified, measured based on the share price and other pertinent factors at that date, and is recognized as compensation cost on the date of modification (for vested awards) or over the remaining service (vesting) period (for unvested awards). Any unrecognized compensation cost remaining from the original award is recognized over the vesting period of the modified award.

Other Income, net

Other income, net consists of miscellaneous income or expense such as gains/losses from disposition of assets, and interest income comprised primarily of interest income on investments.

Interest Expense

Interest expense consists primarily of interest expense on our outstanding loan balance, deferred financing cost amortization, and capital lease interest.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740 Income Taxes ("ASC 740"). Under ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. When appropriate, a valuation allowance is established to reduce deferred tax assets, which include tax credits and loss carry forwards, to the amount that is more likely than not to be realized. In making such determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, future taxable income exclusive of reversing temporary differences and carryforwards, taxable income in prior carryback years, tax planning strategies and recent financial operations.

The Company utilizes a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating our tax positions and tax benefits, which may require

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periodic adjustments and which may not accurately forecast actual outcomes. The Company's policy is to record interest and penalties as income tax expense. During the periods presented, the Company had no material unrecognized tax benefits, interest or penalties related to federal and state income tax matters.

Taxes Collected from Customers and Remitted to Governmental Authorities

We present taxes collected from customers and remitted to governmental authorities on a net basis in accordance with the guidance on ASC 605-45-50-3 Taxes Collected from Customers and Remitted to Governmental Authorities.

Leases

The Company analyzes lease agreements for operating versus capital lease treatment in accordance with ASC 840 Leases. Rent expense for leases designated as an operating lease is expensed on a straight-line basis over the term of the lease. For capital leases, the present value of future minimum lease payments at the inception of the lease is reflected as a capital lease asset and a capital lease payable in the consolidated balance sheets. Amounts due within one year are classified as current liabilities and the remaining balance as non-current liabilities.

Foreign Currency Translation

For each of the Company's foreign subsidiaries, the functional currency is its local currency. Assets and liabilities of foreign operations are translated into U.S. dollars using the current exchange rates, and revenues and expenses are translated into U.S. dollars using average exchange rates. The effects of the foreign currency translation adjustments are included as a component of accumulated other comprehensive income or loss in the Company's consolidated balance sheets.

Comprehensive Income

The Company reports comprehensive income or loss in accordance with ASC 220 Comprehensive Income. Accumulated other comprehensive income or loss, included in the Company's consolidated balance sheets, includes foreign currency translation adjustments related to the Company's foreign operations, net deferred gains and losses on certain derivative instruments accounted for as cash flow hedges, and unrealized holding gains and losses from available-for-sale investments. The Company presents the components of net loss and other comprehensive income or loss, in its consolidated statements of comprehensive operations.

Segment Data

The Company operates in two reportable segments. The criteria the Company uses to identify its operating segments are primarily the nature of the products the Company sells and the consolidated operating results that are regularly reviewed by the Company's chief operating decision maker to assess performance and make operating decisions. The two reporting units we identified are the core auto parts business ("Base USAP") and an online automotive repair source of which the Company is a majority stockholder ("AutoMD"), in accordance with ASC 280 Segment Reporting ("ASC 280").

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-9, "Revenue from Contracts with Customers," ("ASU 2014-9") which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This guidance will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for fiscal years beginning after December 15, 2016. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-9 will have on the consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has the effect of the standard on ongoing financial reporting been determined.

On August 27, 2014, the FASB issued ASU 2014-15, which provides guidance on determining when and how reporting entities must disclose going-concern uncertainties in their financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date of issuance of the entity's financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, an entity must provide certain disclosures if there is “substantial doubt about the entity’s ability to continue as a going concern.” The ASU is effective for annual periods ending after December 15, 2016, and interim

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periods thereafter; early adoption is permitted. The Company is evaluating the impact the adoption of ASU 2014-15 will have on its consolidated financial statements.

Note 2 – Investments

As of September 27, 2014, the Company held the following investments, recorded at fair value (in thousands):

	Amortized Cost	Unrealized Gains	Losses	Fair Value
Mutual funds (1)	$39	$—	$—	$39

As of December 28, 2013, the Company held the following investments, recorded at fair value (in thousands):

	Amortized Cost	Unrealized Gains	Losses	Fair Value
Mutual funds (1)	$40	$7	$—	$47

(1) Mutual funds, consisting of government bonds, stocks and short-term money market funds, are classified as short-term investments available-for-sale and recorded at fair market value, based on quoted prices of identical assets that are trading in active markets as of the end of the period for which the values are determined.

Proceeds from the sale of available-for-sale securities are disclosed separately in the accompanying consolidated statements of cash flow. For the thirty-nine weeks ended September 27, 2014 and September 28, 2013, there were no sales of available-for-sale securities.

Note 3 – Fair Value Measurements

Fair value is defined as an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. Provisions of ASC 820 – Fair Value Measurement establish a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

Level 1 – Observable inputs such as quoted prices in active markets;

Level 2 – Inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3 – Unobservable inputs in which little or no market data exists, therefore, requiring an entity to develop its own assumptions.

We measure our financial assets and liabilities at fair value on a recurring basis using the following valuation techniques:

(a) Market Approach – uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

(b) Income Approach – uses valuation techniques to convert future estimated cash flows to a single present amount based on current market expectations about those future amounts, using present value techniques.

Financial Assets and Liabilities Valued on a Recurring Basis

As of September 27, 2014 and December 28, 2013, the Company held certain assets and liabilities that are required to be measured at fair value on a recurring basis. These included cash and cash equivalents, derivative instruments and investments.

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Cash, Cash Equivalents and Investments

The following table represents our fair value hierarchy and the valuation techniques used for cash and cash equivalents and investments (in thousands):

	As of September 27, 2014				
	Total	Level 1	Level 2	Level 3	Valuation Techniques
Assets:					
Cash and cash equivalents (1)	$1,255	$1,255	$—	$—	(a)
Investments – mutual funds (2)	39	39	—	—	(a)
	$1,294	$1,294	$—	$—	
	As of December 28, 2013				
	Total	Level 1	Level 2	Level 3	Valuation Techniques
Assets:					
Cash and cash equivalents (1)	$818	$818	$—	$—	(a)
Investments – mutual funds (2)	47	47	—	—	(a)
	$865	$865	$—	$—	

(1) Cash equivalents consist primarily of money market funds and short-term investments with original maturity dates of three months or less at the date of purchase, for which the Company determines fair value through quoted market prices.

(2) Investments consist of mutual funds, classified as short-term investments available-for-sale and recorded at fair market value, based on quoted prices of identical assets that are trading in active markets as of the end of the period for which the values are determined. These mutual funds invest in government bonds, stocks and short-term money market funds,

During the thirty-nine weeks ended September 27, 2014 and September 28, 2013, there were no transfers into or out of Level 1 and Level 2 assets.

Derivative Financial Instruments

The following table represents our fair value hierarchy and the valuation techniques used for derivative financial instruments (in thousands):

	As of September 27, 2014				
	Total	Level 1	Level 2	Level 3	Valuation Techniques
Assets:					
Foreign exchange contracts (1)	$—	$—	$—	$—	(b)
Liabilities:					
Foreign exchange contracts(1)	$70	$—	$70	$—	(b)

(1) Foreign exchange contracts are valued using an income approach based on forward rates less the contract rate multiplied by the notional value.

During the thirteen and thirty-nine weeks ended September 27, 2014, there were no transfers into or out of Level 1 and Level 2 assets or liabilities. The Company did not hold any derivative financial instruments prior to the thirty-nine weeks ended September 27, 2014.

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Non-Financial Assets Valued on a Non-Recurring Basis

The Company’s long-lived assets, including intangible assets subject to amortization, are measured at fair value on a non-recurring basis. These assets are measured at cost but are written-down to fair value, if necessary, as a result of impairment. As of September 27, 2014, there were no indicators of potential impairment to the Company’s long-lived assets under the provisions of ASC 360, as such, they were not measured at fair value. If such non-financial assets had been measured at fair value, they would be categorized in Level 3 of the fair value hierarchy, as the Company would be required to develop its own assumptions and analysis to determine if such non-financial assets were impaired.

During the second quarter of 2013, the Company identified adverse events related to the Company’s overall financial performance, including the continued downward trend in the Company’s revenues and gross margin, and a sustained decline in the Company’s share price, that would more likely than not reduce the fair value of the Company’s long-lived assets below its carrying amount. The Company performed its impairment testing of long-lived assets, including intangible assets subject to amortization, in accordance with ASC 360 Property, Plant and Equipment. The Company used valuation techniques under the income approach, which converted future estimated cash flows to a single present amount based on current market expectations about those future amounts, using present value techniques. The fair value measurements are categorized as Level 3 of the fair value hierarchy, as the Company developed its own assumptions and analysis to determine if such assets were impaired. For the thirty-nine weeks ended September 28, 2013, total impairment loss was $6,077. The Company recorded impairment losses on internally developed software and intangible assets of $4,832 and $1,245, respectively.

Note 4 – Property and Equipment, Net

The Company’s fixed assets are stated at cost less accumulated depreciation, amortization and impairment. Depreciation and amortization expense are provided for in amounts sufficient to relate the cost of depreciable and amortizable assets to operations over their estimated service lives. Depreciation and amortization expense for the thirteen weeks ended September 27, 2014 and September 28, 2013 was $2,213 and $2,472, respectively, including amortization expense of $119 and $119 for the thirteen weeks ended September 27, 2014 and September 28, 2013, respectively, for capital leased assets related to the LaSalle, Illinois facility (see sale-leaseback discussion below for details). Depreciation and amortization expense for the thirty-nine weeks ended September 27, 2014 and September 28, 2013 was $6,833 and $9,736, respectively, including amortization expense of $357 and $198 for the thirty-nine weeks ended September 27, 2014 and September 28, 2013, respectively, for capital leased assets related to the LaSalle, Illinois facility. The cost and related accumulated depreciation of assets retired or otherwise disposed of are removed from the accounts and the resultant gain or loss is reflected in earnings.

The Company accounts for the impairment of property and equipment in accordance with ASC 360– Property, Plant and Equipment (“ASC 360’). During the second quarter of 2013, the Company identified adverse events related to the Company’s overall financial performance, including accelerating downward trend in the Company’s revenues and gross margin, which indicated that the carrying amount of certain property and equipment may not be recoverable. Given the indicators of impairment, the Company utilized the royalty savings method in determining the fair values, using a discount rate of 14.5% and royalty rate of 1.0%. Based on its analysis, the Company recognized an impairment loss on internally developed software of $4,832. Subsequent to the second quarter of 2013, there have not been events or circumstances that have resulted in an assessment by management of any indicators of further impairment. However, any future decline in the fair value of an asset group could result in future impairments.

Property and equipment consisted of the following at September 27, 2014 and December 28, 2013 (in thousands):

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	September 27, 2014	December 28, 2013
Land	$630	$630
Building	8,877	8,877
Machinery and equipment	10,329	12,163
Computer software (purchased and developed) and equipment	58,876	55,383
Vehicles	250	264
Leasehold improvements	1,758	1,767
Furniture and fixtures	1,035	1,057
Construction in process	1,621	2,066
	83,376	82,207
Less accumulated depreciation, amortization and impairment	(66,055)	(62,544)
Property and equipment, net	$17,321	$19,663

On April 17, 2013, the Company's wholly-owned subsidiary, Whitney Automotive Group, Inc. ("WAG") sold its facility in LaSalle, Illinois for $9,750 pursuant to a purchase and sale agreement dated April 17, 2013 between WAG and STORE Capital Acquisitions, LLC. The Company used the net proceeds of $9,507 from this sale to reduce its revolving loan payable. Under the terms of the purchase and sale agreement, concurrently with the execution of the purchase and sale agreement and the closing of the sale of the property, the Company entered into a lease agreement with STORE Master Funding III, LLC ("STORE") whereby the Company leased back the property for the continued use as an office, retail and warehouse facility for storage, sale and distribution of automotive parts, accessories and related items for 20 years commencing upon the execution of the lease and terminating on April 30, 2033. The related assets represent the amounts included in land and building in the summary above. The Company's initial base annual rent is $853 for the first year ("Base Rent Amount"), after which the rental amount will increase annually on May 1 by the lesser of 1.5% or 1.25 times the change in the Consumer Price Index as published by the U.S. Department of Labor's Bureau of Labor Statistics, except that in no event will the adjusted annual rental amount fall below the Base Rent Amount. The Company was not required to pay any security deposit. Under the terms of the lease, the Company is required to pay all taxes and required maintenance related to the LaSalle property, maintain certain levels of insurance and indemnify STORE for losses incurred that are related to the Company's use or occupancy of the property. The lease was accounted for as a capital lease and the $376 excess of the net proceeds over the net carrying amount of the property is amortized in interest expense on a straight-line basis over the lease term of 20 years. As of September 27, 2014, the gross carrying value, the accumulated depreciation and the net carrying value of all capital leased assets included in property and equipment were $9,507, $673 and $8,834, respectively.

Construction in process primarily relates to the Company's internally developed software (refer to caption "Website and Software Development Costs" in "Note 1 – Summary of Significant Accounting Policies and Nature of Operations").

Certain of the Company's net property and equipment were located in the Philippines as of September 27, 2014 and December 28, 2013, in the amount of $254 and $508, respectively.

Depreciation of property and equipment is provided using the straight-line method for financial reporting purposes, at rates based on the following estimated useful lives:

	Years
Facility subject to capital lease	20
Machinery and equipment	2 - 5
Computer software (purchased and developed)	2 - 3
Computer equipment	2 - 5
Vehicles	3 - 5
Leasehold improvements*	3 - 5
Furniture and fixtures	3 - 7

* The estimated useful life is the lesser of 3-5 years or the lease term.

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Note 5 –Intangible Assets, Net

Intangible assets consisted of the following at September 27, 2014 and December 28, 2013 (in thousands):

		September 27, 2014			December 28, 2013		
	Useful Life	Gross Carrying Amount	Accumulated Amort. and Impairment	Net Carrying Amount	Gross Carrying Amount	Accumulated Amort. and Impairment	Net Carrying Amount
Intangible assets subject to amortization:							
Product design intellectual property (1)	4 years	$2,750	$(2,037)	$713	$2,750	$(1,842)	$908
Patent license agreements	3 - 5 years	537	(64)	$473	—	—	$—
Domain and trade names	10 years	1,199	(563)	$636	1,199	(506)	$693
Total		$4,486	$(2,664)	$1,822	$3,949	$(2,348)	$1,601

(1) During the second quarter of 2013, based on the impairment analysis, the Company changed its estimated useful life for product design and intellectual property from 9 years to 4 years.

Intangible assets are amortized on a straight-line basis. Amortization expense relating to intangible assets for the thirteen weeks ended September 27, 2014 and September 28, 2013 was $106 and $86, respectively. Amortization expense relating to intangible assets for the thirty-nine weeks ended September 27, 2014 and September 28, 2013 was $316 and $299, respectively.

The following table summarizes the future estimated annual amortization expense for these assets over the next five years (in thousands):

2014	$115
2015	458
2016	458
2017	320
2018	162
Thereafter	309
Total	$1,822

Note 6 – Borrowings

In April 2012, the Company, certain of its wholly-owned domestic subsidiaries and JPMorgan Chase Bank, N.A. (“JPMorgan”), as sole lender and administrative agent entered into a Credit Agreement (the “Credit Agreement”). The Credit Agreement provided for a revolving commitment in an aggregate principal amount of up to $40,000 (the “Credit Facility”), which is subject to a borrowing base derived from certain receivables, inventory and property and equipment. In August 2013, the Company, certain of its wholly-owned domestic subsidiaries and JPMorgan entered into a third amendment to the Credit Agreement (“Third Amended Credit Agreement”) amending the Credit Agreement to, among other things, reduce the revolving commitment to $20,000 (which was subsequently increased to $25,000, see "Note 13 - Subsequent Events") and, upon satisfaction of certain conditions, provide that the Company has the right to increase the revolving commitment up to $40,000. On August 4, 2014, the Company, certain of its wholly-owned domestic subsidiaries and JPMorgan entered into a fourth Amendment to the Credit Agreement (“Fourth Amended Credit Agreement”) amending the Credit Agreement to, among other things, amend certain definitions to allow for additional add-backs to adjusted EBITDA for fiscal quarters ended June 28, 2014 and September 27, 2014.

The Credit Facility matures on April 26, 2017. At September 27, 2014, our outstanding revolving loan balance was $10,869. The customary events of default under the Credit Facility (discussed below) include certain subjective acceleration clauses, which management has determined the likelihood of such acceleration is more than remote. However, considering the recurring losses experienced by the Company, a current classification of our revolving loan payable was required.

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Loans drawn under the Credit Facility bear interest, at the Company's option, at a per annum rate equal to either (a) LIBOR plus an applicable margin of 1.50%, or (b) an "alternate base rate" minus an applicable margin of 0.50%. Each applicable margin as set forth in the prior sentence is subject to increase or decrease by 0.25% per annum based upon the Company's fixed charge coverage ratio. At September 27, 2014, the Company's LIBOR based interest rate was 1.69% (on $10,350 principal) and the Company's prime based rate was 2.75% (on $519 principal). A commitment fee, based upon undrawn availability under the Credit Facility bearing interest at a rate of 0.20% per annum, is payable monthly. Under the terms of the Credit Agreement, cash receipts are deposited into a lock-box, which are at the Company's discretion unless the "cash dominion period" is in effect, during which cash receipts will be used to reduce amounts owing under the Credit Agreement. The cash dominion period is triggered in an event of default or if excess availability is less than $6,000, as defined. The dominion period will continue until, during the preceding 60 consecutive days, no event of default existed and, excess availability has to be greater than $7,000 at all times. The Company's excess availability was $7,149 at September 27, 2014. As of the date hereof, the cash dominion period has not been in effect; accordingly no principal payments are currently due.
Certain of the Company's domestic subsidiaries are co-borrowers (together with the Company, the "Borrowers") under the Credit Agreement, and certain other domestic subsidiaries are guarantors (the "Guarantors" and, together with the Borrowers, the "Loan Parties") under the Credit Agreement. The Borrowers and the Guarantors are jointly and severally liable for the Borrowers' obligations under the Credit Agreement. The Loan Parties' obligations under the Credit Agreement are secured, subject to customary permitted liens and certain exclusions, by a perfected security interest in (a) all tangible and intangible assets and (b) all of the capital stock owned by the Loan Parties (limited, in the case of foreign subsidiaries, to 65% of the capital stock of such foreign subsidiaries). The Borrowers may voluntarily prepay the loans at any time without payment of a premium. The Borrowers are required to make mandatory prepayments of the loans (without payment of a premium) with net cash proceeds received upon the occurrence of certain "prepayment events," which include certain sales or other dispositions of collateral, certain casualty or condemnation events, certain equity issuances or capital contributions, and the incurrence of certain debt.
The Credit Agreement contains customary representations and warranties and customary affirmative and negative covenants applicable to the Company and its subsidiaries, including, among other things, restrictions on indebtedness, liens, fundamental changes, investments, dispositions, prepayment of other indebtedness, mergers, and dividends and other distributions. Concurrent with the Company's issuance of Series A Convertible Preferred Stock ("Series A Preferred"), the Company, certain of its domestic subsidiaries and JPMorgan entered into a second amendment to the Credit Agreement ("Second Amended Credit Agreement") amending the Credit Agreement to, among other things, allow the Company to pay cash dividends on the Series A Preferred in an aggregate amount of up to $400 per year and pay cash in lieu of issuing fractional shares upon conversion of or in payment of dividends on the Series A Preferred, each subject to certain restrictions set forth in the Second Amended Credit Agreement but without having to satisfy certain other conditions that would have otherwise applied to the payment of such dividends.

Under the Credit Agreement, the Company is not required to maintain a minimum fixed charge coverage ratio, unless excess availability is less than $6,000, as defined, whereby a ratio of 1.0 to 1.0 will be required (See also "Note 13 - Subsequent Events," which describes instances where other minimum fixed charges may apply). Events of default under the Credit Agreement include: failure to timely make payments due under the Credit Agreement; material misrepresentations or misstatements under the Credit Agreement and other related agreements; failure to comply with covenants under the Credit Agreement and other related agreements; certain defaults in respect of other material indebtedness; insolvency or other related events; certain defaulted judgments; certain ERISA-related events; certain security interests or liens under the loan documents cease to be, or are challenged by the Company or any of its subsidiaries as not being, in full force and effect; any loan document or any material provision of the same ceases to be in full force and effect; and certain criminal indictments or convictions of any Loan Party. As of September 27, 2014, the Company was in compliance with all covenants under the Credit Agreement.
As of September 27, 2014, the Company had total capital leases payable of $9,601. The present value of the net minimum payments on capital leases as of September 27, 2014 was as follows (in thousands):

Total minimum lease payments	$ 18,771
Less amount representing interest	(9,170)
Present value of net minimum lease payments	9,601
Current portion of capital leases payable	(209)
Capital leases payable, net of current portion	$ 9,392

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Note 7 – Stockholders' Equity and Share-Based Compensation

Common Stock

The Company has 100,000,000 shares of common stock authorized. We have never paid cash dividends on our common stock. The following issuances of common stock were made during the thirty-nine weeks ended September 27, 2014:

- The Company issued 129 shares of common stock from option exercises under its various share-based compensation plans, as discussed below.
- The Company issued 24 shares of common stock in payment of the quarterly dividend on the Series A Preferred on the dividend payment date of December 31, 2013 in the aggregate amount of $60.
- The Company issued 19 shares of common stock in payment of the quarterly dividend on the Series A Preferred on the dividend payment date of March 31, 2014 in the aggregate amount of $59.
- The Company issued 16 shares of common stock in payment of the quarterly dividend on the Series A Preferred on the dividend payment date of June 30, 2014 in the aggregate amount of $60.

Share-Based Compensation Plan Information

The following table summarizes the Company's stock option activity for the thirty-nine weeks ended September 27, 2014, and details regarding the options outstanding and exercisable at September 27, 2014:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (1)
Options outstanding, December 28, 2013	5,320	$2.97		
Granted	840	$2.32		
Exercised	(129)	$2.06		
Expired	(204)	$7.20		
Forfeited	(383)	$1.80		
Options outstanding, September 27, 2014	5,444	$2.81	6.52	$ 3,320
Vested and expected to vest at September 27, 2014	4,871	$2.91	6.21	$ 2,876
Options exercisable, September 27, 2014	3,242	$3.36	4.79	$ 1,592

(1) These amounts represent the difference between the exercise price and the closing price of U.S. Auto Parts Network, Inc. stock on September 27, 2014 as reported on the NASDAQ National Market, for all options outstanding that have an exercise price currently below the closing price.

The weighted-average fair value of options granted during the thirty-nine weeks ended September 27, 2014 and September 28, 2013 was $1.34 and $0.68, respectively. The intrinsic value of stock options at the date of the exercise is the difference between the fair value of the stock at the date of exercise and the exercise price. During the thirty-nine weeks ended September 27, 2014 and September 28, 2013, the total intrinsic value of the exercised options was $147 and $4, respectively. The Company had $1,866 of unrecognized share-based compensation expense related to stock options outstanding as of September 27, 2014, which expense is expected to be recognized over a weighted-average period of 2.91 years.

Restricted Stock Units

During 2014, we granted an aggregate of 1,015 RSUs to certain employees of the Company. The RSUs were granted under the 2007 Omnibus Plan, and reduced the pool of equity instruments available under that plan.

Of the 1,015 RSU's, 738 are time-based, which vest upon the completion of a pre-defined period of employment, ranging from one- to- two years. The remaining 277 RSUs are performance-based RSUs, the number of which that vest, if any, will be determined upon the achievement of certain pre-defined financial goals in fiscal year 2014. All awards are subject to the employee's continued employment through applicable vesting dates. Some awards granted to certain executives may vest on an accelerated basis in part or in full upon the occurrence of certain events. The RSUs are accounted for as equity awards and are

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measured at fair value based upon the grant date price of our common stock. The closing price of our common stock on February 14, 2014, April 3, 2014 and August 1, 2014, the date of each grant, was $2.03, $2.93 and $3.17 per share, respectively. Compensation expense is recognized on a straight-line basis over the requisite service period of one-to-two years. Compensation expense for performance-based awards is measured based on the amount of shares ultimately expected to vest, estimated at each reporting date based on management's expectations regarding the relevant performance criteria. As of September 27, 2014, the Company believes that it is probable that the performance criteria will be met on 171 RSUs of the 277 RSUs that are performance-based RSUs. As of September 27, 2014, 94 performance based RSUs were forfeited, resulting in a reduction in compensation expense by $107 for each of the thirteen and thirty-nine weeks ended September 27, 2014.

For the thirteen and thirty-nine weeks ended September 27, 2014, we recorded compensation expense of $382 and $926, respectively. As of September 27, 2014, there was unrecognized compensation expense of $1,205 related to unvested RSUs based on awards that are expected to vest. The unrecognized compensation expense is expected to be recognized over a weighted-average period of 1.0 years.

Stock Option Exchange Program

In July 2013, the Company's stockholders approved a proposed stock option exchange program for the exchange of certain outstanding stock options held by eligible employees for new options to purchase fewer shares. In August 2013, the Company commenced an offering to eligible employees to voluntarily exchange certain vested and unvested stock options with exercise prices above $4.00 per share at an exchange ratio of 3.5 to 1 to be granted following the expiration of the tender offer with exercise prices equal to the fair market value of one share of the Company's common stock on the day the new options were issued. Stock options to purchase an aggregate of 3,733 shares with exercise prices ranging from $4.01 to $11.68 were eligible for tender at the commencement of the program. The Company's non-employee directors were not eligible to participate in the program. The terms and conditions of the new options are subject to an entirely new four year vesting schedule where 25% will vest on the first anniversary, and the remaining 75% will vest monthly over the following 36 months. All new options have a ten years contractual term. The offer period for the stock option exchange ended in September 2013.

In September 2013, the Company accepted for exchange 3,475 eligible options to purchase common stock, with a weighted average exercise price of $6.65 for 45 eligible employees, and issued 993 unvested options to purchase shares of the Company's common stock with an exercise price of $0.9866, the closing price of the Company's common stock on that day. Using the Black-Scholes option pricing model, the Company determined that the fair value of the surrendered stock options on a grant-by-grant basis was lower than the fair value of the new stock options, as of the date of the exchange, resulting in incremental fair value of $422. The incremental fair value as a result of the stock option exchange and the remaining compensation expense associated with the surrendered stock options will be recorded as compensation expense over the 4 years vesting period of the new options.

The fair value of the surrendered stock options and the new stock options was estimated on the date of the exchange using the Black-Scholes option pricing model with the following assumptions:

	Surrendered Stock Options		New Stock Options	
Expected life	1.93 – 6.87 years		5.84 years	
Risk-free interest rate	0.5% – 2.4%		2.0	%
Expected volatility	55% – 73%		72	%
Expected dividend yield	—	%	—	%

Warrants

As of September 27, 2014, warrants to purchase 50 shares of common stock were outstanding and exercisable, 30 of which have an exercise price of $2.14 per share and expire on May 5, 2016, and 20 of which have an exercise price of $8.32 per share and expire on April 27, 2017. The warrants were issued in connection with the financial advisory services provided by a consultant to the Company. All warrants became fully vested in fiscal year 2012, and no warrants were exercised during the thirty-nine weeks ended September 27, 2014. The aggregate intrinsic value of outstanding and exercisable warrants was $15 as of September 27, 2014, which was calculated as the difference between the exercise price of underlying awards and the closing price of the Company’s common stock for warrants that were in-the-money.

Share-Based Compensation Expense

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The fair value of each option grant was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions for each of the periods ended:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Expected life	5.37 years	5.21 – 5.73 years	5.30 – 5.37 years	5.21 – 5.73 years
Risk-free interest rate	1.7%	1.4% – 1.8%	1.5% – 1.8%	1.0% – 1.8%
Expected volatility	62%	67% – 73%	62% – 68%	67% – 73%
Expected dividend yield	—%	—%	—%	—%

Share-based compensation from options, warrants and stock awards, is included in our consolidated statements of comprehensive operations, as follows (in thousands):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Marketing expense	$157	$77	$374	$230
General and administrative expense	424	191	1,051	693
Fulfillment expense	72	25	170	81
Technology expense	34	22	96	61
Total share-based compensation expense	$687	$315	$1,691	$1,065

The share-based compensation expense is net of amounts capitalized to internally-developed software of $65 and $40 during the thirteen weeks ended September 27, 2014 and September 28, 2013, respectively, and $142 and $188 during the thirty-nine weeks ended September 27, 2014 and September 28, 2013, respectively.

Under ASC 718, forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures significantly differ from those estimates. The Company’s estimated forfeiture rates are calculated based on actual historical forfeitures experienced under our equity plans. The Company’s forfeiture rates were 16% to 34% for the thirty-nine weeks ended September 27, 2014 and September 28, 2013, respectively.

Note 8 – Net Loss Per Share

Net loss per share has been computed in accordance with ASC 260 Earnings per Share. The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):

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	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Net loss per share:				
Numerator:				
Net loss	$(2,494)	$(1,399)	$(4,473)	$(14,309)
Dividends on Series A Convertible Preferred Stock	61	60	180	124
Net loss available to common shares	$(2,555)	$(1,459)	$(4,653)	$(14,433)
Denominator:				
Weighted-average common shares outstanding (basic)	33,532	33,218	33,459	32,493
Common equivalent shares from common stock options and warrants	—	—	—	—
Weighted-average common shares outstanding (diluted)	33,532	33,218	33,459	32,493
Basic and diluted net loss per share	$(0.08)	$(0.04)	$(0.14)	$(0.44)

The weighted-average anti-dilutive securities, which are excluded from the calculation of diluted earnings per share due to the Company's net loss position for the periods then ended (including securities that would otherwise be excluded from the calculation of diluted earnings per share due to the Company's stock price), are as follows (in thousands):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Common stock warrants	50	50	50	50
Series A Convertible Preferred Stock	4,150	4,150	4,150	2,110
Restricted stock units	815	—	760	—
Options to purchase common stock	5,694	6,619	5,681	7,079
Total	10,709	10,819	10,641	9,239

Common shares issued for nominal consideration, if any, would be included in the per share calculations as if they were outstanding for all periods presented.

Note 9 – Income Taxes

As discussed in "Note 1 – Summary of Significant Accounting Policies and Nature of Operations", the Company applies the current U.S. GAAP on accounting for uncertain tax positions, which prescribe a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that has greater than 50 percent likelihood of being realized upon ultimate settlement. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and which may not accurately forecast actual outcomes. As of September 27, 2014, the Company had no material unrecognized tax benefits, interest or penalties related to federal and state income tax matters. The Company's policy is to record interest and penalties as income tax expense. The Company does not anticipate a significant change to the amount of unrecognized tax benefits within the next twelve months.

The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2010-2013 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2011-2013 remain open.

For the thirteen and thirty-nine weeks ended September 27, 2014, the effective tax rate for the Company was (0.6)% and (1.6)% respectively. The Company's effective tax rate for the thirteen and thirty-nine weeks ended September 27, 2014 differed from the U.S. federal statutory rate primarily as a result of the recording of valuation allowance against the pre-tax losses. For the thirteen and thirty-nine weeks ended September 28, 2013, the effective tax rate for the Company was (0.1)% and (0.6)%, respectively. The Company's effective tax rate for the thirteen and thirty-nine weeks ended September 28, 2013 differed from the U.S. federal statutory rate primarily as a result of the recording of valuation allowance against the pre-tax losses.

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Note 10 – Commitments and Contingencies

Facilities Leases

The Company’s corporate headquarters are located in Carson, California. The Company’s corporate headquarters has an initial lease term of five years through October 2016, and optional renewals through January 2020. The Company also leased a warehouse in Carson, California, under a month to month agreement until July 29, 2014, when the warehouse was permanently closed as discussed in “Note 11 – Restructuring Costs”. The Company leases warehouse space in Chesapeake, Virginia under an agreement scheduled to expire in June 2016, renewable for an additional thirty-six months through June 2019. The Company’s Philippines subsidiary leases office space under a sixty-three months agreement through May 2015, renewable for an additional sixty months through April 2020. As of the date hereof, the Company has not committed to any facilities lease renewals.

Facility rent expense for the thirteen weeks ended September 27, 2014 and September 28, 2013 was $457 and $496, respectively. The Company’s facility rent expense was inclusive of amounts charged from a related party during the thirteen weeks ended September 27, 2014 and September 28, 2013 of $97 and $94, respectively. Facility rent expense for the thirty-nine weeks ended September 27, 2014 and September 28, 2013 was $1,532 and $1,670, respectively. The Company’s facility rent expense was inclusive of amounts charged from a related party in connection with the Company’s Carson Warehouse during the thirty-nine weeks ended September 27, 2014 and September 28, 2013 of $428 and $281, respectively.

The following table summarizes the future minimum lease payments under non-cancellable operating leases as of September 27, 2014 (in thousands):

2014	$378
2015	1,273
2016	785
Total	$2,436

Capital lease commitments as of September 27, 2014 were as follows (in thousands):

2014	$252
2015	1,010
2016	968
2017	909
2018	915
2019 onwards	14,717
Total minimum payments required	18,771
Less amount representing interest	(9,170)
Present value of minimum capital lease payments	$9,601

Legal Matters

Asbestos. A wholly-owned subsidiary of the Company, Automotive Specialty Accessories and Parts, Inc. and its wholly-owned subsidiary WAG, are named defendants in several lawsuits involving claims for damages caused by installation of brakes during the late 1960’s and early 1970’s that contained asbestos. WAG marketed certain brakes, but did not manufacture any brakes. WAG maintains liability insurance coverage to protect its and the Company’s assets from losses arising from the litigation and coverage is provided on an occurrence rather than a claims made basis, and the Company is not expected to incur significant out-of-pocket costs in connection with this matter that would be material to its consolidated financial statements.

The Company is subject to legal proceedings and claims which arise in the ordinary course of its business. As of the date hereof, the Company believes that the final disposition of such matters will not have a material adverse effect on the financial

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position, results of operations or cash flow of the Company. The Company maintains liability insurance coverage to protect the Company's assets from losses arising out of or involving activities associated with ongoing and normal business operations.

Note 11 – Restructuring Costs

Fiscal 2014

On June 25, 2014, the Company committed to a plan to permanently close its distribution facility located in Carson, California (the "Carson Distribution Facility") on July 25, 2014. The Company consolidated the Carson Distribution Facility's distribution and warehousing operations into the Company's existing distribution facilities located in LaSalle, Illinois and Chesapeake, Virginia. This consolidation was part of the Company's continued efforts for simplification and improved efficiencies. The closure of the Carson Distribution Facility resulted in a head count reduction of approximately 77 employees.

The following table summarizes the charges related to the restructure recognized during the thirteen and thirty-nine weeks ended September 27, 2014 (in thousands):

	Thirteen Weeks Ended September 27, 2014	Thirty-nine Weeks Ended September 27, 2014
Employee severance	$—	$ 552
Accounts receivable allowance	—	73
Relocation costs (employee and equipment)	127	127
Inventory transfers	283	283
Total restructuring costs	$ 410	$ 1,035

The severance costs were included in fulfillment expense in the second quarter of fiscal 2014. As of September 27, 2014, $260 of severance liability was included in accrued expenses. The Company expects to pay the remaining severance during the fourth quarter of 2014. All relocation and inventory transfer costs were expensed and paid during the thirteen weeks ended September 27, 2014.

Substantially all of the unsold inventory in the Carson warehouse on the date of closure was moved to the remaining two warehouses. A charge for $130 was taken for inventory that was not deemed economical to transfer. Additionally, due to expected future capacity constraints, the Company reduced the sales price of certain inventory resulting in a charge of $348. The aggregate charge of $478 was recorded to cost of sales during the second quarter of 2014.

The timing and costs of the consolidation plan may vary from the Company's current estimates based on many factors. The Company anticipates additional reductions in sales price of certain inventory in the fourth of 2014, however, the Company cannot reasonably estimate whether the reduction of such sales prices will result in additional inventory write downs. The Company may incur other charges not currently anticipated due to events that may occur as a result of, or associated with, the consolidation plan and related activities. All restructuring costs incurred in connection with the closure of the Carson Distribution Facility are included in the Base USAP reportable segment.

Fiscal 2013

As part of the Company's initiatives to reduce labor costs and improve operating efficiencies in response to the challenges in the marketplace and general market conditions, we reduced our workforce in the first quarter and second quarter of 2013. We laid off 13 employees in the United States and 163 employees in the Philippines reducing our workforce by a total of 176 employees in the first quarter of 2013 and 15 employees in the second quarter of 2013. For the thirty-nine weeks ended September 28, 2013, severance charges of approximately $723 were recorded in marketing expense, general and administrative expense, fulfillment expense and technology expense for $394, $109, $58 and $162, respectively.

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Note 12 – Segment information

As described in Note 1 above, the Company operates in two reportable segments identified as Base USAP, which is the core auto parts business, and AutoMD, an online automotive repair source of which the Company is a majority stockholder. Summarized segment information for our continuing operations from the two reportable segments for the periods presented is as follows (in thousands):

	Base USAP	AutoMD	Consolidated
Thirteen weeks ended September 27, 2014			
Net sales	$67,885	$80	$67,965
Gross profit	18,334	80	18,414
Operating costs (1)	20,016	614	20,630
Loss from operations	(1,682)	(534)	(2,216)
Total assets, net of accumulated depreciation	71,856	1,828	73,684
Thirteen weeks ended September 28, 2013			
Net sales	$61,655	$69	$61,724
Gross profit	17,838	69	17,907
Operating costs (1)	18,647	506	19,153
Loss from operations	(809)	(437)	(1,246)
Thirty-nine weeks ended September 27, 2014			
Net sales	$212,717	$223	$212,940
Gross profit	59,312	223	59,535
Operating costs (1)	61,396	1,799	63,195
Loss from operations	(2,084)	(1,576)	(3,660)
Total assets, net of accumulated depreciation	71,856	1,828	73,684
Thirty-nine weeks ended September 28, 2013			
Net sales	$194,756	$262	$195,018
Gross profit	56,396	262	56,658
Operating costs (1)	68,651	1,737	70,388
Loss from operations	(12,255)	(1,475)	(13,730)
Fifty-two weeks as of December 28, 2013			
Total assets, net of accumulated depreciation	$67,039	$2,143	$69,182

(1) Operating costs for AutoMD primarily consist of depreciation on fixed assets.

Note 13 – Subsequent Events

On October 8, 2014, AutoMD entered into a Common Stock Purchase Agreement (the " Purchase Agreement") to sell an aggregate of 7,000,000 shares of AutoMD common stock at a purchase price of $1.00 per share to four third-party investors. Following the sale, AutoMD ceased to be a wholly-owned subsidiary of the Company, with the Company now holding approximately 64.1% of AutoMD's outstanding common stock. The Company will continue to consolidate AutoMD for reporting purposes. Additionally, pursuant to the terms of the Purchase Agreement, the Company may be required to purchase 2,000,000 shares of AutoMD common stock at a purchase price of $1.00 per share, with such purchase to be triggered, if applicable, if during the two years following the closing date AutoMD fails to meet specified cash balances and numbers of approved auto repair shops submitting a quotation on AutoMD's website.

In order to effect the transaction contemplated above, on October 8, 2014, the Company, certain of its domestic subsidiaries and JPMorgan entered into a Fifth Amendment to Credit Agreement and First Amendment to Pledge and Security Agreement, which amended the Credit Agreement previously entered into by the Company, certain of its domestic subsidiaries and JPMorgan on April 26, 2012 (as amended, the " Credit Agreement ") and the Pledge and

Security Agreement previously entered into by the Company, certain of its domestic subsidiaries and JPMorgan on April 26, 2012. Pursuant to the Amendment, JPMorgan increased its revolving commitment from $20,000,000 to $25,000,000, which is subject to a borrowing base derived

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from certain receivables, inventory, property and pledged cash. In addition, the Company's ability to perform certain contingent obligations set forth in the documents executed in connection with the Purchase Agreement is dependent on the Company satisfying certain contractual and financial tests, including, without limitation, (i) with respect to the purchase of 2,000,000 shares of AutoMD common stock described above, the Company having excess availability to borrow under the Credit Agreement of at least $4 million and the satisfaction of a minimum fixed charge coverage ratio of 1.25:1.0, (ii) with respect to the reimbursement of certain intellectual property litigation expenses incurred by AutoMD, which the Company could be required to do for a period of 3 years, the Company having excess availability to borrow under the Credit Agreement of at least $4 million, and (iii) with respect to the Company electing to purchase AutoMD common stock in connection with certain transfers not permitted under an investor rights agreement entered into by the Company or AutoMD electing to exercise its option to repurchase shares of its common stock under specific circumstances as contemplated by such investor rights agreement, the Company having excess availability to borrow under the Credit Agreement of at least $6 million and the satisfaction of a minimum fixed charge coverage ratio of 1.25:1.0. In addition, certain definitions were amended to allow for additional add-backs to adjusted EBITDA for fiscal quarters ended September 27, 2014 and January 5, 2014.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement

You should read the following discussion and analysis in conjunction with our consolidated financial statements and the related notes thereto contained in Part I, Item 1 of this report. Certain statements in this report, including statements regarding our business strategies, operations, financial condition, and prospects are forward-looking statements. Use of the words "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "potential," "projects," "should," "will," "would", "will likely continue," "will likely result" and similar expressions that contemplate future events may identify forward-looking statements.

The information contained in this section is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the SEC, which are available on the SEC's website at http://www.sec.gov. The section entitled "Risk Factors" set forth in Part II, Item 1A of this report, and similar discussions in our other SEC filings, describe some of the important factors, risks and uncertainties that may affect our business, results of operations and financial condition and could cause actual results to differ materially from those expressed or implied by these or any other forward-looking statements made by us or on our behalf. You are cautioned not to place undue reliance on these forward-looking statements, which are based on current expectations and reflect management's opinions only as of the date thereof. We do not assume any obligation to revise or update forward-looking statements. Finally, our historic results should not be viewed as indicative of future performance.

Overview

We are one of the largest online providers of aftermarket auto parts, including body parts, engine parts, and performance parts and accessories. Our user-friendly websites provide customers with a broad selection of stock keeping units ("SKUs"), with detailed product descriptions and photographs. Our proprietary product database maps our SKUs to product applications based on vehicle makes, models and years. We principally sell our products to individual consumers through our network of websites and online marketplaces. Our flagship websites are located at www.autopartswarehouse.com, www.jcwhitney.com and www.AutoMD.com and our corporate website is located at www.usautoparts.net. We believe our strategy of disintermediating the traditional auto parts supply chain and selling products directly to customers over the Internet allows us to more efficiently deliver products to our customers while generating higher margins.

Our History. We were formed in Delaware in 1995 as a distributor of aftermarket auto parts and launched our first website in 2000. We rapidly expanded our online operations, increasing the number of SKUs sold through our e-commerce network, adding additional websites, improving our Internet marketing proficiency and commencing sales in online marketplaces. As a result, our business has grown since 2000. Additionally, in August 2010, through our acquisition of Whitney Automotive Group, Inc. (referred to herein as "WAG"), we expanded our product-lines and increased our customer reach in the do-it-yourself ("DIY") automobile and off-road accessories market.

International Operations. In April 2007, we established offshore operations in the Philippines. Our offshore operations allow us to access a workforce with the necessary technical skills at a significantly lower cost than comparably experienced U.S.-based professionals. Our offshore operations are responsible for a majority of our website development, catalog management, and back office support. Our offshore operations also house our main call center. We believe that the cost advantages of our offshore operations provide us with the ability to grow our business in a cost-effective manner.

Acquisitions. From time to time, we have acquired and may in the future acquire businesses, websites, domain names, or other assets. We currently have no plans to pursue any acquisition opportunities in the near future. Our Credit Agreement with JPMorgan Chase Bank, N.A. ("JPMorgan") currently restricts our ability to enter into any acquisitions without prior permission from JPMorgan.

To understand revenue generation through our network of e-commerce websites and online market places, we monitor several key business metrics, including the following:

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	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Unique Visitors (millions) 1	29.4	32.3	90.5	104.1
E-commerce Orders (thousands)	491	459	1,520	1,501
Online Marketplace Orders (thousands)	243	188	799	542
Total Online Orders (thousands)	734	647	2,319	2,043
E-commerce Average Order Value	$113	$114	$111	$113
Online Marketplace Average Order Value	$65	$65	$65	$68
Total Online Average Order Value	$97	$100	$95	$101
Revenue Capture 1	83.9 %	83.2 %	84.9 %	82.9 %
Conversion 1	1.67 %	1.42 %	1.68 %	1.45 %

1 Excludes online marketplaces and media properties (e.g. AutoMD).

Unique Visitors: A unique visitor to a particular website represents a user with a distinct IP address that visits that particular website. We define the total number of unique visitors in a given month as the sum of unique visitors to each of our websites during that month. We measure unique visitors to understand the volume of traffic to our websites and to track the effectiveness of our online marketing efforts. The number of unique visitors has historically varied based on a number of factors, including our marketing activities and seasonality. Included in the unique visitors are mobile device based customers, who are becoming an increasing part of our business. Shifting consumer behavior and technology enhancements indicates that customers are becoming more inclined to purchase auto parts through their mobile devices. User sophistication and technological advances have increased consumer expectations around the user experience on mobile devices, including speed of response, functionality, product availability, security, and ease of use. We believe enhancements to online solutions specifically catering to mobile based shopping can result in an increase in the number of orders and revenues. We believe an increase in unique visitors to our websites can result in an increase in the number of orders. We seek to increase the number of unique visitors to our websites by attracting repeat customers and improving search engine marketing and other internet marketing activities. During the third quarter of 2014, our unique visitors decreased by 9.0% compared to the third quarter of 2013. We expect the total number of unique visitors to marginally improve during the fourth quarter of 2014, as we continue to address the challenges we are experiencing from changes search engines have made to the formulas, or algorithms, that they use to optimize their search results, as described in further detail under "Executive Summary" below.

Total Number of Orders: We monitor the total number of orders as an indicator of future revenue trends. Total orders were up by 13.4% in the third quarter of 2014 compared to the third quarter of 2013, with e-commerce and online marketplace orders improving by 7.0% and 29.3%, respectively. E-commerce orders improved through an increased conversion rate of our visitors to customers. The increase in online marketplace orders was primarily due to competitive pricing strategies. We expect the total number of orders to marginally improve in the fourth quarter of 2014 when compared to the same period in 2013. We recognize revenue associated with an order when the products have been delivered, consistent with our revenue recognition policy.

Average Order Value: Average order value represents our net sales on a placed orders basis for a given period of time divided by the total number of orders recorded during the same period of time. Average order value decreased by 3.0% in the third quarter of 2014, compared to the third quarter of 2013, with e-commerce and online marketplace orders decreasing by 0.9% and 0.0%, respectively. We expect this trend to continue in the fourth quarter of 2014 primarily due to increased competition, as described in further detail under "Executive Summary" below. We seek to increase the average order value as a means of increasing net sales. Average order values vary depending upon a number of factors, including the components of our product offering, the pricing, discounts offered, the order volume in certain online sales channels, macro-economic conditions, and the competition online.

Revenue Capture: Revenue capture is the amount of actual dollars retained after taking into consideration returns, credit card declines and product fulfillment. During the third quarter of 2014, our revenue capture increased by 0.7%

to 83.9% compared to 83.2% in the third quarter of 2013. The increase in revenue capture was due to lower returns and credit card declines and improved product fulfillment in the third quarter of 2014 compared to the third quarter of 2013. We expect our revenue capture level to remain approximately the same in the fourth quarter of 2014 as we continue to improve our customers’ purchase experience.

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Conversion: Conversion is the number of orders as a rate to the total number of unique visitors. This rate indicates how well we convert a visitor to a customer sales order. During the third quarter of 2014, our conversion improved by 17.6% to 1.67% compared to 1.42% in the third quarter of 2013.

Executive Summary

For the third quarter of 2014, the Company generated net sales of $67,965, compared with $61,724 for the third quarter of 2013, representing an increase of 10.1%. Net loss for the third quarter of 2014 was $2,494, or $0.08 per share. This compares to a net loss of $1,399, or $0.04 per share, for the third quarter of 2013. We generated income before interest expense, net, income tax provision, depreciation and amortization expense, amortization of intangible assets, plus share-based compensation expense, impairment losses and restructuring costs ("Adjusted EBITDA") of $1,219 in the third quarter of 2014 compared to $1,760 in the third quarter of 2013. Adjusted EBITDA is presented because such measure is used by rating agencies, securities analysts, investors and other parties in evaluating the Company. It should not be considered, however, as an alternative to operating income, as an indicator of the Company's operating performance, or as an alternative to cash flows, as measures of the Company's overall liquidity, as presented in the Company's consolidated financial statements. Further, the Adjusted EBITDA measure shown for the Company may not be comparable to similarly titled measures used by other companies. Refer to the table presented below for reconciliation of net loss to Adjusted EBITDA.

Our Q3 2014 net sales consisted of online sales, representing 91.4% of the total (compared to 90.1% in Q3 2013), and offline sales, representing 8.6% of the total (compared to 9.9% in Q3 2013). The net sales increase was due to an increase of $6,512, or 11.7%, in online sales partially offset by a $270, or 4.4%, decrease in offline sales. The online sales channels growth is primarily the result of a $2,943, or 6.7%, increase in our e-commerce sales channels and a $3,366, or 30.8%, increase in our online marketplaces. The $2,943 increase in our e-commerce sales channels was driven by a 17.6% increase in conversion and partially offset by a 9.0% decrease in traffic and 0.9% decline in average order value. The $3,366 increase in our online marketplaces was driven by a 29.3% increase in orders. Our offline sales for the third quarter of 2014 decreased by $270, or 4.4%, to $5,829 compared to the third quarter of 2013. Going forward we anticipate the closure of the Carson Distribution Facility will have a negative impact on offline sales as we adjust to operating in Southern California without a warehouse. We estimate sales could drop by between $1.5 to $2.5 million during the fourth quarter of 2014. For additional details related to the Carson Distribution Facility closure, refer to "Note 11-Restructuring Costs" of the Notes to Consolidated Financial Statements, included in Part I, Item 1 of this report.

Prior to the first quarter of fiscal 2014, year-over-year quarterly revenue declined for six consecutive quarters beginning in the third quarter of 2012. The highest decline occurred during the first quarter of 2013 (25%) as compared to the first quarter of 2012, and the least in the fourth quarter of 2013 compared to the fourth quarter of 2012 (5%). Quarterly revenue has increased year-over-year in each quarter of 2014. The table below presents quarterly revenues (in thousands) and the change in quarterly year-over-year revenues.

Thirteen weeks ended	Net sales	Year over year quarterly sales Thirteen weeks ended	Net sales	% increase (decline)
Mar 30, 2013	$65,405	Mar 31, 2012	$87,436	(25.2)%
Jun 29, 2013	$67,889	Jun 30, 2012	$80,719	(15.9)%
Sept 28, 2013	$61,724	Sept 29, 2012	$73,014	(15.5)%
Dec 28, 2013	$59,735	Dec 29, 2012	$62,848	(5.0)%
Mar 29, 2014	$68,028	Mar 30, 2013	$65,405	4.0%
Jun 28, 2014	$76,947	Jun 29, 2013	$67,889	13.3%
Sept 27, 2014	$67,965	Sept 28, 2013	$61,724	10.1%

Like most e-commerce retailers, our success depends on our ability to attract online consumers to our websites and convert them into customers in a cost-effective manner. Historically, marketing through search engines provided the most efficient opportunity to reach millions of on-line auto part buyers. We are included in search results through paid search listings, where we purchase specific search terms that will result in the inclusion of our listing, and algorithmic searches that depend upon the searchable content on our websites. Since 2013, we have decreased the amount we spent on paid search listings, as we have determined that it does not generate a sufficient amount of revenues to justify the expense. Algorithmic listings cannot be purchased and instead are determined and displayed solely by a set of formulas utilized by the search engine. We have had a history of success with our search engine marketing techniques, which gave our different websites preferred positions in search results. But search engines, like Google, revise their algorithms from time to time in an attempt to optimize

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their search results. Since 2011, Google has released changes to Google's search results ranking algorithm aimed to lower the rank of certain sites and return other sites near the top of the search results based upon the quality of the particular site as determined by Google. Google made additional updates throughout fiscal year 2012 and 2013. We were negatively impacted by the changes in methodology for how Google displayed or selected our different websites for customer search results. This reduced our unique visitor count which adversely affected our financial results. Our unique visitor count decreased by 2.9 million, or 9.0%, for the third quarter of 2014 to 29.4 million unique visitors compared to 32.3 million unique visitors in the third quarter of 2013. We believe we were affected by these search engine algorithm changes due to the use of our product catalog across multiple websites. To address this issue we consolidated to a significantly smaller number of websites to ensure unique catalog content. As we are significantly dependent upon search engines for our website traffic, if we are unable to attract unique visitors, our business and results of operations will be harmed.

Barriers to entry in the automotive aftermarket industry are low, and current and new competitors can launch websites at a relatively low cost. We experienced significant competitive pressure from certain of our suppliers as they are now selling their products online. Since our suppliers have access to merchandise at very low costs, they were able to sell products at lower prices and maintain higher gross margins, thus our gross margin percentage was negatively impacted by the increased level of competition. Total orders for the third quarter of 2014 went up by 13.4% compared to the third quarter of 2013 while our average order value decreased by $3, or 3.0%, for the third quarter of 2014 to $97 compared to $100 in the third quarter of 2013 as a result of increased pricing competition. Our current and potential customers may decide to purchase directly from our suppliers. Continuing increased competition from our suppliers that have access to products at lower prices than us could result in reduced sales, lower operating margins, reduced profitability, loss of market share and diminished brand recognition. In addition, some of our competitors have used and may continue to use aggressive pricing tactics. We expect that competition will further intensify in the future as Internet use and online commerce continue to grow worldwide.

Total expenses, which primarily consisted of cost of sales and operating costs, increased during the third quarter of 2014 compared to the same period in 2013. Components of our cost of sales and operating costs are described in further detail under — "Basis of Presentation" below. Going forward we anticipate the closure of the Carson Distribution Facility will reduce cost of sales and certain operating expenses, specifically fulfillment which includes rent and personnel costs. We estimate expenses could drop by between $1.5 to $2.5 million during the fourth quarter of 2014. For additional details related to the Carson Distribution Facility closure, refer to "Note 11-Restructuring Costs" of the Notes to Consolidated Financial Statements, included in Part I, Item 1 of this report.

Our personnel costs declined in the third quarter of 2014 compared to the third quarter of 2013. Our employees at the end of the third quarter of 2014 decreased to 1,028 as compared to 1,074 at the end of the third quarter of 2013. In 2014 and 2013, as part of the Company's initiatives to reduce labor costs and improve operating efficiencies in response to the challenges in the marketplace and general market conditions, we reduced our workforce by 77 and 176 employees, respectively (for additional details, refer to "Note 11-Restructuring Costs" of the Notes to Consolidated Financial Statements, included in Part I, Item 1 of this report). While we have and continue to undertake several initiatives to improve revenues and reduce the losses in 2014, if the downward revenue and loss trend observed in 2012 and 2013 occur in the final quarter of 2014, we may be required to further reduce our labor costs.

Revenues increased during the third quarter of 2014, when compared to the third quarter of 2013, and we expect our revenues to continue to improve for the fourth quarter of fiscal year 2014 when compared to the fourth quarter of fiscal year 2013. We expect to incur a net loss in fiscal year 2014 that is substantially less than the net losses incurred in fiscal year 2013 and 2012. If a downward trend experienced in 2012 and 2013 recurs and is more negative than we expect, it could severely impact our liquidity as we may not be able to provide positive cash flows from operations in order to meet our working capital requirements. We may need to borrow additional funds from our credit facility, which under certain circumstances may not be available, sell additional assets or seek additional equity or additional debt financing in the future. Refer to "Liquidity and Capital Resources" section below for additional details. There can be no assurance that we would be able to raise such additional financing or engage in such asset sales on acceptable terms, or at all. If we do experience the downward trend in revenues and the net loss we experienced in 2012 and 2013 recurs because our strategies to return to positive sales growth and profitability are not successful or otherwise, and if we are not able to raise adequate additional financing or proceeds from additional asset sales to continue to fund our ongoing operations, we will need to defer, reduce or eliminate significant planned expenditures, restructure or significantly curtail our operations.

During the third quarter of 2014 we continued to make positive strides to pursue strategies to return to positive sales growth and profitability that we initiated during 2013:

- We continue to work to return to positive e-commerce growth by providing unique catalog content and providing better content on our websites thereby improving our ranking on the search results. We expect this to increase unique visitors to

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our website and help us grow our revenues. We expect revenue trends to continue to improve for the final quarter of 2014 as compared to the final quarter of 2013.

- We continue to work to improve the website purchase experience for our customers by (1) helping our customers find the parts they want to buy by reducing failed searches and increasing user purchase confidence; (2) selling more highly customized accessories by partnering with manufacturers to build custom shopping experiences; (3) increasing order size across our sites through improved recommendation engines; and (4) completing the roll out of high quality images and videos with emphasis on accessory product lines. In addition, we intend to build mobile enabled websites to take advantage of shifting consumer behaviors. These efforts may increase the conversion rate of our visitors to customers, total number of orders and average order value, and contribute to our revenue growth.

- We continue to work to becoming one of the best lowest priced options in the market. We expect this to help improve the conversion rate for our visitors to our website and grow our revenues. While revenues are expected to grow, based on our pricing strategy, we expect our gross margin percentage for the rest of fiscal 2014 to remain consistent with the third quarter of 2014, excluding the impact of the Carson closure. We expect to see improvements in our overall branded business due to our pricing strategy described above.

- Increase product selection by being the first to market with new SKUs. We will seek to add new categories and expand our existing specialty categories. We expect this to increase the total number of orders and contribute to our revenue growth.

- Be the consumer advocate for auto repair through AutoMD.com. We will continue to devote resources to AutoMD.com and its system development. We expect this to improve our brand recognition and contribute to our revenue growth.

- Continue to implement cost saving measures.

As we redesign our approach to attracting customers through search engines, we hope to offset much of the revenue loss by pursuing revenue opportunities in third-party online marketplaces, a number of which are growing significantly. Auto parts buyers are finding third-party online marketplaces to be a very attractive environment, for many reasons, the top four being: (1) the security of their personal information; (2) the ability to easily compare product offerings from multiple sellers; (3) transparency (consumers can leave positive or negative feedback about their experience); and (4) favorable pricing. Successful selling in these third-party online marketplaces depends on product innovation, and strong relationships with suppliers, both of which we believe to be our core competencies.
There are various macro-economic conditions may have a negative impact on our customers' net worth, financial resources and disposable income. While macro-economic conditions have improved since 2008 and 2009, consumer confidence continues to fluctuate. These factors decrease the overall discretionary spending of our customers and we believe it becomes more likely that consumers will keep their current vehicles longer, thus will need replacement parts as a result of general wear and tear, and perform repair and maintenance in order to keep those vehicles well maintained. Although gas prices have been declining since July 2014, if gas prices begin to rise it could negatively impact the industry as consumers drive less and reduce the wear and tear on their vehicles. Given the nature of these factors, and the volatility of the overall economic environment, we cannot predict whether or for how long these trends will continue, nor can we predict to what degree these trends will impact us in the future.

Non-GAAP measures
Regulation G, "Conditions for Use of Non-GAAP Financial Measures," and other provisions of the Securities Exchange Act of 1934, as amended, define and prescribe the conditions for use of certain non-GAAP financial information. We provide "Adjusted EBITDA," which is a non-GAAP financial measure. Adjusted EBITDA consists of net income before (a) interest expense, net; (b) income tax provision; (c) depreciation and amortization expense; (d) amortization of

intangible assets; (e) share-based compensation expense; and (f) restructuring costs.

The Company believes that this non-GAAP financial measure provides important supplemental information to management and investors. This non-GAAP financial measure reflects an additional way of viewing aspects of the Company's operations that, when viewed with the GAAP results and the accompanying reconciliation to corresponding GAAP financial measures, provides a more complete understanding of factors and trends affecting the Company's business and results of operations.

Management uses Adjusted EBITDA as a measure of the Company's operating performance because it assists in comparing the Company's operating performance on a consistent basis by removing the impact of items not directly resulting from core operations. Internally, this non-GAAP measure is also used by management for planning purposes, including the preparation of internal budgets; for allocating resources to enhance financial performance; for evaluating the effectiveness of operational strategies; and for evaluating the Company's capacity to fund capital expenditures and expand its business. The Company also believes that analysts and investors use Adjusted EBITDA as a supplemental measure to evaluate the overall operating performance of companies in our industry. Additionally, lenders or potential lenders use Adjusted EBITDA to evaluate the Company's ability to repay loans.

This non-GAAP financial measure is used in addition to and in conjunction with results presented in accordance with GAAP and should not be relied upon to the exclusion of GAAP financial measures. Management strongly encourages investors to review the Company's consolidated financial statements in their entirety and to not rely on any single financial measure. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names. In addition, the Company expects to continue to incur expenses similar to the non-GAAP adjustments described above, and exclusion of these items from the Company's non-GAAP measures should not be construed as an inference that these costs are unusual, infrequent or non-recurring.

The table below reconciles net loss to Adjusted EBITDA for the periods presented (in thousands):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Consolidated				
Net loss	$(2,494)	$(1,399)	$(4,473)	$(14,309)
Interest expense, net	283	285	774	696
Income tax provision	15	1	68	91
Amortization of intangibles	106	86	316	299
Depreciation and amortization	2,213	2,472	6,833	9,736
EBITDA	123	1,445	3,518	(3,487)
Share-based compensation	686	315	1,691	1,065
Impairment loss on property and equipment	—	—	—	4,832
Impairment loss on intangible assets	—	—	—	1,245
Inventory write-down related to Carson closure (2)	—	—	478	—
Restructuring costs (1)	410	—	1,035	723
Adjusted EBITDA	$1,219	$1,760	$6,722	$4,378

(1) We incurred restructuring costs in the first quarter of 2013 and the second quarter 2014, related to the Company's initiatives to reduce labor costs and improve operating efficiencies in response to the challenges in the marketplace and general market conditions. Refer to "Note 11 – Restructuring Costs" of our Notes to Consolidated Financial Statements for additional details.

(2) As a result of the closure of the Carson warehouse, the Company expects that the remaining warehouses may reach capacity constraints when inventory levels peak in late winter/early spring. To mitigate this risk, the Company has reduced the sales price of certain inventory in an effort to reduce inventory levels. Additional charges were incurred related to inventory that was not deemed economical to transfer to the remaining warehouses. Refer to "Note 11 – Restructuring Costs" of our Notes to Consolidated Financial Statements for additional details.

Basis of Presentation

Net Sales. Online and offline sales represent two different sales channels for our products. We generate online net sales primarily through the sale of auto parts to individual consumers through our network of e-commerce websites, including mobile based online sales, and online marketplaces, including online advertising. E-commerce sales are derived from our network of websites, which we own and operate. E-commerce and online marketplace sales also include inbound telephone sales through our call center that supports these sales channels. Online marketplaces consist primarily of sales of our products on online auction websites, where we sell through auctions as well as through storefronts that we maintain on third-party owned websites. We sell advertising and sponsorship positions on our e-commerce websites to highlight vendor brands and offer complementary products and services that benefit our customers. Advertising is targeted to specific sections of the websites and can also be targeted to specific users based on the vehicles they drive. Advertising partners primarily include part

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vendors, national automotive aftermarket brands and automobile manufacturers. Our offline sales channel represents our distribution of products directly to commercial customers by selling auto parts to collision repair shops located in Southern California and Virginia. Our offline sales channel also includes the distribution of our Kool-Vue™ mirror line to auto parts distributors nationwide. We also serve consumers by operating a retail outlet store in LaSalle, Illinois.

Cost of Sales. Cost of sales consists of the direct costs associated with procuring parts from suppliers and delivering products to customers. These costs include product costs, outbound freight and shipping costs, warehouse supplies and warranty costs, partially offset by purchase discounts and cooperative advertising. Depreciation and amortization expenses are excluded from cost of sales and included in marketing, general and administrative and fulfillment expenses as noted below.

Marketing Expense. Marketing expense consists of online advertising spend, internet commerce facilitator fees and other advertising costs, as well as payroll and related expenses associated with our marketing catalog, customer service and sales personnel. These costs are generally variable and are typically a function of net sales. Marketing expense also includes depreciation and amortization expense and share-based compensation expense.

General and Administrative Expense. General and administrative expense consists primarily of administrative payroll and related expenses, payment processing fees, legal and professional fees, amortization of software and other administrative costs. General and administrative expense also includes depreciation and amortization expense and share-based compensation expense.

Fulfillment Expense. Fulfillment expense consists primarily of payroll and related costs associated with our warehouse employees and our purchasing group, facilities rent, building maintenance, depreciation and other costs associated with inventory management and our wholesale operations. Fulfillment expense also includes share-based compensation expense.

Technology Expense. Technology expense consists primarily of payroll and related expenses of our information technology personnel, the cost of hosting our servers, communications expenses and Internet connectivity costs, computer support and software development amortization expense. Technology expense also includes share-based compensation expense.

Amortization of Intangible Assets. Amortization of intangibles consists of the amortization expense associated with our definite-lived intangible assets.

Other Income, Net. Other income, net consists of miscellaneous income or expense such as gains/losses from disposition of assets, and interest income comprised primarily of interest income on investments.

Interest Expense . Interest expense consists primarily of interest expense on our outstanding loan balances, deferred financing cost amortization and capital lease interest.

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Segment Data

The Company operates in two reportable segments identified as Base USAP, which is the core auto parts business, and AutoMD, an online automotive repair source of which the Company is a majority stockholder. Summarized segment information for our continuing operations from the two reportable segments for the periods presented is as follows (in thousands):

	Base USAP	AutoMD	Consolidated
Thirteen weeks ended September 27, 2014			
Net sales	$67,885	$80	$67,965
Gross profit	18,334	80	18,414
Operating costs (1)	20,016	614	20,630
Loss from operations	(1,682)	(534)	(2,216)
Total assets, net of accumulated depreciation	71,856	1,828	73,684
Thirteen weeks ended September 28, 2013			
Net sales	$61,655	$69	$61,724
Gross profit	17,838	69	17,907
Operating costs (1)	18,647	506	19,153
Loss from operations	(809)	(437)	(1,246)
Thirty-nine weeks ended September 27, 2014			
Net sales	$212,717	$223	$212,940
Gross profit	59,312	223	59,535
Operating costs (1)	61,396	1,799	63,195
Loss from operations	(2,084)	(1,576)	(3,660)
Total assets, net of accumulated depreciation	71,856	1,828	73,684
Thirty-nine weeks ended September 28, 2013			
Net sales	$194,756	$262	$195,018
Gross profit	56,396	262	56,658
Operating costs (1)	68,651	1,737	70,388
Loss from operations	(12,255)	(1,475)	(13,730)
Fifty-two weeks as of December 28, 2013			
Total assets, net of accumulated depreciation	$67,039	$2,143	$69,182

(1) Operating costs for AutoMD primarily consist of depreciation on fixed assets.

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Results of Operations

The following table sets forth selected statement of operations data for the periods indicated, expressed as a percentage of net sales:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	72.9	71.0	72.0	70.9
Gross profit	27.1	29.0	28.0	29.1
Operating expenses:				
Marketing	15.1	15.2	14.7	16.3
General and administrative	5.5	6.9	5.9	7.0
Fulfillment	7.7	6.8	7.2	7.5
Technology	1.8	2.0	1.7	2.1
Amortization of intangible assets	0.2	0.1	0.1	0.1
Impairment loss on property and equipment	—	—	—	2.5
Impairment loss on intangible assets	—	—	—	0.6
Total operating expenses	30.3	31.0	29.6	36.1
Loss from operations	(3.2)	(2.0)	(1.6)	(7.0)
Other income (expense):				
Other income, net	—	0.2	—	0.1
Interest expense	(0.4)	(0.5)	(0.4)	(0.4)
Total other expense, net	(0.4)	(0.3)	(0.4)	(0.3)
Loss before income taxes	(3.6)	(2.3)	(2.0)	(7.3)
Income tax provision	—	—	—	—
Net loss	(3.6)%	(2.3)%	(2.0)%	(7.3)%

Thirteen and Thirty-Nine Weeks Ended September 27, 2014 Compared to the Thirteen and Thirty-Nine Weeks Ended September 28, 2013

Net Sales and Gross Margin

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Net sales	$67,965	$61,724	$212,940	$195,018
Cost of sales	49,551	43,817	153,405	138,360
Gross profit	$18,414	$17,907	$59,535	$56,658
Gross margin	27.1 %	29.0 %	28.0 %	29.1 %

Net sales increased $6,241, or 10.1%, for the third quarter of 2014 compared to the third quarter of 2013. Our net sales consisted of online sales, representing 91.4% of the total for the third quarter of 2014 (compared to 90.1% in the third quarter of 2013), and offline sales, representing 8.6% of the total for the third quarter of 2014 (compared to 9.9% in the third quarter of 2013). The net sales increase was primarily due to an increase of $6,512, or 11.7%, in online sales. Online sales increased primarily due to an increase of 17.6% in conversion, partially offset by a 9.0% reduction in unique visitors, and a decline in average order value by 3.0%. The decrease in unique visitors was due to the negative impact from customer traffic losses as a result of changes search engines have made to the algorithms that they use to optimize their search results. Also, our revenues were negatively impacted by the increased competition as described in further detail under “Executive Summary” above. Our

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offline sales, which consist of our Kool-Vue™ and wholesale operations, decreased by $270, or 4.4%, compared to the same quarter last year. Going forward we anticipate the closure of the Carson Distribution Facility will have a negative impact on offline sales as we adjust to operating in Southern California without a warehouse. We estimate sales could continue to drop by between $1.5 to $2.5 million during the fourth quarter of 2014. For additional details related to the Carson Distribution Facility closure, refer to "Note 11-Restructuring Costs" of the Notes to Consolidated Financial Statements, included in Part I, Item 1 of this report.

Net sales increased $17,922, or 9.2%, for the thirty-nine weeks ended September 27, 2014 ("YTD Q3 2014"), compared to the thirty-nine weeks ended September 28, 2013 ("YTD Q3 2013"). Our YTD Q3 2014 net sales consisted of online sales, representing 90.8% of the total (compared to 90.3% in 2013), and offline sales, representing 9.2% of the total (compared to 9.7% in 2013). The net sales increase was primarily due to a $17,205, or 9.8%, increase in online sales, which resulted from an increase of 2.4% in revenue capture.

Gross profit increased $507, or 2.8%, in the third quarter of 2014 compared to the third quarter of 2013. Gross margin rate decreased 1.9% to 27.1% in the third quarter of 2014 compared to 29.0% in the third quarter of 2013. For YTD Q3 2014, gross profit increased $2,877, or 5.1%, compared to YTD Q3 2013. Gross margin rate decreased 1.1% to 28.0% in YTD Q3 2014 compared to 29.1% in YTD Q3 2013. Gross margin rate decreased for the thirteen and thirty-nine weeks ended September 27, 2014 compared to the prior year periods primarily due to reduced margins from online sales. Gross margin from online sales was unfavorably impacted by increased competition in the marketplace as certain of our suppliers are now selling directly to consumers online. Additionally, purchase discounts as a percentage of net sales increased by 0.2% and freight expense as a percentage of net sales increased by 1.1% for the thirteen weeks ended September 27, 2014 compared to the same period last year. For the thirty-nine weeks ended September 27, 2014, purchase discounts as a percentage of net sales increased by 0.2% and freight expense as a percentage of net sales increased by 0.8% compared to the same period last year.

Marketing Expense

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Marketing expense	$10,278	$9,385	$31,356	$31,762
Percent of net sales	15.1 %	15.2 %	14.7 %	16.3 %

Total marketing expense increased $893, or 9.5%, for the third quarter of 2014 compared to the third quarter of 2013. Online advertising expense, which includes catalog costs, was $4,458, or 7.2%, of online sales compared to $4,000, or 7.2%, of online sales for the prior year period. Online advertising expense increased primarily due to our non-catalog online adverting expenses, which includes listing and placement fees paid to commercial and search engine websites, of $3,857, or 5.7%, of net sales. Marketing expense, excluding online advertising, was $5,821, or 8.6%, of net sales compared to $5,385, or 8.7%, of net sales for the same period last year. The increase was primarily due to higher labor cost of $346. As a percent of sales, total marketing expense has continued to decrease through more efficient advertising spend that has led to higher conversion rates.

Total marketing expense decreased $406, or 1.3%, for YTD Q3 2014 compared to YTD Q3 2013. Online advertising expense, which includes catalog costs, was $13,860 or 7.2%, of online sales for YTD Q3 2014, compared to $12,908, or 7.3%, of online sales for YTD Q3 2013. Online advertising expense increased primarily due to our non-catalog online adverting expenses, which includes listing and placement fees paid to commercial and search engine websites, of $12,152, or 5.7%, of net sales. Marketing expense, excluding online advertising, was $17,496, or 8.2%, of net sales for YTD Q3 2014, compared to $18,854, or 9.7%, of net sales for YTD Q3 2013. The decline was primarily due to lower depreciation and amortization expense of $1,333 and lower marketing overhead costs of $315. As a percent of total sales, total marketing expense was down 1.6% for YTD Q3 2014 compared to YTD Q3 2013. The decrease relates to the twenty-six weeks ended June 28, 2014 when compared to the same period in 2013 as a result of the Company shifting its marketing strategy in Q3 2013 which resulted in more efficient spending and improved conversion rates which has carried over into fiscal 2014.

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General and Administrative Expense

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
General and administrative expense	$3,762	$4,261	$12,532	$13,626
Percent of net sales	5.5 %	6.9 %	5.9 %	7.0 %

General and administrative expense decreased $499, or 11.7%, and $1,094, or 8.0%, for the third quarter of 2014 and YTD Q3 2014, compared to the third quarter of 2013 and YTD Q3 2013, respectively. The decrease of $499 for Q3 2014 compared to Q3 2013, was primarily due to lower depreciation and amortization expense.

The decrease of $1,094 for the thirty-nine weeks weeks ended September 27, 2014 compared to the same period last year was primarily due to lower compensation costs of $421, lower depreciation and amortization expense of $453 and lower overhead costs of $296 which were partially offset by higher merchant fees of $251.

Fulfillment Expense

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Fulfillment expense	$5,256	$4,217	$15,351	$14,589
Percent of net sales	7.7 %	6.8 %	7.2 %	7.5 %

Fulfillment expense increased by 24.6%, and $1,039, and increased by 5.2% and $762, for the third quarter of 2014 and YTD Q3 2014, compared to the third quarter of 2013 and YTD Q3 2013, respectively. The increase for the third quarter of 2014 compared to the third quarter of 2013 was primarily due to higher temporary labor and overhead of $583 and $221, respectively, related to the transfer of inventory from the Carson warehouse to our other two distribution centers. The year to date increase was primarily due to an increase in variable wages of $1,097 due to increased sales volume and inventory transfers from Carson to our other two distribution centers, and a $660 increase in overhead related to restructuring charges which were partially offset by lower depreciation and amortization expense of $1,117.

Technology Expense

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Technology expense	$1,228	$1,204	$3,640	$4,035
Percent of net sales	1.8 %	2.0 %	1.7 %	2.1 %

Technology expense increased $24, or 2.0%, and decreased $395, or 9.8%, for the third quarter of 2014 and YTD Q3 2014, compared to the third quarter of 2013 and YTD Q3 2013, respectively. The year to date decrease was primarily due to lower computer support costs and one time severance costs that were recorded in the second quarter of 2013.

Amortization of Intangible Assets

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	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Amortization of intangible assets	$106	$86	$316	$299
Percent of net sales	0.2 %	0.1 %	0.1 %	0.1 %

Amortization of intangibles increased 23.3% and 5.7%, for the third quarter of 2014 and YTD Q3 2014, compared to the third quarter of 2013 and YTD Q3 2013, respectively. The increase during both periods was due to purchases of intangible assets during fiscal 2014.

Impairment Loss on Property and Equipment

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Impairment loss on property and equipment	$—	$—	$—	$4,832
Percent of net sales	— %	— %	— %	2.5 %

Impairment loss on property and equipment consists of non-cash impairment charges during the second quarter of 2013 for the excess of the carrying value over the fair value of internally developed software of $4.8 million. See further detail in “Note 1- Summary of Significant Accounting Policies and Nature of Operations”, “Note 3 – Fair Value Measurements” and “Note 4- Property and Equipment, Net” of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this report.

Impairment Loss on Intangible Assets

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Impairment loss on intangible assets	$—	$—	$—	$1,245
Percent of net sales	— %	— %	— %	0.6 %

Impairment loss on intangible assets consists of non-cash impairment charges during the second quarter of 2013 related to product design intellectual property and certain domain and trade names of $1.3 million. See further detail in “Note 1- Summary of Significant Accounting Policies and Nature of Operations”, “Note 3 – Fair Value Measurements” and “Note 5- Intangible Assets” of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this report.

Total Other Expense, Net

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Other expense, net	$(263)	$(152)	$(745)	$(488)
Percent of net sales	(0.4)%	(0.3)%	(0.4)%	(0.3)%

Total other expense, net increased $111, or 73.0%, and $257, or 52.7%, for the third quarter of 2014 and YTD Q3 2014, compared to the third quarter of 2013 and YTD Q3 2013, respectively. Other income, which partially offsets other expenses fell by $175 for YTD Q3 2014 compared to YTD Q3 2013.

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Income Tax Provision

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
	(in thousands)			
Income tax provision	$15	$1	$68	$91
Percent of net sales	— %	— %	— %	— %

For the thirteen and thirty-nine weeks ended September 27, 2014, the effective tax rate for the Company was (0.6)% and (1.6)%, respectively. The Company's effective tax rate for the thirteen and thirty-nine weeks ended September 27, 2014 differed from the U.S. federal statutory rate primarily as a result of the recording of valuation allowance against the pre-tax losses. For the thirteen and thirty-nine weeks ended September 28, 2013, the effective tax rate for the Company was (0.1)% and (0.6%), respectively. The Company's effective tax rate for the thirteen and thirty-nine weeks ended September 28, 2013 differed from the U.S. federal statutory rate primarily as a result of the recording of valuation allowance against the pre-tax losses and the increase in deferred tax liabilities related to tax deductible indefinite-lived intangible assets.

Foreign Currency

The impact of foreign currency is related to our offshore operations in the Philippines and sales of our products in Canada and was not material to our operations. See additional information in "Foreign Currency Risk" below in Item 3.

Liquidity and Capital Resources

Sources of Liquidity

During the thirty-nine weeks ended September 27, 2014, we funded our operations with cash generated from operations as well as through borrowing under our credit facility. During the thirty-nine weeks ended September 28, 2013, we funded our operations with cash generated from operations, the net proceeds from the issuance of Series A convertible preferred stock ("Series A Preferred") and common stock, and the sale leaseback of our LaSalle, Illinois facility, as well through borrowing under our credit facility. We had cash of $1,255 and short-term investments of $39 as of September 27, 2014, representing a $437 increase from $818 of cash as of December 28, 2013 and a $8 decrease from $47 of short-term investments as of December 28, 2013. Based on our current operating plan, we believe that our existing cash, investments, cash flows from operations and debt financing will be sufficient to finance our operational cash needs through at least the next twelve months.

As of September 27, 2014, our credit facility provides for a revolving commitment of up to $20,000 (raised to $25,000 on October 8, 2014, see "Debt and Available Borrowing Resources" below for further details). However, upon satisfaction of certain conditions, we have the option to increase the revolving commitments up to and above $40,000. In April 2013, we used the net proceeds of $9,500 from the sale of our facility in LaSalle, Illinois to reduce our revolving loan payable. Refer to "Note 4 – Property and Equipment, Net" of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this report for additional details.

In August 2014, we filed a shelf registration statement covering the offer and sale of up to $100,000 of common stock with the SEC. The shelf registration was declared effective by the SEC on August 20, 2014. The terms of any offering under our shelf registration statement will be determined at the time of the offering and disclosed in a prospectus supplement filed with the SEC. The shelf registration expires on August 20, 2017. On March 27, 2013, the Company agreed to sell up to 2,050,000 shares of its common stock at a purchase price per share of $1.09 for aggregate proceeds to the Company of approximately $2,200 in an offering under the Company's previous shelf registration statement that expired on August 10, 2014. The transaction closed on April 3, 2013 and the Company used the net proceeds to reduce its revolving loan payable. Refer to "Note 7 – Stockholders' Equity and Share-Based Compensation " of our Notes to Consolidated Financial Statements included in Part I, Item 1 of this report for additional details. In March 2013, the Company authorized the issuance of 4,149,997 shares of Series A Preferred and entered into a Securities Purchase Agreement pursuant to which the Company agreed to sell up to an aggregate of 4,149,997 shares of our Series A

Preferred, $0.001 par value per share at a purchase price per share of $1.45 for aggregate proceeds to the Company of approximately $6,000. The Company incurred issuance costs of approximately $847 and used the net proceeds from the sale of the Series A Preferred to reduce its revolving loan payable. Refer to “Note 7 – Stockholders’ Equity and Share-Based Compensation” of our Notes to Consolidated Financial Statements included in Part I, Item 1 of this report for additional details.

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Working Capital

As of September 27, 2014 and December 28, 2013, our working capital was $9,443 and $9,761, respectively. Our credit facility consists of a five-year revolving loan with available funds of up to $20,000 (raised to $25,000 on October 8, 2014, see "Debt and Available Borrowing Resources" below for further details) subject to a borrowing base derived from certain of our receivables, inventory and property and pledged cash (see further discussion in "Debt and Available Borrowing Resources" below). Our revolving loan does not require principal payments, however it is classified as current due to certain U.S. GAAP requirements (see "Debt and Available Borrowing Resources" below for further details). The historical seasonality in our business during the year can cause cash and cash equivalents, inventory and accounts payable to fluctuate, resulting in changes in our working capital.

Cash Flows

The following table summarizes the key cash flow metrics from our consolidated statements of cash flows for the thirty-nine weeks ended September 27, 2014 and September 28, 2013 (in thousands):

	Thirty-Nine Weeks Ended	
	September 27, 2014	September 28, 2013
Net cash provided by (used in) operating activities	$710	$(1,919)
Net cash used in investing activities	(4,466)	(6,747)
Net cash provided by financing activities	4,190	8,739
Effect of exchange rate changes on cash	3	(4)
Net change in cash and cash equivalents	$437	$69

Operating Activities

Cash provided by operating activities is primarily comprised of net loss, adjusted for non-cash activities such as depreciation and amortization expense, impairment losses, amortization of intangible assets and share-based compensation expense. These non-cash adjustments represent charges reflected in net loss and, therefore, to the extent that non-cash items increase or decrease our operating results, there will be no corresponding impact on our cash flows. Net loss adjusted for non-cash adjustments to operating activities was $4,467 for the thirty-nine weeks ended September 27, 2014 (adjusted for non-cash charges primarily related to share-based compensation expense of $1,691 and depreciation and amortization expense of $6,833), compared to $3,030 for the thirty-nine weeks ended September 28, 2013 (adjusted for non-cash charges primarily consisting of impairment losses of $6,077 and depreciation and amortization expense of $9,736). After excluding the effects of the non-cash charges, the primary changes in cash flows relating to operating activities resulted from changes in operating assets and liabilities.

- Accounts receivable decreased to $3,958 at September 27, 2014 from $5,029 at December 28, 2013, resulting in a decrease in operating assets and reflecting a cash inflow of $1,071 for the thirty-nine weeks ended September 27, 2014. Accounts receivable decreased primarily due to a $521 improvement in cash collections on wholesale receivables, a $300 release of holdback reserve, and collection of $229 related to foreign taxes receivable . For the thirty-nine weeks ended September 28, 2013, cash inflow related to the change in accounts receivable was $2,536.
- Inventory increased to $44,816 at September 27, 2014 from $36,986 at December 28, 2013, resulting in an increase in operating assets and reflecting a cash outflow of $7,830 for the thirty-nine weeks ended September 27, 2014. We expect to maintain our current level of our inventory during the fourth quarter of 2014. For the thirty-nine weeks ended September 28, 2013, cash inflow related to the change in inventory was $2,550.
- Accounts payable and accrued expenses increased to $28,617 at September 27, 2014 compared to $25,628 at December 28, 2013, resulting in an increase in operating liabilities and reflecting a cash inflow of $2,869 for the thirty-nine weeks ended September 27, 2014. Accounts payable and accrued expenses increased primarily due to the increase in accounts payable of $2,046 and a $861 increase in payroll related accruals. Accounts payable and accrued expenses could fluctuate in future periods due to the amount of our revenues and the related purchases and the timing

of our payments. For the thirty-nine weeks ended September 28, 2013, cash outflow related to the change in accounts payable and accrued expenses was $10,303.

Investing Activities

For the thirty-nine weeks ended September 27, 2014 and September 28, 2013, net cash used in investing activities was primarily the result of increases in property and equipment ($4,292 and $6,679, respectively), which are mainly related to capitalized website and software development costs. We expect our capital expenditures to decrease over the next twelve months as we attempt to reduce capital expenditures to bolster our ability to satisfy our operational cash needs.

Financing Activities

For the thirty-nine weeks ended September 27, 2014, net cash provided by financing activities was primarily due to net draws made on our revolving loan payable of $4,095, which was used to increase our inventory levels. For the thirty-nine weeks ended September 28, 2013, net cash provided by financing activities was primarily due to gross proceeds received from the issuance of Series A Preferred of $6,017 and common stock of $2,235, and proceeds from the sale leaseback of our LaSalle, Illinois facility for $9,584, partially offset by the net payments made on outstanding debt, totaling $7,923.

On March 25, 2013, the Company authorized the issuance of 4,149,997 shares of Series A Preferred and entered into a Securities Purchase Agreement pursuant to which the Company agreed to sell up to an aggregate of 4,149,997 shares of our Series A Preferred, $0.001 par value per share, at a purchase price per share of $1.45 for aggregate proceeds to the Company of $6,017. We incurred issuance costs of $847. The Company used the net proceeds from the sale of the Series A Preferred to reduce its revolving loan payable. Dividends on the Series A Preferred are payable quarterly at a rate of $0.058 per share per annum in cash, in shares of common stock or in any combination of cash and common stock as determined by the Company’s Board of Directors. Concurrent with the Company’s issuance of Series A Preferred, the Company, certain of its wholly-owned domestic subsidiaries and JPMorgan entered into a Second Amended Credit Agreement to allow the Company to pay cash dividends on the Series A Preferred in an aggregate amount of up to $400 per year and pay cash in lieu of issuing fractional shares upon conversion of or in payment of dividends on the Series A Preferred. A cash dividend payment of $61 was accrued as of September 27, 2014 and paid on September 30, 2014. Refer to “Note 6 – Borrowings” and “Note 7 – Stockholders’ Equity and Share-Based Compensation” of our Notes to Consolidated Financial Statements included in Part I, Item 1 of this report for additional details.

On March 27, 2013, the Company agreed to sell up to 2,050,000 shares of its common stock at a purchase price per share of $1.09 for aggregate proceeds to the Company of approximately $2,235. The transaction closed on April 3, 2013 and the Company used the net proceeds to reduce its revolving loan payable. Refer to “Note 6 – Borrowings” and “Note 7 – Stockholders’ Equity and Share-Based Compensation” of our Notes to Consolidated Financial Statements included in Part I, Item 1 of this report for additional details.

On April 17, 2013, our wholly-owned subsidiary, WAG sold our facility in LaSalle, Illinois for $9,750. The Company used the net proceeds of $9,507 from this sale to reduce its revolving loan payable. Under the terms of the purchase and sale agreement, simultaneously with the execution of the purchase and sale agreement and the closing of the sale of the property, we entered into a lease agreement whereby we leased back the property for our continued use as an office, retail and warehouse facility for storage, sale and distribution of automotive parts, accessories and related items for 20 years commencing upon the execution of the lease and terminating on April 30, 2033. The Company’s initial base annual rent is $853 for the first year subject to an annual increase by the lesser of 1.5% or 1.25 times the change in the Consumer Price Index. In May 2014, the base rent increased to $866 for the next twelve months, payable in monthly installments of $72. The lease was accounted for as a capital lease and the $376 excess of the net proceeds over the net carrying amount of the property is amortized on a straight-line basis over the lease term of 20 years. Refer to “Note 4 – Property and Equipment, Net” of our Notes to Consolidated Financial Statements included in Part I, Item 1of this report for additional details.

Debt and Available Borrowing Resources

Total debt was $20,470 as of September 27, 2014 (comprised of capital lease payable and revolving loan payable), compared to $16,555 (comprised of capital lease payable and revolving loan payable) as of December 28, 2013. The increase was due to net debt draws made on our revolving loan payable.

In April, 2012, the Company, certain of its domestic subsidiaries and JPMorgan, as sole lender and administrative agent entered into a Credit Agreement (the “Credit Agreement”). The Credit Agreement provides for a revolving commitment in an aggregate principal amount of up to $40 million, which is subject to a borrowing base derived from certain receivables, inventory and property and equipment. The Credit Facility matures on April 26, 2017. At September 27, 2014, our outstanding revolving loan balance was $10,869. The customary events of default under the Credit Facility include certain subjective acceleration clauses. Management has determined the likelihood of such acceleration is more than remote, considering the

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recurring losses experienced by the Company, therefore a current classification of our revolving loan payable in our consolidated balance sheet was required. On August 2, 2013, we entered into a Third Amended Credit Agreement amending the Credit Agreement to, among other things, reduce the revolving commitment in an aggregate principal amount of up to $20,000. On August 4, 2014, the Company, certain of its domestic subsidiaries and JPMorgan entered into a Fourth Amended Credit Agreement amending the Credit Agreement to, among other things, amend certain definitions to allow for additional add-backs to adjusted EBITDA for fiscal quarters ended June 28, 2014 and September 27, 2014.

On October 8, 2014, the Company, certain of its domestic subsidiaries and JPMorgan entered into a Fifth Amendment to Credit Agreement and First Amendment to Pledge and Security Agreement, which amended the Credit Agreement previously entered into by the Company, certain of its domestic subsidiaries and JPMorgan on April 26, 2012 (as amended, the " Credit Agreement ") and the Pledge and Security Agreement previously entered into by the Company, certain of its domestic subsidiaries and JPMorgan on April 26, 2012. Pursuant to the Amendment, JPMorgan increased its revolving commitment from $20,000 to $25,000, which is subject to a borrowing base derived from certain receivables, inventory, property and pledged cash. In addition, the Company's ability to perform certain contingent obligations set forth in the documents executed in connection with the Purchase Agreement is dependent on the Company satisfying certain contractual and financial tests, including, without limitation, (i) with respect to the purchase of 2,000,000 shares of AutoMD common stock described above, the Company having excess availability to borrow under the Credit Agreement of at least $4 million and the satisfaction of a minimum fixed charge coverage ratio of 1.25:1.0, (ii) with respect to the reimbursement of certain intellectual property litigation expenses incurred by AutoMD, which the Company could be required to do for a period of three years, the Company having excess availability to borrow under the Credit Agreement of at least $4 million, and (iii) with respect to the Company electing to purchase AutoMD common stock in connection with certain transfers not permitted under an investor rights agreement entered into by the Company or AutoMD electing to exercise its option to repurchase shares of its common stock under specific circumstances as contemplated by such investor rights agreement, the Company having excess availability to borrow under the Credit Agreement of at least $6 million and the satisfaction of a minimum fixed charge coverage ratio of 1.25:1.0. In addition, certain definitions were amended to allow for additional add-backs to adjusted EBITDA for fiscal quarters ended September 27, 2014 and January 5, 2014.

Loans drawn under the Credit Facility bear interest, at the Company's option, at a per annum rate equal to either (a) LIBOR plus an applicable margin of 1.50%, or (b) an "alternate base rate" minus an applicable margin of 0.50%. Each applicable margin as set forth in the prior sentence is subject to increase or decrease by 0.25% per annum based upon the Company's fixed charge coverage ratio. At September 27, 2014, the Company's LIBOR based interest rate was 1.69% (on $10,350 principal) and the Company's prime based rate was 2.75% (on $519 principal). A commitment fee, based upon undrawn availability under the Credit Facility bearing interest at a rate of 0.20% per annum, is payable monthly. Under the terms of the Credit Agreement, cash receipts are deposited into a lock-box, which are at the Company's discretion unless the "cash dominion period" is in effect, during which cash receipts will be used to reduce amounts owing under the Credit Agreement. The cash dominion period is triggered in an event of default or if excess availability is less than $6 million at any time, as defined, and will continue until, during the preceding 60 consecutive days, no event of default existed and excess availability has been greater than $7 million at all times. On March, 2013, we entered into a first amendment to the previously entered Credit Agreement. The First Amended Credit Agreement includes an amendment to the definition of covenant testing trigger that reduced the 60 consecutive days to 45 consecutive days and the excess availability decreased from $7 million to $6 million. The Company's excess availability was $7,149 at September 27, 2014. By amendment to the Credit Agreement, the Company, subject to the satisfaction of certain conditions, also has the right to request increases to the revolving commitments up to and above $60 million. The Company, to date, has not requested such increases. As of September 27, 2014, the Company was in compliance with all covenants under the Credit Agreement.

Our Credit Facility is subject to a borrowing base derived from certain of our receivables, inventory and property and pledged cash. In the event that components of the borrowing base are adversely affected for any reason, including adverse market conditions or downturns in general economic conditions, we could be restricted in the amount of funds we can borrow under the Credit Facility. Furthermore, in the event that components of the borrowing base decrease to a level below the amount of loans then-outstanding under the Credit Facility, we could be required to immediately repay loans to the extent of such shortfall. If we became unable to borrow under the Credit Facility, or are required to immediately repay loans under the Credit Facility, our liquidity and capital resources and ability to operate our business could be severely impacted, which would have a material adverse effect on our financial condition and results of operations. In those events, we may need to sell additional assets or seek additional equity or additional debt financing. There can be no assurance in those circumstances that we would be able to raise such additional financing or engage in such additional asset sales on acceptable terms, or at all. If we are not able to raise adequate additional financing or proceeds from additional asset sales to continue to fund our operations as planned in those circumstances, we will need to defer, reduce or eliminate significant planned expenditures, restructure or significantly curtail our operations.

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The Borrowers under the Credit Agreement may voluntarily prepay the loans at any time without payment of a premium. The Borrowers are required to make mandatory prepayments of the loans (without payment of a premium) with net cash proceeds received upon the occurrence of certain “prepayment events,” which include certain sales or other dispositions of collateral, certain casualty or condemnation events, certain equity issuances or capital contributions, and the incurrence of certain debt. On April 17, 2013, the Company’s wholly-owned subsidiary, WAG closed the sale of its facility in LaSalle, Illinois for $9,750 pursuant to the purchase and sale agreement dated April 17, 2013 between WAG and STORE Capital Acquisitions, LLC. The Company used the net proceeds of $9,584 from this sale to reduce its revolving loan payable. Refer to “Note 4 – Property and Equipment, Net” of our Notes to Consolidated Financial Statements included in Part I, Item 1 of this report for additional details.

Our Credit Facility requires us to satisfy certain financial covenants. These financial covenants and tests could limit our ability to react to market conditions or satisfy extraordinary capital needs and could otherwise restrict our financing and operations. Under the Credit Agreement, the Company is not required to maintain a minimum fixed charge coverage ratio, unless excess availability is less than $6,000, whereby a ratio of 1.0 to 1.0 will be required (See also "Note 13 - Subsequent Events," of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this report which describes instances where other minimum fixed charges may apply). If our excess availability is reduced to less than $6,000, we will not comply with the minimum fixed charge coverage ratio. If we are unable to satisfy the financial covenants and tests at any time, we may as a result cease being able to borrow under the Credit Facility or be required to immediately repay loans under the Credit Facility, and our liquidity and capital resources and ability to operate our business could be severely impacted, which would have a material adverse effect on our financial condition and results of operations. In those events, we may need to sell additional assets or seek additional equity or additional debt financing or attempt to modify our existing Credit Agreement. There can be no assurance that we would be able to raise such additional financing or engage in such asset sales on acceptable terms, or at all, or that we would be able to modify our existing Credit Agreement.

See additional information in “Note 6 – Borrowings” of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this report.

Funding Requirements

Based on our current operating plan, we believe that our existing cash, cash equivalents, investments, cash flows from operations and available debt financing, will be sufficient to finance our operational cash needs through at least the next twelve months. Our Credit Facility provides a less restrictive asset-based funding limit, which gives us improved liquidity options at a lower cost of capital. Our future capital requirements may, however, vary materially from those now planned or anticipated. Changes in our operating plans, lower than anticipated net sales, increased expenses, continued or worsened economic conditions, worsening operating performance by us, or other events, including those described in “Risk Factors” included in Part II, Item 1A may force us to sell our existing assets and seek additional debt or equity financing in the future. We may need to issue additional common stock under our shelf registration, discussed above. There can be no assurance that we would be able to raise such additional financing or engage in such additional asset sales on acceptable terms, or at all. If we are not able to raise adequate additional financing or proceeds from additional asset sales, we will need to defer, reduce or eliminate significant planned expenditures, restructure or significantly curtail our operations.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Contractual Obligations

The following table sets forth our contractual cash obligations and commercial commitments as of September 27, 2014:

	Payment Due By Period (in thousands)				
Contractual Obligations:	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years

Operating lease obligations (1)	$ 2,436	$ 378	$ 2,058	$ —	$ —
Capital lease obligations (2)	18,771	252	2,887	915	14,717

(1) Commitments under operating leases relate primarily to our leases on our corporate offices in Carson, California, our distribution centers in Chesapeake, Virginia and our call center in the Philippines.

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(2) Commitments under capital leases primarily relate to sale-leaseback of our LaSalle, Illinois facility. See additional details in "Note 4 – Property and Equipment, Net" of the Notes to Consolidated Financial Statements included in Part I, Item I of this report.

Seasonality

We believe our business is subject to seasonal fluctuations. We have historically experienced higher sales of body parts in winter months when inclement weather and hazardous road conditions typically result in more automobile collisions. Engine parts and performance parts and accessories have historically experienced higher sales in the summer months when consumers have more time to undertake elective projects to maintain and enhance the performance of their automobiles and the warmer weather during that time is conducive for such projects. We expect the historical seasonality trends to continue to have a material impact on our financial condition and results of operations during the reporting periods in any given year.

Inflation

Inflation has not had a material impact upon our operating results, and we do not expect it to have such an impact in the near future. We cannot assure you that our business will not be affected by inflation in the future.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales, costs and expenses, as well as the disclosure of contingent assets and liabilities and other related disclosures. On an ongoing basis, we evaluate our estimates, including, but not limited to, those related to revenue recognition, uncollectible receivables, inventory reserve, intangible and other long-lived assets and contingencies. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of our assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates, and we include any revisions to our estimates in our results for the period in which the actual amounts become known.

Our critical accounting policies are included in " Note 1 – Summary of Significant Accounting Policies and Nature of Operations" of the Notes to Consolidated Financial Statements, included above in Part I, Item 1 of this report. There were no significant changes to our critical accounting policies during the thirty-nine weeks ended September 27, 2014. We believe our critical accounting policies affect the more significant judgments and estimates used in the preparation of our consolidated financial statements. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our historical consolidated financial condition and results of operations:

- Revenue Recognition;
- Fair Value of Financial Instruments and other Fair Value Measurements;
- Inventory;
- Website and Software Development Costs;
- Long-Lived Assets and Intangibles;
- Share-Based Compensation; and
- Income Taxes.

Recent Accounting Pronouncements

See "Note 1 – Summary of Significant Accounting Policies and Nature of Operations – Recent Accounting Pronouncements" of the Notes to Consolidated Financial Statements, included above in Part I, Item 1 of this report.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk. Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows due to adverse changes in financial commodity market prices and rates. We are exposed to market risk primarily in the area of changes in U.S. interest rates and conditions in the credit markets. We also have some exposure related to foreign currency fluctuations that we manage with forward contracts. Under our current policies, we do not use interest rate derivative instruments to manage exposure to interest rate changes. We attempt to increase the safety and preservation of our invested principal funds by limiting default risk, market risk and reinvestment risk. We mitigate default risk by investing in investment grade securities and mutual funds that hold debt securities.

Interest Rate Risk. Our investment securities generally consist of mutual funds. As of September 27, 2014, our investments were comprised of $39 of investments in mutual funds that primarily hold debt securities.

As of November 3, 2014, we had a balance of $10,625 outstanding under a revolving loan under our credit facility. The interest rate on this loan is computed based on a LIBOR and prime loan rate, adjusted by features specified in our loan agreement. At our debt level as of September 27, 2014, a 100 basis point increase in interest rates would not materially affect our earnings and cash flows. If, however, we are unable to meet the covenants in our loan agreement, we would be required to renegotiate the terms of credit under the loan agreement, including the interest rate. There can be no assurance that any renegotiated terms of credit would not materially impact our earnings. At September 27, 2014, our LIBOR based interest rate was 1.69% per annum (on $10,350 principal) and our prime based rate was 2.75% per annum (on $519 principal). Refer to additional discussion in Item 2, under the caption “Liquidity and Capital Resources – Debt and Available Borrowing Resources” and in “Note 6 – Borrowings” of the Notes to Consolidated Financial Statements, included in Part I, Item 1 of this report.

Foreign Currency Risk. Our purchases of auto parts from our Asian suppliers are denominated in U.S. dollars; however, a change in the foreign currency exchange rates could impact our product costs over time. Our financial reporting currency is the U.S. dollar and changes in exchange rates significantly affect our reported results and consolidated trends. For example, if the U.S. dollar weakens year-over-year relative to currencies in our international locations, our consolidated gross profit and operating expenses will be higher than if currencies had remained constant. Likewise, if the U.S. dollar strengthens year-over-year relative to currencies in our international locations, our consolidated gross profit and operating expenses will be lower than if currencies had remained constant. Our operating expenses in the Philippines are generally paid in Philippine Pesos, and as the exchange rate fluctuates, it adversely or favorably impacts our operating results. In light of the above, a fluctuation of 10% in the Peso/U.S. dollar exchange rate would have had approximately a $524 impact on our Philippine operating expenses for the thirty-nine weeks ended September 27, 2014. Our Canadian website sales are denominated in Canadian dollars; however, fluctuations in exchange rates from these operations are only expected to have a nominal impact on our operating results due to the relatively small number of sales generated in Canada. We believe it is important to evaluate our operating results and growth rates before and after the effect of currency changes.

We use derivative instruments, such as foreign currency forward and option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. We hedge a portion of our forecasted foreign currency exposure associated with operating expenses incurred in the Philippines, typically for up to 12 months. The use of such hedging activities may not offset any or more than a portion of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation required by Rule 13a – 15(b) of the Securities Exchange Act of 1934, as amended (the “1934 Act”), under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) of the 1934 Act, as of the end of the period covered by this report.

Disclosure controls and procedures provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the 1934 Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

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Based on this evaluation, our Chief Executive Officer and Interim Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

During the most recent fiscal quarter, there has not occurred any change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Inherent Limitations on Internal Controls

Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives as specified above. Management does not expect, however, that our disclosure controls and procedures will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

The information set forth under the caption "Legal Matters" in "Note 10 – Commitments and Contingencies" of the Notes to Consolidated Financial Statements, included in Part I, Item 1 of this report, is incorporated herein by reference.

ITEM 1A. Risk Factors

Our business is subject to a number of risks which are discussed below. Other risks are presented elsewhere in this report and in our other filings with the SEC. We have marked with an asterisk (*) those risk factors that reflect substantive changes from the risk factors included in the Annual Report on Form 10-K that we filed with the SEC on March 12, 2014, as amended. You should consider carefully the following risks in addition to the other information contained in this report and our other filings with the SEC, including our subsequent reports on Forms 10-Q and 8-K, and any amendments thereto, before deciding to buy, sell or hold our common stock. If any of the following known or unknown risks or uncertainties actually occurs with material adverse effects on us, our business, financial condition, results of operations and/or liquidity could be seriously harmed. In that event, the market price for our common stock will likely decline and you may lose all or part of your investment.

Risks Related To Our Business

Purchasers of aftermarket auto parts may not choose to shop online, which would prevent us from acquiring new customers who are necessary to the growth of our business.

The online market for aftermarket auto parts is less developed than the online market for many other business and consumer products, and currently represents only a small part of the overall aftermarket auto parts market. Our success will depend in part on our ability to attract new customers and to convert customers who have historically purchased auto parts through traditional retail and wholesale operations. Specific factors that could discourage or prevent prospective customers from purchasing from us include:

- concerns about buying auto parts without face-to-face interaction with sales personnel;
- the inability to physically handle, examine and compare products;
- delivery time associated with Internet orders;
- concerns about the security of online transactions and the privacy of personal information;
- delayed shipments or shipments of incorrect or damaged products;

- increased shipping costs; and
- the inconvenience associated with returning or exchanging items purchased online.

If the online market for auto parts does not gain widespread acceptance, our sales may decline and our business and financial results may suffer.

We depend on search engines and other online sources to attract visitors to our websites, and if we are unable to attract these visitors and convert those into customers in a cost-effective manner, our business and results of operations will be harmed.

Our success depends on our ability to attract online consumers to our websites and convert them into customers in a cost-effective manner. We are significantly dependent upon search engines, shopping comparison sites and other online sources for our website traffic. We are included in search results as a result of both paid search listings, where we purchase specific search terms that will result in the inclusion of our listing, and algorithmic searches that depend upon the searchable content on our sites. We reduced our paid search listings in 2012 as well as in 2013, and are substantially dependent on algorithmic listings to attract online consumers to our websites. We expect our costs to attract and convert online consumers into customers in 2014 to be mostly consistent with 2013.

Algorithmic listings cannot be purchased and instead are determined and displayed solely by a set of formulas utilized by the search engine. Search engines, shopping comparison sites and other online sources have in the past, and will continue to revise their algorithms from time to time in an attempt to optimize their search results. For example, search engines, like Google, revise their algorithms regularly in an attempt to optimize their search results. In fiscal years 2012 and 2013, we were negatively impacted by the changes in methodology for how Google displayed or selected our different websites for customer search results, which reduced our unique visitor count and adversely affected our financial results. While we believe that we addressed the changes in the methodology for customer search results that we experienced in 2012 and 2013, we expect to continue to have to address any challenges due to similar changes in the future; however no assurance can be made whether we will be successful in addressing these issues. If other search engines, shopping comparison sites or similar online sources on which we rely for website traffic were to modify their general methodology for how they display or select our websites in a manner similar to the changes made by Google, or if Google continues to make changes to Google’s search results ranking algorithms that cause those algorithms to interact with our platform in a manner that continues to reduce our unique visitors, even fewer consumers may click through to our websites, and our financial results could be further adversely affected.

Similarly, if any free search engine or shopping comparison site on which we rely begins charging fees for listing or placement, or if one or more of the search engines, shopping comparison sites and other online sources on which we rely for purchased listings, modifies or terminates its relationship with us, our expenses could rise, we could lose customers and traffic to our websites could decrease.

We continue the process of implementing strategies to attempt to overcome these changes, which in 2014 and 2013 included the consolidation and improvements to our websites to improve our ranking on the search results and pursuing opportunities in third-party online marketplaces, which may not be successful. If these strategies are not successful, our operating results and financial condition could be materially and adversely affected. Additionally, if search engines begin to limit our display results or eliminate our results from the algorithmic search, our website traffic could be further impacted and our business would be materially harmed.

In addition, our success in attracting visitors who convert to customers will depend in part upon our ability to identify and purchase relevant search terms, provide relevant content on our sites, and effectively target our other marketing programs such as e-mail campaigns and affiliate programs. If we are unable to attract visitors to our websites and convert them to customers in a cost-effective manner, then our sales may decline and our business and financial results may be harmed.

Shifting online consumer behavior for purchasers of aftermarket auto parts may shift from desktop based to mobile device based online shopping, which could impact the growth of our business and our financial results could suffer.

Mobile device based online shopping represents an increasing part of our business. Shifting consumer behavior indicates that our customers may become more inclined to purchase aftermarket auto parts through their mobile devices. Mobile customers exhibit different behaviors than our more traditional desktop based e-commerce customers. User sophistication and technological advances have increased consumer expectations around the user experience on mobile devices, including speed of response, functionality, product availability, security, and ease of use. If we are unable to continue to adapt our mobile device

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shopping experience from desktop based online shopping in ways that improve our customer's mobile experience and increase the engagement of our mobile customers our sales may decline and our business and financial results may suffer.

* During fiscal 2013 and 2012, we experienced a downward trend in our revenues and our net losses continued. During the fiscal year ended 2013, we incurred a net loss of $15,634 and our revenues declined to $254,753 compared to a net loss of $35,978 and revenues of $304,017, respectively, for the fiscal year ended 2012. For fiscal year 2013 and 2012, we had experienced decreases of 16.2% and 7.0% in net sales, as compared to the same periods in 2012 and 2011, respectively. Revenues have increased during the third quarter of 2014, when compared to the third quarter of 2013, and we expect our revenues to marginally improve for all the quarters of fiscal year 2014 when compared to comparable quarters of fiscal year 2013. We expect to incur a lower net loss in fiscal year 2014 as compared to fiscal year 2013. However, if the negative trend experienced in 2012 and 2013 recurs in 2014 and is more negative than we expect, it could severely impact our liquidity as we may not be able to provide positive cash flows from operations in order to meet our working capital requirements. We may need to borrow additional funds from our credit facility, which under certain circumstances may not be available, sell additional assets or seek additional equity or additional debt financing in the future. There can be no assurance that we would be able to raise such additional financing or engage in such asset sales on acceptable terms, or at all. If the downward trend in revenues and net loss we experienced in 2012 and 2013 recurs and continues because our strategies to return to positive sales growth and profitability are not successful or otherwise, and if we are not able to raise adequate additional financing or proceeds from additional asset sales to continue to fund our ongoing operations, we will need to defer, reduce or eliminate significant planned expenditures, restructure, file for bankruptcy or significantly curtail our operations.

* Our operations are restricted by our credit facility, and our ability to borrow funds under our credit facility is subject to a borrowing base.

Our credit facility includes a number of restrictive covenants. These covenants could impair our financing and operational flexibility and make it difficult for us to react to market conditions and satisfy our ongoing capital needs and unanticipated cash requirements. Specifically, such covenants restrict our ability and, if applicable, the ability of our subsidiaries to, among other things:

- incur additional debt;
- make certain investments and acquisitions;
- enter into certain types of transactions with affiliates;
- use assets as security in other transactions;
- pay dividends on our capital stock or repurchase our equity interests, excluding payments of preferred stock dividends which are specifically permitted under our credit facility;
- sell certain assets or merge with or into other companies;
- guarantee the debts of others;
- enter into new lines of business;
- pay or amend our subordinated debt; or,
- form any joint ventures or subsidiary investments.

Restrictions in our credit facility could also prevent us from satisfying certain of our contingent obligations set forth in the documents we entered into in connection with AutoMD's sale of common stock. For example, in order for us to be able to consummate the purchase of 2,000,000 shares of AutoMD common stock as required by the terms of the purchase agreement we entered into with AutoMD, which would be triggered in the event that AutoMD fails to meet specified cash balances and numbers of approved auto repair shops submitting a quotation on AutoMD's website, at the time such obligation is triggered we must have excess availability to borrow under the credit agreement of at least $4 million and must satisfy a minimum fixed charge coverage ratio of 1.25:1.0. In addition, in order for us to be able to reimburse AutoMD for legal expenses incurred by AutoMD in connection with proceedings related toAutoMD's intellectual property, which we could be required to do for a period of three years,at the time of such reimbursement we must have excess availability to borrow under the credit agreement of at least $4 million.In the event that restrictions in our credit facility cause us to breach our contractual obligations underthe documents we entered into in connection with AutoMD's sale of common stock, we could be sued for breach of contract, be liable for damages to other investors in AutoMD, and AutoMD's support from its strategic investors could be compromised, each of which could have a material adverse effect on our financial condition and results of operations.

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In addition, our credit facility is subject to a borrowing base derived from certain of our receivables, inventory, property and pledged cash. In the event that components of the borrowing base are adversely affected for any reason, including adverse market conditions or downturns in general economic conditions, we could be restricted in the amount of funds we can borrow under the credit facility. Furthermore, in the event that components of the borrowing base decrease to a level below the amount of loans then-outstanding under the credit facility, we could be required to immediately repay loans to the extent of such shortfall. If any of these events were to occur, it could severely impact our liquidity and capital resources, limit our ability to operate our business and could have a material adverse effect on our financial condition and results of operation.

Furthermore, under certain circumstances, our credit facility may require us to satisfy a financial covenant, which could limit our ability to react to market conditions or satisfy extraordinary capital needs and could otherwise impact our liquidity and capital resources, restrict our financing and have a material adverse effect on our results of operations.

Our ability to comply with the covenants and other terms of our debt obligations will depend on our future operating performance. If we fail to comply with such covenants and terms, we would be required to obtain waivers from our lenders to maintain compliance with our debt obligations. In the future, if we are unable to obtain any necessary waivers and the debt that we have outstanding at the time is accelerated, a material adverse effect on our financial condition and future operating performance would result. Additionally, our indebtedness that we may incur could have important consequences, including the following:

- we will have to dedicate a portion of our cash flow to making payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions or other general corporate purposes;
- certain levels of indebtedness may make us less attractive to potential acquirers or acquisition targets;
- certain levels of indebtedness may limit our flexibility to adjust to changing business and market conditions, and make us more vulnerable to downturns in general economic conditions as compared to competitors that may be less leveraged; and
- as described in more detail above, the documents providing for our indebtedness contain restrictive covenants that may limit our financing and operational flexibility.

Furthermore, our ability to satisfy our debt service obligations will depend, among other things, upon fluctuations in interest rates, our future operating performance and ability to refinance indebtedness when and if necessary. These factors depend partly on economic, financial, competitive and other factors beyond our control. We may not be able to generate sufficient cash from operations to meet our debt service obligations as well as fund necessary capital expenditures and general operating expenses. In addition, if we need to refinance our debt, or obtain additional debt financing or sell assets or equity to satisfy our debt service obligations, we may not be able to do so on commercially reasonable terms, if at all. If this were to occur, we may need to defer, reduce or eliminate significant planned expenditures, restructure or significantly curtail our operations, file for bankruptcy or cease operations.

We may not be able to successfully acquire new businesses or integrate acquisitions, which could cause our business to suffer.

If we choose to pursue any strategic acquisitions, we may not be able to successfully complete any such transactions if we cannot reach agreement on acceptable terms, restrictions under our credit facility or for other reasons. If we acquire a company or a division of a company, we may experience difficulty integrating that company’s or division’s personnel and operations, which could negatively affect our operating results. In addition:

- the key personnel of the acquired company may decide not to work for us;
- customers of the acquired company may decide not to purchase products from us;
- we may experience business disruptions as a result of information technology systems conversions;
- we may experience additional financial and accounting challenges and complexities in areas such as tax planning, treasury management, and financial reporting;

- we may be held liable for environmental, tax or other risks and liabilities as a result of our acquisitions, some of which we may not have discovered during our due diligence;

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- we may intentionally assume the liabilities of the companies we acquire, which could materially and adversely affect our business;
- our ongoing business may be disrupted or receive insufficient management attention;
- we may not be able to realize the cost savings or other financial benefits or synergies we anticipated, either in the amount or in the time frame that we expect; and
- we may incur additional debt or issue equity securities to pay for any future acquisition, the issuance of which could involve the imposition of restrictive covenants or be dilutive to our existing stockholders.

If we are unable to successfully complete the integration of acquisitions, we may not realize the anticipated synergies from such acquisitions, we may take further impairment charges and write-downs associated with such acquisitions, and our business and results of operations could suffer. We may selectively pursue additional acquisitions of businesses, technologies or services in order to expand our capabilities, enter new markets or increase our market share.

If our assets become impaired we may be required to record a significant charge to earnings.

We review our long-lived assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Factors that may be considered are changes in circumstances indicating that the carrying value of our assets may not be recoverable include a decrease in future cash flows. If our financial condition were to be negatively impacted in future, we may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our assets is determined, resulting in an impact on our results of operations. For example, during the second quarter of 2013, we recorded an impairment charge on property and equipment of $4.8 million and on intangible assets of $1.3 million, respectively. During the fourth quarter of 2012, we recorded an impairment charge on goodwill of $18.9 million and on intangible assets of $5.6 million. During the fourth quarter of 2011, we incurred an impairment charge on intangible assets of $5.1 million.

If we are unable to manage the challenges associated with our international operations, the growth of our business could be limited and our business could suffer.

We maintain international business operations in the Philippines. This international operation includes development and maintenance of our websites, our main call center, and sales and back office support services. We are subject to a number of risks and challenges that specifically relate to our international operations. Our international operations may not be successful if we are unable to meet and overcome these challenges, which could limit the growth of our business and may have an adverse effect on our business and operating results. These risks and challenges include:

- the amount and timing of operating costs and capital expenditures relating to the maintenance and expansion of our business, operations and infrastructure;
- difficulties and costs of staffing and managing foreign operations, including any impairment to our relationship with employees caused by a reduction in force;
- restrictions imposed by local labor practices and laws on our business and operations;
- exposure to different business practices and legal standards;
- unexpected changes in regulatory requirements;
- the imposition of government controls and restrictions;
- political, social and economic instability and the risk of war, terrorist activities or other international incidents;
- the failure of telecommunications and connectivity infrastructure;
- natural disasters and public health emergencies;
- potentially adverse tax consequences;
- the failure of local laws to provide a sufficient degree of protection against infringement of our intellectual property; and
- fluctuations in foreign currency exchange rates and relative weakness in the U.S. dollar.

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* We are dependent upon relationships with suppliers in Taiwan, China and the United States for the vast majority of our products.

We acquire substantially all of our products from manufacturers and distributors located in Taiwan, China and the United States. Our top ten suppliers represented 43.6% of our total product purchases during the thirty-nine weeks ended September 27, 2014. We do not have any long-term contracts or exclusive agreements with our foreign suppliers that would ensure our ability to acquire the types and quantities of products we desire at acceptable prices and in a timely manner. In addition, our ability to acquire products from our suppliers in amounts and on terms acceptable to us is dependent upon a number of factors that could affect our suppliers and which are beyond our control. For example, financial or operational difficulties that some of our suppliers may face could result in an increase in the cost of the products we purchase from them. In addition, the increasing consolidation among auto parts suppliers may disrupt or end our relationship with some suppliers, result in product shortages and/or lead to less competition and, consequently, higher prices. Furthermore, as part of our routine business, suppliers extend credit to us in connection with our purchase of their products. In the future, our suppliers may limit the amount of credit they are willing to extend to us in connection with our purchase of their products, if any. If this were to occur, it could impair our ability to acquire the types and quantities of products that we desire from the applicable suppliers on acceptable terms, severely impact our liquidity and capital resources, limit our ability to operate our business and could have a material adverse effect on our financial condition and results of operation.

As many of our suppliers are outside of the United States, additional factors could interrupt our relationships or affect our ability to acquire the necessary products on acceptable terms, including:

- political, social and economic instability and the risk of war or other international incidents in Asia or abroad;
- fluctuations in foreign currency exchange rates that may increase our cost of products;
- tariffs and protectionist laws and business practices that favor local businesses;
- difficulties in complying with import and export laws, regulatory requirements and restrictions; and
- natural disasters and public health emergencies.

Additionally, if we do not maintain our relationships with our existing suppliers or develop relationships with new suppliers on acceptable commercial terms, we may not be able to continue to offer a broad selection of merchandise at competitive prices and, as a result, we could lose customers and our sales could decline.

* We are dependent upon third parties for distribution and fulfillment operations with respect to many of our products.

For a number of the products that we sell, we outsource the distribution and fulfillment operation and are dependent on our distributors to manage inventory, process orders and distribute those products to our customers in a timely manner. For the thirty-nine weeks ended September 27, 2014, our product purchases from three drop-ship suppliers represented 12.7% of our total product purchases. If we do not maintain our existing relationships with these suppliers and our other distributors on acceptable commercial terms, we will need to obtain other suppliers and may not be able to continue to offer a broad selection of merchandise at competitive prices, and our sales may decrease.

In addition, because we outsource to distributors a number of these traditional retail functions relating to those products, we have limited control over how and when orders are fulfilled. We also have limited control over the products that our distributors purchase or keep in stock. Our distributors may not accurately forecast the products that will be in high demand or they may allocate popular products to other resellers, resulting in the unavailability of certain products for delivery to our customers. Any inability to offer a broad array of products at competitive prices and any failure to deliver those products to our customers in a timely and accurate manner may damage our reputation and brand and could cause us to lose customers.

We depend on third-party delivery services to deliver our products to our customers on a timely and consistent basis, and any deterioration in our relationship with any one of these third parties or increases in the fees that they charge could harm our reputation and adversely affect our business and financial condition.

We rely on third parties for the shipment of our products and we cannot be sure that these relationships will continue on terms favorable to us, or at all. Shipping costs have increased from time to time, and may continue to increase, which could harm our business, prospects, financial condition and results of operations by increasing our costs of doing business and resulting in reduced gross margins. In addition, if our relationships with these third parties are terminated or impaired, or if these third parties are unable to deliver products for us, whether due to labor shortage, slow down or stoppage, deteriorating financial or business condition, responses to terrorist attacks or for any other reason, we would be required to use alternative carriers for the shipment of products to our customers. Changing carriers could have a negative effect on our business and operating results due to reduced visibility of order status and package tracking and delays in order processing and product delivery, and we may be unable to engage alternative carriers on a timely basis, upon terms favorable to us, or at all.

If commodity prices such as fuel, plastic and steel continue to increase, our margins may shrink.

Our third party delivery services have increased fuel surcharges from time to time, and such increases negatively impact our margins, as we are generally unable to pass all of these costs directly to consumers, continued increasing prices in the component materials for the parts we sell may impact the availability, the quality and the price of our products, as suppliers search for alternatives to existing materials and as they increase the prices they charge. We cannot ensure that we can recover all the increased costs through price increases, and our suppliers may not continue to provide the consistent quality of product as they may substitute lower cost materials to maintain pricing levels, all of which may have a negative impact on our business and results of operations.

If our fulfillment operations are interrupted for any significant period of time or are not sufficient to accommodate increased demand, our sales would decline and our reputation could be harmed.

Our success depends on our ability to successfully receive and fulfill orders and to promptly deliver our products to our customers. The majority of orders for our auto body parts products are filled from our inventory in our distribution centers, where all our inventory management, packaging, labeling and product return processes are performed. Increased demand and other considerations may require us to expand our distribution centers or transfer our fulfillment operations to larger facilities in the future.

Our distribution centers are susceptible to damage or interruption from human error, fire, flood, power loss, telecommunications failures, terrorist attacks, acts of war, break-ins, earthquakes and similar events. We do not presently have a formal disaster recovery plan and our business interruption insurance may be insufficient to compensate us for losses that may occur in the event operations at our fulfillment center are interrupted. Any interruptions in our fulfillment operations for any significant period of time, including interruptions resulting from the expansion of our existing facilities or the transfer of operations to a new facility, could damage our reputation and brand and substantially harm our business and results of operations and alternate arrangements may increase the cost of fulfillment. In addition, if we do not successfully expand our fulfillment capabilities in response to increases in demand, we may not be able to substantially increase our net sales.

We rely on bandwidth and data center providers and other third parties to provide products to our customers, and any failure or interruption in the services provided by these third parties could disrupt our business and cause us to lose customers.

We rely on third-party vendors, including data center and bandwidth providers. Any disruption in the network access or co-location services, which are the services that house and provide Internet access to our servers, provided by these third-party providers or any failure of these third-party providers to handle current or higher volumes of use could significantly harm our business. Any financial or other difficulties our providers face may have negative effects on our business, the nature and extent of which we cannot predict. We exercise little control over these third-party vendors, which increases our vulnerability to problems with the services they provide. We also license technology and related databases from third parties to facilitate elements of our e-commerce platform. We have experienced and expect to continue to experience interruptions and delays in service and availability for these elements. Any errors, failures, interruptions or delays experienced in connection with these third-party technologies could negatively impact our relationship with our customers and adversely affect our business. Our systems also heavily depend on the availability of electricity, which also comes from third-party providers. If we were to experience a major power outage, we would have to rely on back-up generators. These back-up generators may not operate properly through a major power outage, and their fuel supply could also be inadequate during a major power outage. Information systems such as ours may be disrupted by even brief power outages, or by the fluctuations in power resulting from switches to and from backup generators. This could disrupt our business and cause us to lose customers.

We face intense competition and operate in an industry with limited barriers to entry, and some of our competitors may have greater resources than us and may be better positioned to capitalize on the growing e-commerce auto parts market.

The auto parts industry is competitive and highly fragmented, with products distributed through multi-tiered and overlapping channels. We compete with both online and offline retailers who offer original equipment manufacturer ("OEM") and aftermarket auto parts to either the DIY or do-it-for-me customer segments. Current or potential competitors include the following:

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- national auto parts retailers such as Advance Auto Parts, AutoZone, Napa Auto Parts, CarQuest, O'Reilly Automotive and Pep Boys;
- large online marketplaces such as Amazon.com and eBay;
- other online retailers and auto repair information websites;
- local independent retailers or niche auto parts online retailers; and
- wholesale aftermarket auto parts distributors such as LKQ Corporation.

Barriers to entry are low, and current and new competitors can launch websites at a relatively low cost. Many of our current and potential competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing, technical, management and other resources than we do. For example, in the event that online marketplace companies such as Amazon or eBay, who have larger customer bases, greater brand recognition and significantly greater resources than we do, focus more of their resources on competing in the aftermarket auto parts market, it could have a material adverse effect on our business and results of operations. In addition, some of our competitors have used and may continue to use aggressive pricing tactics and devote substantially more financial resources to website and system development than we do. We expect that competition will further intensify in the future as Internet use and online commerce continue to grow worldwide. Increased competition may result in reduced sales, lower operating margins, reduced profitability, loss of market share and diminished brand recognition.

Additionally, we have experienced significant competitive pressure from our suppliers who are now selling their products directly to customers. Since our suppliers have access to merchandise at very low costs, they can sell products at lower prices and maintain higher gross margins on their product sales than we can. Our financial results have been negatively impacted by direct sales from our suppliers to our current and potential customers, and our total number of orders and average order value may continue to decline due to increased competition. Continued competition from suppliers of ours that are capable of maintaining high sales volumes and acquiring products at lower prices than us will continue to negatively impact our business and results of operations, including through reduced sales, lower operating margins, reduced profitability, loss of market share and diminished brand recognition. We are in the process of implementing several strategies to attempt to overcome the challenges created by our suppliers selling directly to our customers and potential customers, including by lowering our prices by increasing foreign sourced products and by improvements in our websites, which may not be successful. If these strategies are not successful, our operating results and financial conditions could be materially and adversely affected.

If we fail to offer a broad selection of products at competitive prices to meet our customers' demands, our revenue could decline.

In order to expand our business, we must successfully offer, on a continuous basis, a broad selection of auto parts that meet the needs of our customers, including by being the first to market with new SKUs. Our auto parts are used by consumers for a variety of purposes, including repair, performance, improved aesthetics and functionality. In addition, to be successful, our product offerings must be broad and deep in scope, competitively priced, well-made, innovative and attractive to a wide range of consumers. We cannot predict with certainty that we will be successful in offering products that meet all of these requirements. If our product offerings fail to satisfy our customers' requirements or respond to changes in customer preferences, our revenue could decline.

Challenges by OEMs to the validity of the aftermarket auto parts industry and claims of intellectual property infringement could adversely affect our business and the viability of the aftermarket auto parts industry.

OEMs have attempted to use claims of intellectual property infringement against manufacturers and distributors of aftermarket products to restrict or eliminate the sale of aftermarket products that are the subject of the claims. The OEMs have brought such claims in federal court and with the United States International Trade Commission. We have received in the past, and we anticipate we may in the future receive, communications alleging that certain products we sell infringe the patents, copyrights, trademarks and trade names or other intellectual property rights of OEMs or other third parties. For instance, after approximately three and a half years of litigation and related costs and expenses, on April 16, 2009, we entered into a settlement agreement with Ford Motor Company and Ford Global Technologies, LLC that ended the two legal actions that were initiated by Ford against us related to claims of intellectual property infringement. The United States Patent and Trademark Office records indicate that OEMs are seeking and obtaining more design patents then they have in the past. To the extent that the OEMs are successful with intellectual property infringement claims, we could be restricted or prohibited from selling certain aftermarket products which could have an adverse effect on our business. Infringement claims could also result in increased costs of doing business arising from increased legal expenses, adverse judgments or settlements or changes to our business practices required to settle such claims or satisfy any judgments. Litigation could result in interpretations of the law that require us to change our business practices or otherwise increase our costs and harm our business. We do not maintain insurance coverage to cover the types of claims that could be asserted. If a successful claim were brought against us, it could expose us to significant liability.

If we are unable to protect our intellectual property rights, our reputation and brand could be impaired and we could lose customers.

We regard our trademarks, trade secrets and similar intellectual property such as our proprietary back-end order processing and fulfillment code and process as important to our success. We rely on trademark and copyright law, and trade secret protection, and confidentiality and/or license agreements with employees, customers, partners and others to protect our proprietary rights. We cannot be certain that we have taken adequate steps to protect our proprietary rights, especially in countries where the laws may not protect our rights as fully as in the United States. In addition, our proprietary rights may be infringed or misappropriated, and we could be required to incur significant expenses to preserve them. In the past we have filed litigation to protect our intellectual property rights. The outcome of such litigation can be uncertain, and the cost of prosecuting such litigation may have an adverse impact on our earnings. We have common law trademarks, as well as pending federal trademark registrations for several marks and several registered marks. Even if we obtain approval of such pending registrations, the resulting registrations may not adequately cover our intellectual property or protect us against infringement by others. Effective trademark, service mark, copyright, patent and trade secret protection may not be available in every country in which our products and services may be made available online. We also currently own or control a number of Internet domain names, including www.usautoparts.net, www.autopartswarehouse.com, www.jcwhitney.com and www.AutoMD.com, and have invested time and money in the purchase of domain names and other intellectual property, which may be impaired if we cannot protect such intellectual property. We may be unable to protect these domain names or acquire or maintain relevant domain names in the United States and in other countries. If we are not able to protect our trademarks, domain names or other intellectual property, we may experience difficulties in achieving and maintaining brand recognition and customer loyalty.

If our product catalog database is stolen, misappropriated or damaged, or if a competitor is able to create a substantially similar catalog without infringing our rights, then we may lose an important competitive advantage.

We have invested significant resources and time to build and maintain our product catalog, which is maintained in the form of an electronic database, which maps SKUs to relevant product applications based on vehicle makes, models and years. We believe that our product catalog provides us with an important competitive advantage in both driving traffic to our websites and converting that traffic to revenue by enabling customers to quickly locate the products they require. We cannot assure you that we will be able to protect our product catalog from unauthorized copying or theft or that our product catalog will continue to operate adequately, without any technological challenges. In addition, it is possible that a competitor could develop a catalog or database that is similar to or more comprehensive than ours, without infringing our rights. In the event our product catalog is damaged or is stolen, copied or otherwise replicated to compete with us, whether lawfully or not, we may lose an important competitive advantage and our business could be harmed.

Our e-commerce system is dependent on open-source software, which exposes us to uncertainty and potential liability.

We utilize open-source software such as Linux, Apache, MySQL, PHP, Fedora and Perl throughout our web properties and supporting infrastructure although we have created proprietary programs. Open-source software is maintained and upgraded by a general community of software developers under various open-source licenses, including the GNU General Public License (“GPL”). These developers are under no obligation to maintain, enhance or provide any fixes or updates to this software in the future. Additionally, under the terms of the GPL and other open-source licenses, we may be forced to release to the public source-code internally developed by us pursuant to such licenses. Furthermore, if any of these developers contribute any code of others to any of the software that we use, we may be exposed to claims and liability for intellectual property infringement. A number of lawsuits are currently pending against third parties over the ownership rights to the various components within some open-source software that we use. If the outcome of these lawsuits is unfavorable, we may be held liable for intellectual property infringement based on our use of these open-source software components. We may also be forced to implement changes to the code-base for this software or replace this software with internally developed or commercially licensed software.

We face exposure to product liability lawsuits.

The automotive industry in general has been subject to a large number of product liability claims due to the nature of personal injuries that result from car accidents or malfunctions. As a distributor of auto parts, including parts obtained overseas, we could be held liable for the injury or damage caused if the products we sell are defective or malfunction. While we carry insurance against product liability claims, if the damages in any given action were high or we were subject to multiple lawsuits,

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the damages and costs could exceed the limits of our insurance coverage. If we were required to pay substantial damages as a result of these lawsuits, it may seriously harm our business and financial condition. Even defending against unsuccessful claims could cause us to incur significant expenses and result in a diversion of management's attention. In addition, even if the money damages themselves did not cause substantial harm to our business, the damage to our reputation and the brands offered on our websites could adversely affect our future reputation and our brand, and could result in a decline in our net sales and profitability.

We rely on key personnel and may need additional personnel for the success and growth of our business.

Our business is largely dependent on the personal efforts and abilities of highly skilled executive, technical, managerial, merchandising, marketing, and call center personnel. Competition for such personnel is intense, and we cannot assure that we will be successful in attracting and retaining such personnel. The loss of any key employee or our inability to attract or retain other qualified employees could harm our business and results of operations.

System failures, including failures due to natural disasters or other catastrophic events, could prevent access to our websites, which could reduce our net sales and harm our reputation.

Our sales would decline and we could lose existing or potential customers if they are not able to access our websites or if our websites, transactions processing systems or network infrastructure do not perform to our customers' satisfaction. Any Internet network interruptions or problems with our websites could:

- prevent customers from accessing our websites;
- reduce our ability to fulfill orders or bill customers;
- reduce the number of products that we sell;
- cause customer dissatisfaction; or
- damage our brand and reputation.

We have experienced brief computer system interruptions in the past, and we believe they may continue to occur from time to time in the future. Our systems and operations are also vulnerable to damage or interruption from a number of sources, including a natural disaster or other catastrophic event such as an earthquake, typhoon, volcanic eruption, fire, flood, terrorist attack, computer viruses, power loss, telecommunications failure, physical and electronic break-ins and other similar events. For example, our headquarters and the majority of our infrastructure, including some of our servers, are located in Southern California, a seismically active region. We also maintain offshore and outsourced operations in the Philippines, an area that has been subjected to a typhoon and a volcanic eruption in the past. In addition, California has in the past experienced power outages as a result of limited electrical power supplies. Such outages, natural disasters and similar events may recur in the future and could disrupt the operation of our business. Our technology infrastructure is also vulnerable to computer viruses, physical or electronic break-ins and similar disruptions. Although the critical portions of our systems are redundant and backup copies are maintained offsite, not all of our systems and data are fully redundant. We do not presently have a formal disaster recovery plan in effect and may not have sufficient insurance for losses that may occur from natural disasters or catastrophic events. Any substantial disruption of our technology infrastructure could cause interruptions or delays in our business and loss of data or render us unable to accept and fulfill customer orders or operate our websites in a timely manner, or at all.

Risks Related To Our Capital Stock

* Our stock price has been and may continue to be volatile, which may result in losses to our stockholders.

The market prices of technology and e-commerce companies generally have been extremely volatile and have recently experienced sharp share price and trading volume changes. The trading price of our common stock is likely to be volatile and could fluctuate widely in response to, among other things, the risk factors described in this report and other factors beyond our control such as fluctuations in the operations or valuations of companies perceived by investors to be comparable to us, our ability to meet analysts' expectations, or conditions or trends in the Internet or auto parts industries.

Since the completion of our initial public offering in February 2007 through September 27, 2014, the trading price of our common stock has been volatile, ranging from a high of $12.61 per share to a low per share of $0.91. We have also experienced significant fluctuations in the trading volume of our common stock. General economic and political conditions unrelated to our performance may also adversely affect the price of our common stock. In the past, following periods of volatility in the market price of a public company's securities, securities class action litigation has often been initiated. Due to the inherent uncertainties of litigation, we cannot predict the ultimate outcome of any such litigation if it were initiated. The initiation of any such litigation or an unfavorable result could have a material adverse effect on our financial condition and results of operation.

Our common stock may be delisted from the Nasdaq Global Market ("Nasdaq") if we are unable to maintain compliance with Nasdaq's continued listing standards.

As a company traded on the Nasdaq, we are subject to compliance with Nasdaq's listing rules, which require, among other things, that our Board of Directors be comprised of a majority of independent directors. In July 2013, we received a notice from Nasdaq that the Company's Board of Directors was no longer comprised of a majority of independent directors due to the resignation of one of our independent directors. We regained compliance in November 2013 with the appointment of two new independent directors, prior to the expiration of the cure period provided by Nasdaq,

Nasdaq imposes, among other requirements, continued listing standards including minimum bid and public float requirements. The price of our common stock must trade at or above $1.00 to comply with Nasdaq's minimum bid requirement for continued listing on the Nasdaq. If our stock trades at bid prices of less than $1.00 for a period in excess of 30 consecutive business days, the Nasdaq could send a deficiency notice to us for not remaining in compliance with the minimum bid listing standards. At certain times during the third quarter of 2013, our common stock traded below $1.00 per share at closing before it returned to trading at or above $1.00 to comply with Nasdaq's minimum bid requirement for continued listing on the Nasdaq, however, at no time did such period exceed 30 consecutive business days. If the closing bid price of our common stock fails to meet Nasdaq's minimum closing bid price requirement, or if we otherwise fail to meet any other applicable requirements of the Nasdaq and we are unable to regain compliance, Nasdaq may make a determination to delist our common stock.

Any delisting of our common stock could adversely affect the market liquidity of our common stock and the market price of our common stock could decrease. Furthermore, if our common stock were delisted it could adversely affect our ability to obtain financing for the continuation of our operations and/or result in the loss of confidence by investors, customers, suppliers and employees.

* Our executive officers and directors and certain related parties own a significant percentage of our stock.

As of September 27, 2014, our executive officers and directors and certain related parties and entities that are affiliated with them beneficially owned in the aggregate approximately 52.1% of our outstanding shares of stock. This significant concentration of share ownership may adversely affect the trading price for our common stock because investors often perceive disadvantages in owning stock in companies with controlling stockholders. Also, these stockholders, acting together, will be able to significantly influence our management and affairs and control matters requiring stockholder approval including the election of our entire Board of Directors and certain significant corporate actions such as mergers, consolidations or the sale of substantially all of our assets. As a result, this concentration of ownership could delay, defer or prevent others from initiating a potential merger, takeover or other change in our control, even if these actions would benefit our other stockholders and us.

The rights, preferences and privileges of our existing preferred stock may restrict our financial and operational flexibility.

In March 2013, our Board of Directors, under the authority granted by our Certificate of Incorporation, established a series of preferred stock, our Series A Convertible Preferred, which has various rights, preferences and privileges senior to the shares of our common stock. Dividends on the Series A Convertible Preferred are payable quarterly, subject to the satisfaction of certain conditions, at a rate of $0.058 per share per annum in cash, in shares of common stock or in any combination of cash and common stock as determined by our Board of Directors. While we may, at our election, subject to the satisfaction of certain conditions, pay any accrued but unpaid dividends on the Series A Convertible Preferred in either cash or in common stock, we may be unable to satisfy the requisite conditions for paying dividends in common stock and, under such circumstances, we will be required to pay such accrued but unpaid dividends in cash. In such circumstances, we will be required to use cash that would otherwise be used to fund our ongoing operations to pay such accrued but unpaid dividends. To the extent we do pay dividends in common stock,

the ownership percentage of our common stockholders who are not holders of the Series A Convertible Preferred will be diluted. Our Series A Convertible Preferred is initially convertible for 4,149,997 shares of common stock, and to the extent that the Series A Convertible Preferred is converted, the common stock ownership percentage of our common stockholders who are not converting holders of the Series A Convertible Preferred will be diluted.
Our future operating results may fluctuate and may fail to meet market expectations.
We expect that our revenue and operating results will continue to fluctuate from quarter to quarter due to various factors, many of which are beyond our control. If our quarterly revenue or operating results fall below the expectations of investors or

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securities analysts, the price of our common stock could significantly decline. The factors that could cause our operating results to continue to fluctuate include, but are not limited to:

- fluctuations in the demand for aftermarket auto parts;
- price competition on the Internet or among offline retailers for auto parts;
- our ability to attract visitors to our websites and convert those visitors into customers, including to the extent based on our ability to successfully work with different search engines to drive visitors to our websites;
- our ability to successfully sell our products through third-party online marketplaces;
- competition from companies with longer operating histories, larger customer bases, greater brand recognition, access to merchandise at lower costs and significantly greater resources than we do, like third-party online market places and our suppliers;
- our ability to maintain and expand our supplier and distribution relationships without significant price increases or reduced service levels;
- our ability to borrow funds under our credit facility;
- the effects of seasonality on the demand for our products;
- our ability to accurately forecast demand for our products, price our products at market rates and maintain appropriate inventory levels;
- our ability to build and maintain customer loyalty;
- infringement actions that could impact the viability of the auto parts aftermarket or portions thereof;
- the success of our brand-building and marketing campaigns;
- our ability to accurately project our future revenues, earnings, and results of operations;
- government regulations related to use of the Internet for commerce, including the application of existing tax regulations to Internet commerce and changes in tax regulations;
- technical difficulties, system downtime or Internet brownouts;
- the amount and timing of operating costs and capital expenditures relating to expansion of our business, operations and infrastructure; and
- the impact of adverse economic conditions on retail sales, in general.

* If we fail to maintain an effective system of internal control over financial reporting or comply with Section 404 of the Sarbanes-Oxley Act of 2002, we may not be able to accurately report our financial results or prevent fraud, and our stock price could decline.

While management has concluded that our internal controls over financial reporting were effective as of September 27, 2014, we have in the past, and could in the future, have a significant deficiency or material weakness in internal control over financial reporting or fail to comply with Section 404 of the Sarbanes-Oxley Act of 2002. If we fail to properly maintain an effective system of internal control over financial reporting, it could impact our ability to prevent fraud or to issue our financial statements in a timely manner that presents fairly our financial condition and results of operations. The existence of any such deficiencies or weaknesses, even if cured, may also lead to the loss of investor confidence in the reliability of our financial statements, could harm our business and negatively impact the trading price of our common stock. Such deficiencies or material weaknesses may also subject us to lawsuits, investigations and other penalties.

Our charter documents could deter a takeover effort, which could inhibit your ability to receive an acquisition premium for your shares.

Provisions in our certificate of incorporation and bylaws could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. Such provisions include the following:

- our Board of Directors are authorized, without prior stockholder approval, to create and issue preferred stock which could be used to implement anti-takeover devices;

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- advance notice is required for director nominations or for proposals that can be acted upon at stockholder meetings;
- our Board of Directors is classified such that not all members of our board are elected at one time, which may make it more difficult for a person who acquires control of a majority of our outstanding voting stock to replace all or a majority of our directors;
- stockholder action by written consent is prohibited except with regards to an action that has been approved by the Board;
- special meetings of the stockholders are permitted to be called only by the chairman of our Board of Directors, our chief executive officer or by a majority of our Board of Directors;
- stockholders are not permitted to cumulate their votes for the election of directors; and
- stockholders are permitted to amend certain provisions of our bylaws only upon receiving at least 66 2/3% of the votes entitled to be cast by holders of all outstanding shares then entitled to vote generally in the election of directors, voting together as a single class.

We do not intend to pay dividends on our common stock.

We currently do not expect to pay any cash dividends on our common stock for the foreseeable future.

General Market and Industry Risk

Economic conditions have had, and may continue to have an adverse effect on the demand for aftermarket auto parts and could adversely affect our sales and operating results.

We sell aftermarket auto parts consisting of body and engine parts used for repair and maintenance, performance parts used to enhance performance or improve aesthetics and accessories that increase functionality or enhance a vehicle's features. Demand for our products has been and may continue to be adversely affected by general economic conditions. In declining economies, consumers often defer regular vehicle maintenance and may forego purchases of nonessential performance and accessories products, which can result in a decrease in demand for auto parts in general. Consumers also defer purchases of new vehicles, which immediately impacts performance parts and accessories, which are generally purchased in the first six months of a vehicle's lifespan. In addition, during economic downturns some competitors may become more aggressive in their pricing practices, which would adversely impact our gross margin and could cause large fluctuations in our stock price. Certain suppliers may exit the industry which may impact our ability to procure parts and may adversely impact gross margin as the remaining suppliers increase prices to take advantage of limited competition.

Vehicle miles driven, vehicle accident rates and insurance companies' willingness to accept a variety of types of replacement parts in the repair process have fluctuated and may decrease, which could result in a decline of our revenues and negatively affect our results of operations.

We and our industry depend on the number of vehicle miles driven, vehicle accident rates and insurance companies' willingness to accept a variety of types of replacement parts in the repair process. Decreased miles driven, caused in part by higher gas prices, reduce the number of accidents and corresponding demand for crash parts, and reduce the wear and tear on vehicles with a corresponding reduction in demand for vehicle repairs and replacement or hard parts. If consumers continue to drive less in the future, as a result of higher gas prices or otherwise, our sales may decline and our business and financial results may suffer.

The success of our business depends on the continued growth of the Internet as a retail marketplace and the related expansion of the Internet infrastructure.

Our future success depends upon the continued and widespread acceptance and adoption of the Internet as a vehicle to purchase products. If customers or manufacturers are unwilling to use the Internet to conduct business and exchange information, our business will fail. The commercial acceptance and use of the Internet may not continue to develop at historical rates, or may not develop as quickly as we expect. The growth of the Internet, and in turn the growth of our business, may be inhibited by concerns over privacy and security, including concerns regarding "viruses" and "worms," reliability issues arising from outages or damage to Internet infrastructure, delays in development or adoption of new standards and protocols to handle the demands of increased Internet activity, decreased accessibility, increased government regulation, and taxation of Internet activity. In addition, our business growth may be adversely affected if the Internet infrastructure does not keep pace with the

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growing Internet activity and is unable to support the demands placed upon it, or if there is any delay in the development of enabling technologies and performance improvements.

We may be subject to liability for sales and other taxes and penalties, which could have an adverse effect on our business.

In 2014, we collected sales or other similar taxes only on the shipment of goods to the states of California, Kansas, Virginia, Illinois and Ohio. The U.S. Supreme Court has ruled that vendors whose only connection with customers in a state is by common carrier or the U.S. mail are free from state-imposed duties to collect sales and use taxes in that state. However, states could seek to impose additional income tax obligations or sales tax collection obligations on out-of-state companies such as ours, which engage in or facilitate online commerce, based on their interpretation of existing laws, including the Supreme Court ruling, or specific facts relating to us. If sales tax obligations are successfully imposed upon us by a state or other jurisdiction, we could be exposed to substantial tax liabilities for past sales and penalties and fines for failure to collect sales taxes. We could also suffer decreased sales in that state or jurisdiction as the effective cost of purchasing goods from us increases for those residing in that state or jurisdiction. In addition, a number of states, as well as the U.S. Congress, have been considering various initiatives that could limit or supersede the Supreme Court's apparent position regarding sales and use taxes on Internet sales. If any of these initiatives are enacted, we could be required to collect sales and use taxes in additional states and our revenue could be adversely affected. Furthermore, the U.S. Congress has not yet extended a moratorium, which was first imposed in 1998 but has since expired, on state and local governments' ability to impose new taxes on Internet access and Internet transactions. The imposition by state and local governments of various taxes upon Internet commerce could create administrative burdens for us as well as substantially impair the growth of e-commerce and adversely affect our revenue and profitability. Since our service is available over the Internet in multiple states, these jurisdictions may require us to qualify to do business in these states. If we fail to qualify in a jurisdiction that requires us to do so, we could face liabilities for taxes and penalties.

Security threats to our IT infrastructure could expose us to liability, and damage our reputation and business

It is essential to our business strategy that our technology and network infrastructure remain secure and is perceived by our customers to be secure. Despite security measures, however, any network infrastructure may be vulnerable to cyber-attacks by hackers and other security threats. As a leading online source for automotive aftermarket parts and repair information, we may face cyber-attacks that attempt to penetrate our network security, including our data centers, to sabotage or otherwise disable our network of websites and online marketplaces, misappropriate our or our customers' proprietary information, which may include personally identifiable information, or cause interruptions of our internal systems and services. If successful, any of these attacks could negatively affect our reputation, damage our network infrastructure and our ability to sell our products, harm our relationship with customers that are affected and expose us to financial liability.

If we do not respond to technological change, our websites could become obsolete and our financial results and conditions could be adversely affected.

We maintain a network of websites which requires substantial development and maintenance efforts, and entails significant technical and business risks. To remain competitive, we must continue to enhance and improve the responsiveness, functionality and features of our websites. The Internet and the e-commerce industry are characterized by rapid technological change, the emergence of new industry standards and practices and changes in customer requirements and preferences. Therefore, we may be required to license emerging technologies, enhance our existing websites, develop new services and technology that address the increasingly sophisticated and varied needs of our current and prospective customers, and adapt to technological advances and emerging industry and regulatory standards and practices in a cost-effective and timely manner. Our ability to remain technologically competitive may require substantial expenditures and lead time and our failure to do so may harm our business and results of operations.

Existing or future government regulation could expose us to liabilities and costly changes in our business operations and could reduce customer demand for our products and services.

We are subject to federal and state consumer protection laws and regulations, including laws protecting the privacy of customer non-public information and regulations prohibiting unfair and deceptive trade practices, as well as laws and regulations governing businesses in general and the Internet and e-commerce and certain environmental laws. Additional laws and regulations may be adopted with respect to the Internet, the effect of which on e-commerce is uncertain. These laws may cover issues such as user privacy, spyware and the tracking of consumer activities, marketing e-mails and communications, other advertising and promotional practices, money transfers, pricing, content and quality of products and services, taxation, electronic contracts and other communications, intellectual property rights, and information security. Furthermore, it is not clear how existing laws such as those governing issues such as property ownership, sales and other taxes, trespass, data mining and collection, and personal privacy apply to the Internet and e-commerce. To the extent we expand into international markets, we will be faced with complying with local laws and regulations, some of which may be materially different than U.S. laws and regulations. Any such foreign law or regulation, any new U.S. law or regulation, or the interpretation or application of existing laws and regulations to the Internet or other online services or our business in general, may have a material adverse effect on our business, prospects, financial condition and results of operations by, among other things, impeding the growth of the Internet, subjecting us to fines, penalties, damages or other liabilities, requiring costly changes in our business operations and practices, and reducing customer demand for our products and services. We do not maintain insurance coverage to cover the types of claims or liabilities that could arise as a result of such regulation.

We may be affected by global climate change or by legal, regulatory, or market responses to such change.

The growing political and scientific sentiment is that global weather patterns are being influenced by increased levels of greenhouse gases in the earth's atmosphere. This growing sentiment and the concern over climate change have led to legislative and regulatory initiatives aimed at reducing greenhouse gas emissions. For example, proposals that would impose mandatory requirements on greenhouse gas emissions continue to be considered by policy makers in the United States. Laws enacted that directly or indirectly affect our suppliers (through an increase in the cost of production or their ability to produce satisfactory products) or our business (through an impact on our inventory availability, cost of sales, operations or demand for the products we sell) could adversely affect our business, financial condition, results of operations and cash flows. Significant increases in fuel economy requirements or new federal or state restrictions on emissions of carbon dioxide that may be imposed on vehicles and automobile fuels could adversely affect demand for vehicles, annual miles driven or the products we sell or lead to changes in automotive technology. Compliance with any new or more stringent laws or regulations, or stricter interpretations of existing laws, could require additional expenditures by us or our suppliers. Our inability to respond to changes in automotive technology could adversely impact the demand for our products and our business, financial condition, results of operations or cash flows

The United States government may substantially increase border controls and impose restrictions on cross-border commerce that may substantially harm our business.

We purchase a substantial portion of our products from foreign manufacturers and other suppliers who source products internationally. Restrictions on shipping goods into the United States from other countries pose a substantial risk to our business. Particularly since the terrorist attacks on September 11, 2001, the United States government has substantially increased border surveillance and controls. If the United States were to impose further border controls and restrictions, impose quotas, tariffs or import duties, increase the documentation requirements applicable to cross border shipments or take other actions that have the effect of restricting the flow of goods from other countries to the United States, we may have greater difficulty acquiring our inventory in a timely manner, experience shipping delays, or incur increased costs and expenses, all of which would substantially harm our business and results of operations.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.

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ITEM 6. Exhibits

The following exhibits are filed herewith or incorporated by reference to the location indicated below:

Exhibit No.	Description
3.1	Second Amended and Restated Certificate of Incorporation of U.S. Auto Parts Network, Inc. as filed with the Delaware Secretary of State on February 14, 2007 (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 2, 2007)
3.2	Amended and Restated Bylaws of U.S. Auto Parts Network, Inc. (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 2, 2007)
3.3	Certificate of Designation, Preferences and Rights of the Series A Convertible Preferred Stock of U.S. Auto Parts Network, Inc. (incorporated by reference to the Current Report on Form 8-K filed on March 25, 2013)
4.1*	Specimen common stock certificate
10.1	Fourth Amendment to Credit Agreement dated August 4, 2014 by and between U.S. Auto Parts Network, Inc., certain of its wholly-owned domestic subsidiaries and JPMorgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 5, 2014)
10.2	Common Stock Purchase Agreement, dated October 8, 2014, by and among AutoMD, Inc., U.S. Auto Parts Network, Inc., Muzzy-Lyon Auto Parts, Inc., Manheim Investments, Inc., Oak Investment Partners XI, L.P. and the Sol Khazani Living Trust (incorporated by reference to the Current Report on Form 8-K filed on October 9, 2014)
10.3	Investor Rights Agreement, dated October 8, 2014, by and among AutoMD, Inc., U.S. Auto Parts Network, Inc., Muzzy-Lyon Auto Parts, Inc., Manheim Investments, Inc., Oak Investment Partners XI, L.P. and the Sol Khazani Living Trust (incorporated by reference to the Current Report on Form 8-K filed on October 9, 2014)
10.4	Voting Agreement, dated October 8, 2014, by and among AutoMD, Inc., U.S. Auto Parts Network, Inc., Muzzy-Lyon Auto Parts, Inc., Manheim Investments, Inc., Oak Investment Partners XI, L.P. and the Sol Khazani Living Trust (incorporated by reference to the Current Report on Form 8-K filed on October 9, 2014)
10.5	Right of First Refusal and Co-Sale Agreement, dated October 8, 2014, by and among AutoMD, Inc., U.S. Auto Parts Network, Inc., Muzzy-Lyon Auto Parts, Inc., Manheim Investments, Inc., Oak Investment Partners XI, L.P. and the Sol Khazani Living Trust (incorporated by reference to the Current Report on Form 8-K filed on October 9, 2014)
10.6	

	Fifth Amendment to Credit Agreement and First Amendment to Pledge and Security Agreement, dated October 8, 2014, by and among U.S. Auto Parts Network, Inc., certain of its domestic subsidiaries and JPMorgan Chase Bank, N.A (incorporated by reference to the Current Report on Form 8-K filed on October 9, 2014)
31.1	Certification of the Principal Executive Officer required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended
31.2	Certification of the Principal Financial Officer required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended
32.1	Certification of the Chief Executive Officer required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Incorporated by reference to the exhibit of the same number from the registration statement on Form S-1 of U.S. Auto Parts Network, Inc. (File No. 333-138379) initially filed with the Securities and Exchange Commission on November 2, 2006, as amended.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 4, 2014	U.S. AUTO PARTS NETWORK, INC.
	By: /s/ Shane Evangelist Shane Evangelist Chief Executive Officer (Principal Executive Officer)
	By: /s/ Mike Yoshida Mike Yoshida Interim Chief Financial Officer (Principal Financial and Accounting Officer)