

U.S. Auto Parts Network, Inc.  
 Form 4  
 February 18, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SANDERS THEODORE R**

(Last) (First) (Middle)

**C/O U.S. AUTO PARTS NETWORK, INC., 17150 MARGAY AVENUE**

(Street)

**CARSON, CA 90746**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**U.S. Auto Parts Network, Inc. [PRTS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/16/2009**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Financial Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Option (right To buy) <sup>(1)</sup>	\$ 1.15	02/16/2009		A	400,000	02/16/2010 <sup>(2)</sup> 02/15/2019	Common Stock 400,000
Option (right To buy) <sup>(1)</sup>	\$ 1.15	02/16/2009		A	100,000	<sup>(3)</sup> 02/15/2019	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS THEODORE R C/O U.S. AUTO PARTS NETWORK, INC. 17150 MARGAY AVENUE CARSON, CA 90746			Chief Financial Officer	

## Signatures

/s/ Theodore R. Sanders 02/18/2009

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Granted pursuant to the U.S. Auto Parts Network, Inc. New Employee Incentive Plan.

Twenty-five percent (25%) of the option shares vest and become exercisable upon the first anniversary of the date of grant, and thereafter the balance of the option shares vest and become exercisable in a series of thirty-six equal monthly installments over the three year period

(2) measured from the one year anniversary of the date of grant. All option shares shall vest on an accelerated basis and become immediately exercisable upon the involuntary termination of Mr. Sander's employment with U.S. Auto Parts Network, Inc. (the "Company") within twelve (12) months following certain changes in control of the Company.

(3) The option shares shall become vested Shares on the last day of any consecutive three calendar months when and if the average of the Monthly Average Prices of the Common Stock during such three month period reaches or exceeds \$5.00.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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