

U.S. Auto Parts Network, Inc.
Form 4
May 15, 2017

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 *
HARMAN FREDERIC W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OAK INVESTMENT PARTNERS, 900 MAIN AVE, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2017

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
NORWALK, CT 06851

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

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)
Common Stock	05/15/2017		J ⁽¹⁾	10,806,405 D	5,017	I	See Note (3)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(2)	05/12/2017		C	1,379,310	(2)	(2)	Common Stock	1,379,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS 900 MAIN AVE, SUITE 600 NORWALK, CT 06851		X		
Oak Investment Partners XI L P 900 MAIN AVE, SUITE 600 NORWALK, CT 06851		X		

Signatures

Fredric W Harman	05/15/2017
__Signature of Reporting Person	Date
Fredric W. Harman, Managing Member of Oak Associates XI, L.L.C., the General Partner of Oak Investment Partners XI, Limited Partnership	05/15/2017
__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) On May 15, 2017, Oak Investment Partners XI, L.P., a Delaware limited partnership, ("Oak XI, LP") made an in-kind distribution, without any additional consideration, of common stock of the Issuer to the limited partners of Oak XI, LP.
- (2) The Series A Convertible Preferred Stock has been converted into Common Stock of the Issuer at the option of Oak XI, LP on May 12, 2017.
- (3) The reported securities are directly held by Oak XI, LP. Oak Associates XI, L.L.C. ("Oak Associates"), as the general partner of Oak XI, LP, may be deemed to beneficially own the reported securities.

Remarks:

This Form 4 report is being filed by Mr. Harman, Oak XI, LP, and Oak Associates (together the "Reporting Persons"). Mr. Harman's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Person.

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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