

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 *
MAJTELES ROBERT J

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 U.S. AUTO PARTS NETWORK, INC., 16941 KEEGAN AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2017

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

(Street)
CARSON, CA 90746

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

(City) (State) (Zip)

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 | 05/11/2017 | | A ⁽¹⁾ | 1,404 A \$ 0 | 127,125 ⁽²⁾ | D | |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | | | |
| Restricted Stock Units ⁽³⁾ | <u>(4)</u> | 05/11/2017 | | A | 9,302 | <u>(5)</u> | <u>(4)</u> | Common Stock | 9,302 |
| Restricted Stock Units ⁽³⁾ | <u>(4)</u> | 05/11/2017 | | M | 1,404 | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,404 |
| Stock Options (Right to Buy) ⁽³⁾ | \$ 3.93 | 05/11/2017 | | A | 40,000 | 05/11/2018 | 05/10/2027 | Common Stock | 40,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAJTELES ROBERT J
 C/O U.S. AUTO PARTS NETWORK, INC.,
 16941 KEEGAN AVENUE
 CARSON, CA 90746

X

Signatures

/s/ David Eisler, as Attorney-in-Fact for Robert J. Majteles

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).
 In accordance with the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan, the reporting person was granted 4,211 restricted stock units, one third of which vested on May 11, 2017. These restricted stock units converted to common stock on a one-for-one basis upon vesting.
- (1) units, one third of which vested on May 11, 2017. These restricted stock units converted to common stock on a one-for-one basis upon vesting.
- (2) Includes shares of common stock issued as dividends on the Company's preferred stock.
- (3) Granted pursuant to the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan.
- (4) Not applicable.
- (5) The Restricted Stock Units shall vest in three equal installments at each of the Company's next three annual stockholder's meetings, subject to the director's continued service through such dates.

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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