U.S. Auto Parts Network, Inc.

Form 4

December 15, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations

may continue. See Instruction

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

Symbol

[PRTS]

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

Akhavan Houman

(Last)

Common

Stock

(First)

(Middle)

C/O US AUTO PARTS NETWORK, 12/09/2014 INC., 16941 KEEGAN AVENUE

(Street)

CARSON, CA 90746

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

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

VP of Marketiing

4. If Amendment, Date Original

U.S. Auto Parts Network, Inc.

3. Date of Earliest Transaction

Filed(Month/Day/Year)

3.

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

4. Securities Acquired 5. Amount of

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

12/09/2014

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

Securities Beneficially Owned Following Reported Transaction(s)

(D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4) Code V (D) Price Amount

M 21,000 Α <u>(1)</u> 63,163

or

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (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)		8 I S (
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/09/2014		M	21,000	(2)	(2)	Common Stock	21,000	

De Sec (In

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Akhavan Houman						
C/O US AUTO PARTS NETWORK, INC.			VP of			
16941 KEEGAN AVENUE			Marketiing			
CARSON CA 90746						

Signatures

Reporting Person

Bryan P.
Stevenson

**Signature of 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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) On February 14, 2014, the reporting person was granted 21,000 restricted stock units that became 100% vested as of December 9, 2014 pursuant to the terms of his Stock Unit Award Agreement with the Issuer, dated February 14, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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