

U.S. Auto Parts Network, Inc.
Form SC 13G
December 19, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

U.S. AUTO PARTS NETWORK, INC.

(Name of Issuer)

Common Stock

Par Value \$0.001

(Title of Class of Securities)

90343C100

(CUSIP Number)

December 11, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 90343C100

1 NAMES OF REPORTING PERSONS

CALM WATERS PARTNERSHIP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

WISCONSIN

| | | |
|--------------|--|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 1,161,800 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 1,161,800 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 1,161,800 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 3.3% | |
| 12 | TYPE OF REPORTING PERSON | |
| | PN | |

CUSIP No.: 90343C100

1 NAMES OF REPORTING PERSONS

RICHARD S. STRONG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

| | | |
|--------------|--|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 927,000 |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 1,161,800 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 927,000 |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 1,161,800 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 2,088,800 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 5.9% | |
| 12 | TYPE OF REPORTING PERSON | |
| | IN | |

Item 1.

(a) **Name of Issuer:**

U.S. Auto Parts Network, Inc.

(b) **Address of Issuer's Principal Executive Offices:**

16941 Keegan Avenue

Carson, California 90746

Item 2.

(a) **Name of Persons Filing:**

Calm Waters Partnership

Richard S. Strong

(b) **Address of Principal Business Office:**

All reporting persons may be contacted at:

c/o Godfrey & Kahn, S.C.

833 East Michigan Street, Suite 1800

Milwaukee, WI 53202

(c) **Citizenship:**

Calm Waters Partnership is a Wisconsin general partnership.

Richard S. Strong is a United States citizen.

(d) **Title of Class of Securities:**

Common Stock, Par Value \$0.001 per Share

(e) **CUSIP Number:**

90343C100

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

Not applicable.

Item 4. Ownership

(a) Amount beneficially owned:

See responses to Item 9 of the cover pages.

(b) Percent of Class:

See responses to Item 11 of the cover pages.

(c) For information on voting and dispositive power with respect to the above listed shares, see Items 5-9 on the Cover Pages.

Item 5. Ownership of Less Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the

control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: December 18, 2017

CALM WATERS PARTNERSHIP

By: /s/ Richard S. Strong
Richard S. Strong

By: /s/ Richard S. Strong
Richard S. Strong
Managing Partner

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing with the other reporting person of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, \$0.001 par value, of U.S. Auto Parts Network, Inc. and that this Agreement be included as an Exhibit to such joint filing.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 18th day of December, 2017.

CALM WATERS PARTNERSHIP

By: /s/ Richard S. Strong
Richard S. Strong

By: /s/ Richard S. Strong
Richard S. Strong
Managing Partner