

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

OMB Number: 3235-0287  
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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)
				(A) or (D) Price			
Common Stock	05/11/2017		A <sup>(1)</sup>	1,404 A \$ 0	127,125 <sup>(2)</sup>	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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Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Includes rows for Restricted Stock Units, Restricted Stock, and Stock Options.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for MAJTELES ROBERT J, C/O U.S. AUTO PARTS NETWORK, INC., 16941 KEEGAN AVENUE, CARSON, CA 90746.

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).
(1) In accordance with the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan, the reporting person was granted 4,211 restricted stock units...
(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...

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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