

U.S. Auto Parts Network, Inc.
Form SC 13G/A
July 11, 2008

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

U.S. Auto Parts Network Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

90343C 10 0
(CUSIP Number)

July 1, 2008
(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. 90343C 10 0

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Thomas W. Smith

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	0	
	6	SHARED VOTING POWER
	7	2,938,399 SOLE DISPOSITIVE POWER
	8	0 SHARED DISPOSITIVE POWER
		2,938,399

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,938,399

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 90343C 10 0

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Scott J. Vassalluzzo

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	0	
	6	SHARED VOTING POWER
	7	2,938,399 SOLE DISPOSITIVE POWER
	8	0 SHARED DISPOSITIVE POWER
		2,938,399

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,938,399

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 90343C 10 0

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Steven M. Fischer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 10,000
6	6	SHARED VOTING POWER 2,872,799
7	7	SOLE DISPOSITIVE POWER 10,000
8	8	SHARED DISPOSITIVE POWER 2,872,799

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,882,799

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.7%

12 TYPE OF REPORTING PERSON

IN

Explanatory Note: This Amendment No. 2 to the joint filing on Schedule 13G made by Thomas W. Smith and Scott J. Vassalluzzo with the Securities and Exchange Commission relating to the common stock, par value \$.001 per share, of U.S. Auto Parts Network Inc., is being filed to add Steven M. Fischer as a joint filer.

ITEM 1. (a) Name of Issuer:

U.S. Auto Parts Network Inc.

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

17150 South Margay Avenue
Carson, CA 90746

ITEM 2. (a) Name of Person Filing:

- | | |
|-------|----------------------|
| (i) | Thomas W. Smith |
| (ii) | Scott J. Vassalluzzo |
| (iii) | Steven M. Fischer |

The filing of this Statement shall not be deemed to be an admission that the filing persons (the "Reporting Persons") comprise a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Reporting Persons each disclaim beneficial ownership of the shares reported in this Schedule 13G in excess of those shares as to which they have or share voting or investment authority.

(b) Address of Principal Business Office:

The following is the address of the principal business office of each of the Reporting Persons:

323 Railroad Avenue
Greenwich, CT 06830

(c) Citizenship:

Each of Thomas W. Smith, Scott J. Vassalluzzo and Steven M. Fischer is a United States citizen.

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share.

(e)

CUSIP Number:

90343C 10 0

ITEM 3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

If this Statement is filed pursuant to Rule 13d-1(c), check this box [x]

ITEM 4. Ownership

(a) Thomas W. Smith - 2,938,399 shares; Scott J. Vassalluzzo - 2,938,399 shares; Steven M. Fischer - 2,882,799 shares.

(b) Thomas W. Smith - 9.8%; Scott J. Vassalluzzo - 9.8%; Steven M. Fischer - 9.7%.

(c) Messrs. Thomas W. Smith and Scott J. Vassalluzzo each have the sole power to vote or to direct the vote of and the sole power to dispose or to direct the disposition of no shares. Steven M. Fischer has the sole power to vote or to direct the vote of and the sole power to dispose or to direct the disposition of 10,000 shares. Messrs. Smith, Vassalluzzo and Fischer have the shared power to vote or to direct the vote of and the shared power to dispose or to direct the disposition of 2,938,399, 2,938,399 and 2,872,799 shares, respectively.

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

Not applicable.

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

Messrs. Smith, Vassalluzzo and Fischer in the aggregate beneficially own 2,938,399 shares in their capacities as investment managers for certain managed accounts. The managed accounts have the right to receive dividends from, and the proceeds from the sale of, the managed accounts' shares.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

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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.

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Signature

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

Date: July 11, 2008

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Scott J. Vassalluzzo

Scott J. Vassalluzzo

/s/ Steven M. Fischer

Steven M. Fischer

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JOINT FILING AGREEMENT

The undersigned agree that the foregoing Amendment No. 2 to the Statement on Schedule 13G, dated July 11, 2008, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k)

Dated: July 11, 2008

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Scott J. Vassalluzzo

Scott J. Vassalluzzo

/s/ Steven M. Fischer

Steven M. Fischer

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