

HARMAN FREDERIC W
 Form 4
 March 28, 2013

FORM 4

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

OMB APPROVAL

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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 *
HARMAN FREDERIC W

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/25/2013

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

C/O OAK INVESTMENT PARTNERS, 900 MAIN AVENUE, SUITE 600

(Street)

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

NORWALK, CT 06851

(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)	Code	V	Amount	(D)	Price

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. 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock ⁽¹⁾	\$ 1.45 ⁽²⁾	03/25/2013		P		1,379,310	⁽³⁾ ⁽⁴⁾	Common Stock	1,379,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS 900 MAIN AVENUE, SUITE 600 NORWALK, CT 06851	X	X		
Oak Investment Partners XI L P 900 MAIN AVENUE, SUITE 600 NORWALK, CT 06851		X		

Signatures

/s/ Fredric W. Harman	03/27/2013
__Signature of Reporting Person	Date
Fredric W. Harman, Managing Member of Oak Associates XI, L.L.C., the General Partner of Oak Investment Partners XI, Limited Partnership	03/27/2013
__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) The reported securities represent shares directly owned by Oak Investment Partners XI, Limited Partnership ("Oak XI, LP"). The Series A Convertible Preferred Stock was purchased by Oak XI, LP on March 25, 2013 for an aggregate purchase price of \$1,999,999.50.
- (2) The initial conversion price is \$1.45 per share (which may be adjusted from time to time for any stock split, stock combination or other similar transaction of the Series A Convertible Preferred Stock).
- (3) The Series A Convertible Preferred Stock is immediately convertible into Common Stock of the Issuer at the option of Oak XI, LP. In addition, the Series A Convertible Preferred Stock will automatically convert into shares of Common Stock of the Issuer in other instances.
- (4) The Series A Convertible Preferred Stock does not have an expiration date.
- (5) The reported securities are directly held by Oak XI, LP. Oak Associates XI, L.L.C., as the general partner of Oak XI, LP, may be deemed to beneficially own the reported securities.

Remarks:

Remarks:

Fredric W. Harman is a Director of U.S. Auto Parts Network, Inc. Mr. Harman is a Managing Member of Oak Associates XI,

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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