

U.S. Auto Parts Network, Inc.
Form 4
May 15, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAJTELES ROBERT J

(Last) (First) (Middle)

**C/O U.S. AUTO PARTS
NETWORK, INC., 16941 KEEGAN
AVENUE**

(Street)

CARSON, CA 90746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**U.S. Auto Parts Network, Inc.
[PRTS]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/11/2017		A ⁽¹⁾	1,404 A \$ 0	127,125 ⁽²⁾	D	

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

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information contained in this form are not
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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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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units ⁽³⁾	<u>(4)</u>	05/11/2017		A	9,302	<u>(5)</u> <u>(4)</u>	Common Stock	9,302
Restricted Stock Units ⁽³⁾	<u>(4)</u>	05/11/2017		M	1,404	<u>(1)</u> <u>(1)</u>	Common Stock	1,404
Stock Options (Right to Buy) ⁽³⁾	\$ 3.93	05/11/2017		A	40,000	05/11/2018 05/10/2027	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAJTELES ROBERT J C/O U.S. AUTO PARTS NETWORK, INC., 16941 KEEGAN AVENUE CARSON, CA 90746	X

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).
- In accordance with the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan, the reporting person was granted 4,211 restricted stock
- (1) units, one third of which vested on May 11, 2017. These restricted stock units converted to common stock on a one-for-one basis upon vesting.
- (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, subject to the director's continued service through such dates.

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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