

Nia Mehran  
Form 4/A  
September 24, 2009

**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

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nia Mehran

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)  
09/21/2009

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

C/O US AUTO PARTS  
NETWORK, INC., 17150  
MARGAY AVENUE

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
09/24/2009

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

CARSON, CA 90746

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/21/2009	09/21/2009	S	400	D \$ 5.5	5,775,882	I
Common Stock						213,979	I

By Nia  
Living Trust  
dated  
September 2,  
2004 <sup>(1)</sup>

By Mehran  
Nia Annuity  
Trust,  
Established  
November

Common Stock	213,979	I	18, 2006 <sup>(2)</sup> By Fariba Nia Annuity Trust, Established November 18, 2006 <sup>(3)</sup>
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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nia Mehran C/O US AUTO PARTS NETWORK INC., 17150 MARGAY AVENUE CARSON, CA 90746	X	X		

## Signatures

/s/Mehran Nia 09/24/2009

\*\*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) These shares are owned directly by the Nia Living Trust, Established September 2, 2004 and indirectly by Mehran Nia as co-trustee of the trust, of which Mr. Nia is a beneficiary. These shares were sold under a 10b5-1 plan established on August 27, 2009.
- (2) These shares are owned directly by the Mehran Nia Annuity Trust, Established November 18, 2006 and indirectly by Mehran Nia as co-trustee and sole beneficiary of the trust.  
  
These shares are owned directly by the Fariba Nia Annuity Trust, Established November 18, 2006 and indirectly by Mehran Nia as a
- (3) co-trustee of the trust, the sole beneficiary of which is Mr. Nia's spouse. Mr. Nia disclaims beneficial interest in each of the foregoing trusts except to the extent of his pecuniary interest therein.

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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