

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 *
PHELPS BARRY

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)
305 SCARBOROUGH ST.
(Street)

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

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

THOUSAND OAKS, CA 91361

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/11/2017		A ⁽¹⁾		357	A	\$ 0 17,357

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
required to respond unless the form
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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <u>(2)</u>	<u>(3)</u>	05/11/2017		A		3,171		<u>(4)</u>	<u>(3)</u>	Common Stock	3,171
Restricted Stock Units <u>(2)</u>	<u>(3)</u>	05/11/2017		M		357		<u>(1)</u>	<u>(1)</u>	Common Stock	357
Stock Options (Right to Buy) <u>(2)</u>	\$ 3.93	05/11/2017		A		20,000		05/11/2018	05/10/2027	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHELPS BARRY 305 SCARBOROUGH ST. THOUSAND OAKS, CA 91361	X			

Signatures

/s/ David Eisler, as Attorney-in-Fact for Barry Phelps 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 1,071 restricted stock 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) Granted pursuant to the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan.

(3) Not applicable.

(4) 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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