FORM 4

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

OMB APPROVAL
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Respon	ises)														
1. Name and Address of Reporting Person * Khazani Sol				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) X Director 10% Owner					
(Last) (First) (Middle) C/O US AUTO PARTS NETWORK, INC., 17150 MARGAY AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 12/27/2010							r (give title belo	ow)	Other (spe		()
			4. If .	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person					Line)
(City) (State) (Zip)			p)	Table I - Non-Derivative Securities Acqu						uired, Disp	osed of, or l	Beneficia	lly Owned		
1. Title of Security 2. Transaction Date (Month/Day/Year		Execution Execut	emed ion Date, if /Day/Year)	Code (Instr. 8)	ction	(A) or D	4. Securities Acqui (A) or Disposed of (Instr. 3, 4 and 5) (A) or		Beneficial	t of Securities lly Owned Following Transaction(s) nd 4)		6. Ownershi Form: Direct (D) or Indirect	Indire Benef Owne	ficial ership	
					Code	V	Amount	(D)	Price				(I) (Instr. 4)		
Common Stock		12/27/201	0		S ⁽⁴⁾		17,212	D	\$ 8.5599	1,929,92	5		I	Sol Khaz Livir Trust estab June 2007	ng t blished
Common Stock		12/28/201	0		S ⁽⁴⁾		2,788	D	\$ 8.5578	1,927,13	7		I	Sol Khaz Livir Trust estab June 2007	ng t blished
Common Stock										213,979			I		uity t, blished ember
Common Stock										213,979			I		zani uity t, blished ember
Reminder: Report on indirectly.	a separate lir	ne for each cla	ss of securities	beneficially	owned di	rectly	v or	Г							
						СО	ntained	in this	s form a	re not req	ection of in uired to re d OMB cor	espond ι	ınless	SEC 1	1474 (9- 02)
		Ta	ble II - Deriva	tive Securit							l				
1. Title of Derivative Conversion Security (Instr. 3) 1. Title of Derivative Security 2. Date On Date (Month/Day/Y) 3. Transaction Date (Month/Day/Y)		nsaction 3A. Deemed Execution Date, if		4. Transaction Code	5. Numb	oer 6. an ve (N	r 6. Date Exercisable and Expiration Date A (Month/Day/Year) U S			Title and mount of nderlying curities astr. 3 and	nount of derlying Security Securities Unstr. 5) Beneficially		ye Own s Forn ally Deri Secu g Dire or In ion(s) (I)	Ownership of Ind Benef Owne (Instr. Direct (D) or Indirect	
										Amount					

										-	
						Date	Expiration	Title	Number		
						Evereisable	Date		of		
		Code	V	(A)	(D)	LACICISADIC	Date		Charge		
		Code	V	(A)	(D)	Exercisable	Date		of Shares		

Reporting Owners

Donating Community (Addition	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Khazani Sol C/O US AUTO PARTS NETWORK, INC. 17150 MARGAY AVENUE CARSON, CA 90746	X							

Signatures

/s/ Sol Khazani	12/29/2010
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 Sol Khazani Living Trust, Established June 1, 2007 and indirectly by Sol Khazani as co-trustee of the trust, of which Mr. Khazani is a beneficiary.
- (2) These shares are owned directly by the Sol Khazani Annuity Trust, Establised November 18, 2006 and indirectly by Sol Khazani as co-trustee of the trust, of which Mr. Khazani is the sole beneficiary.
- (3) These shares are owned directly by the Mina Khazani Annuity Trust, Established November 18, 2006 and indirectly by Sol Khazani as co-trustee of the trust, of which Mr. Khazani's spouse is the sole beneficiary.
- (4) Shares were sold subject to a 10b5-1 plan established August 25, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.