

# FORM 4

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

| OMB APPROVAL                                   |           |
|------------------------------------------------|-----------|
| OMB Number:                                    | 3235-0287 |
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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 Responses)

|                                                                |  |  |                                                                                            |  |  |                                                                                                                                                                                                                                                    |  |  |
|----------------------------------------------------------------|--|--|--------------------------------------------------------------------------------------------|--|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person<br><b>Robson David</b> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>U.S. Auto Parts Network, Inc. [PRTS]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>CHIEF FINANCIAL OFFICER</b> |  |  |
| (Last) (First) (Middle)<br><b>17150 SOUTH MARGAY AVENUE</b>    |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/03/2012</b>                      |  |  |                                                                                                                                                                                                                                                    |  |  |
| (Street)<br><b>CARSON, CA 90746</b>                            |  |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                     |  |  |
| (City) (State) (Zip)                                           |  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>    |  |  |                                                                                                                                                                                                                                                    |  |  |

| 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) |                                                                                               |                                                          |                                                       |

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)**

| 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 Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |
| Option (Right To Buy) (1)                  | \$ 4.62                                                | 01/03/2012                           |                                                    | A                              |   | 300,000                                                                                 | 01/03/2013(2)                                            | 01/02/2023      | COMMON STOCK                                                  | 300,000                    | \$ 0                                       | 300,000                                                                                            | D                                                                                |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                         |       |
|---------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                 | Other |
| Robson David<br>17150 SOUTH MARGAY AVENUE<br>CARSON, CA 90746 |               |           | CHIEF FINANCIAL OFFICER |       |

## Signatures

|                                              |                     |
|----------------------------------------------|---------------------|
| /s/DAVID ROBSON                              | 01/05/2012          |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

## 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) Granted pursuant to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan.
- (2) The option vests and becomes exercisable for twenty-five percent of the option shares on January 3, 2013, and the remaining option shares vest and become exercisable thereafter in a series of thirty-six equal monthly installments.

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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