

# 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 Responses)

|  |  |   |  |   |  |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person *<br>MAJTELES ROBERT J                       |  | 2. Issuer Name and Ticker or Trading Symbol<br>U.S. Auto Parts Network, Inc. [PRTS] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)<br>C/O U.S. AUTO PARTS NETWORK, INC., 16941<br>KEEGAN AVENUE |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/11/2017                      |  |   |  |
| (Street)<br>CARSON, CA 90746   |  | 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)   |  |   |  |   |  |

**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) |   |  |   |
| 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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**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 | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Restricted Stock Units (3)                 | (4)  | 05/11/2017                           |  | A                              |   | 9,302   |     | (5)  | (4)             | Common Stock  | 9,302                      | \$ 0                                       | 9,302  | D  |  |
| Restricted Stock Units (3)                 | (4)  | 05/11/2017                           |  | M                              |   | 1,404   |     | (1)  | (1)             | Common Stock  | 1,404                      | \$ 0                                       | 2,807  | D  |  |
| Stock Options (Right to Buy) (3)           | \$ 3.93  | 05/11/2017                           |  | A                              |   | 40,000  |     | 05/11/2018   | 05/10/2027      | Common Stock  | 40,000                     | \$ 0                                       | 40,000   | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MAJTELES ROBERT J<br>C/O U.S. AUTO PARTS NETWORK, INC.,<br>16941 KEEGAN AVENUE<br>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).

(1) In accordance with the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan, the reporting person was granted 4,211 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) 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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