

(Print or Type Responses)

Person *

1. Name and Address of Reporting

HARMAN FREDERIC W

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPRO	VAL
OMB	3235-
Number:	0104
Estimated average	ge
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response	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Statement

(Month/Day/Year)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

U.S. Auto Parts Network, Inc. [PRTS]

02/08/.	2007						•	
TE	-02/08/2007		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director _X_ 10% Owner			5. If Amendment, Date Original Filed(Month/Day/Year)		
. L		title	Officer (give below)	ve Other (specify			
						Filing(Chec	ual or Joint/Group ck Applicable Line) ed by One Reporting Person ed by More than One Reporting	
	Tabl	le I - Non-	-Derivati	ve Securitie	s Bene	eficially (Owned	
	Bene	ficially Own	ned	Ownership	Owner	ship	rect Beneficial	
respond to o respond	the collection	ction of in e form disp	formation plays a cu	contained i	n this	control	SEC 1473 (7-02)	
ate Exercisa iration Date	Exercisable and on Date Secondary/Year) 3. The Secondary		Fitle and Amount of curities Underlying rivative Security		5. ion Ovise Fo	5. Ownership	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
~	Expiration Date	Title		r Security	Di or (I)	rect (D) Indirect		
22/2007 ⁽¹⁾	<u>(1)</u>	Common Stock	(3)	\$ <u>(1)</u>		I	By Oak Investment Partners XI, L.P.	
tte	curities Bene Date Exercisa Diration Date nth/Day/Year)	2. Ar Bene (Instruction and Instruction and In	2. Amount of Se Beneficially Own (Instr. 4) for each class of securities beneficial respond to the collection of into respond unless the form discovered un	2. Amount of Securities Beneficially Owned (Instr. 4) for each class of securities beneficially owned decrespond to the collection of information to respond unless the form displays a cutourities Beneficially Owned (e.g., puts, calls, volume to Securities Underlying Derivative Security (Instr. 4) for each class of securities beneficially owned decrespond to the collection of information and securities Beneficially Owned (e.g., puts, calls, volume to Securities Underlying Derivative Security (Instr. 4) for each class of securities beneficially owned decrespond to the collection of information displays a cutourities Beneficially Owned (e.g., puts, calls, volume to Securities Underlying Derivative Security (Instr. 4) for each class of securities beneficially owned decrespond to the collection of information displays a cutourities Beneficially Owned (e.g., puts, calls, volume to Securities Underlying Derivative Security (Instr. 4) for each class of securities beneficially owned decrespond unless the form displays a cutourities Beneficially Owned (e.g., puts, calls, volume to Securities Underlying Derivative Security (Instr. 4) for each class of securities beneficially owned decrespond unless the form displays a cutourities Underlying Derivative Security (Instr. 4) for each class of securities beneficially owned decrespond unless the form displays a cutourities Underlying Derivative Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) for each class of securities beneficially owned directly or indirect or respond to the collection of information contained it to respond unless the form displays a currently validation of the collection of information contained it to respond unless the form displays a currently validation of the curities Beneficially Owned (e.g., puts, calls, warrants, opto the curities Underlying Derivative Security (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) Correspond to the collection of information contained it to respond unless the form displays a currently validation of the curities Underlying Derivative Security Title and Amount of Security Title Amount or Number of Shares Common (3) Common (3)	Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities Beneficially Owned (Instr. 4)	Table I - Non-Derivative Securities Beneficially of Derivative Securities Beneficially owned (Instr. 4) 2. Amount of Securities Beneficially Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nature of Indirect (I) (Instr. 5) 4. Nature of Indirect (I) (Instr. 5) 4. Nature of Indirect (I) (Instr. 5) 6. Conversion on this form are to respond to the collection of information contained in this form are to respond unless the form displays a currently valid OMB control of the correspond unless the form displays a currently valid OMB control of Securities Underlying Derivative Security (Instr. 4) 6. Conversion or Exercise Price of Derivative Security: 7. Conversion Ownership Form of Derivative Security: 8. Conversion Ownership Form of Derivative Security: 9. Conversion Or Exercise Price of Derivative Security: 1. Conversion Or Indirect (I) (Instr. 5) 1. Common Ownership Form of Derivative Security: 1. Conversion Or Indirect (I) (Instr. 5)	

Reporting Owners

Reporting Owner Name / Address		Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS XI, L.P. 525 UNIVERSITY AVENUE, SUITE 1300 PALO ALTO, CA 94301	X	X				
Oak Investment Partners XI L P 525 UNIVERSITY AVENUE SUITE 1300		X				

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Signatures

/s/ Frederic W. Harman		02/05/2007
-**Signature of Reporting Person		Date
/s/ Frederic W. Harman, managing member of Oak Associates XI, LLC, the general partner of Oak Investment Partners XI, L.P.		02/05/2007
**Signature of Reporting Person		Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Automatically converts into Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

 These shares are owned directly by Oak Investment Partners XI, L.P. and indirectly by Frederic W. Harman as the managing member of Oak Associates XI, I, C, the general partner of Oak Investment Partners XI, I, P, Mr, Harman disclaims beneficial ownership of these
- Oak Associates XI, LLC, the general partner of Oak Investment Partners XI, L.P. Mr. Harman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purposes.
- (3) 11,055,425 shares of Series A Preferred Stock convertible into 6,633,255 shares of Common Stock, subject to adjustment

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.