

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### INITIAL STATEMENT OF 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 * HARMAN FREDERIC W		2. Date of Event Requiring Statement (Month/Day/Year) 02/08/2007	3. Issuer Name <b>and</b> Ticker or Trading Symbol U.S. Auto Parts Network, Inc. [PRTS]	
(Last) (First) (Middle) C/O OAK INVESTMENT PARTNERS XI, L.P., 525 UNIVERSITY AVENUE, SUITE 1300	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street) PALO ALTO, CA 94301			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	01/22/2007 <sup>(1)</sup>	<sup>(1)</sup>	Common Stock	<sup>(3)</sup>	\$ <sup>(1)</sup>	I	By Oak Investment Partners XI, L.P. <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		

## 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, 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.