

# 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 * Khazani Sol (Last) (First) (Middle) C/O U.S. AUTO PARTS NETWORK, INC., 17150 SOUTH MARGAY AVENUE (Street) CARSON, CA 90746 (City) (State) (Zip)	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]	
		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)
		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)
Common Stock	5,182,040	I	By Khazani Living Trust, Established October 26, 2004 <a href="#">(1)</a>
Common Stock	213,979	I	By Sol Khazani Annuity Trust, Established November 18, 2006 <a href="#">(2)</a>
Common Stock	213,979	I	By Mina Khazani Annuity Trust, Established November 18, 2006 <a href="#">(3)</a>

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

SEC 1473 (7-02)

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

### 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			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khazani Sol C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746	X	X		

Khazani Living Trust, Established October 26, 2004 C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746		X		
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## Signatures

/s/ Sol Khazani		02/05/2007
**Signature of Reporting Person		Date
/s/ Sol Khazani, as co-trustee		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) These shares are owned directly by the Khazani Living Trust, Established October 26, 2004 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, Established 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.

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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