

FORM 5

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

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response...	1.0

ANNUAL 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

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person HARMAN FREDERIC W			2. Issuer Name and Ticker or Trading Symbol U.S. Auto Parts Network, Inc. [PRTS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner Other (specify below)				
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014							
C/O OAK INVESTMENT PARTNERS, 900 MAIN AVENUE, SUITE 600			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person				
(Street)	(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock		12/31/2014 ⁽¹⁾		J ⁽¹⁾	Amount	(A) or (D)	Price	9,385,435	I	See Note ⁽³⁾
					27,536	A	\$ ⁽²⁾			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **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.** SEC 2270 (9-02)

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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS 900 MAIN AVENUE, SUITE 600 NORWALK, CT 06851	X	X		
Oak Investment Partners XI L P 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851		X		

Signatures

/s/ Fredric W. Harman		02/10/2015
Signature of Reporting Person		Date
Fredric W. Harman, Managing Member of Oak Associates XI, L.L.C., the General Partner of Oak Investment Partners XI, Limited Partnership		02/10/2015
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) On March 31, 2014, June 30, 2014, September 30, 2014 and December 31, 2014, the Issuer distributed shares of Common Stock of 6,293, 5,464, 7,327 and 8,452, respectively, as a dividend to Oak Investment Partners XI, LP.
- (2) Not applicable.
- (3) The reported securities are directly held by Oak XI, L.P. Oak Associates XI, L.L.C., as the general partner of Oak XI, L.P. may be deemed to beneficially own the reported securities.

Remarks:

Remarks:
Fredric W. Harman is a Director of U.S. Auto Parts Network, Inc. Mr. Harman is a Managing Member of Oak Associates XI, L.L.C., the General Partner of Oak XI, LP, and may be deemed to beneficially own the reported securities.

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent such Reporting Person's pecuniary interest in such securities) other than the securities reported on this Form.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.