FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL	
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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 *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Khazani Sol	U.S. Auto Parts Network, Inc. [PRTS]	__X__ Director __X__ 10% Owner
(Last) (First) (Middle) C/O US AUTO PARTS NETWORK, INC., 17150 MARGAY AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2008	Officer (give title below) Other (specify below)
(Street) CARSON, CA 90746	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ 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)	Price			
Common Stock	05/28/2008	05/28/2008	P		5,000	A	$ 3.4248	5,000	I	Sol Khazani Living Trust established June 1, 2007 (1)
Common Stock								3,494,806	I	Khazani Living Trust, Established October 26, 2004 (2)
Common Stock								213,979	I	Sol Khazani Annuity Trust, Established November 18, 2006 (3)
Common Stock								213,979	I	Mina Khazani Annuity Trust, Established November 18, 2006 (4)

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)
								Date	Expiration		Amount or				

				Code	V	(A)	(D)	Exercisable	Date	Title	Number of Shares				

Reporting Owners

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

Signatures

/s/ Sol Khazani		05/29/2008
**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) These shares are owned directly by the Sol Khazani Living Trust, Established June 1, 2007 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 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.

(3) These shares are owned directly by the Sol Khazani Annuity Trust, Establised November 18, 2006 and indirectly by Sol Khazani as co-trustee of the trust, of which Mr. Khazani is the sole beneficiary.

(4) 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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