

# FORM 4

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

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

**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 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"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND		3. Date of Earliest Transaction (Month/Day/Year) 02/14/2007			
(Street) WESTPORT, CT 06880		4. 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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	02/14/2007		C		6,633,255	A	(1)	6,633,255	I	See Note (2)
Common Stock	11/27/2007		P		5,102	A	\$ 7.8969	6,638,357	I	See Note (2)
Common Stock	11/28/2007		P		29,955	A	\$ 8.1692	6,668,312	I	See Note (2)

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)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Series A Preferred Stock	(1)	02/14/2007		C		11,055,425	(1)	(1)	Common Stock	6,633,255	(1)	0	I	See Note (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880	X	X		
Oak Investment Partners XI L P ONE GORHAM ISLAND WESTPORT, CT 06880		X		

## Signatures

Fredric W. Harman	_____ Signature of Reporting Person	11/29/2007 Date
Fredric W. Harman, Managing Member of Oak Associates XI, L.L.C., the General Partner of Oak Investment Partners XI, Limited Partnership	_____ Signature of Reporting Person	11/29/2007 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 securities have no stated expiration date. The Issuer caused the mandatory conversion of the Series A Preferred Stock into shares of Common Stock on February 14, 2007, immediately prior to the completion of the Issuer
- (2) Represent shares directly owned by Oak Investment Partners XI, Limited Partnership ("Oak XI, LP").

### 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.  
 Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such Reporting Person's pecuniary interest in such securities)

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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