

U.S. Auto Parts Network, Inc.  
 Form 4  
 September 11, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Coleman Aaron

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Operating Officer

C/O US AUTO PARTS NETWORK, INC., 16941 KEEGAN AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CARSON, CA 90746

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares	
Stock Option (Right to Buy)	\$ 4.01	09/09/2013	D		250,000	<u>(1)</u>	04/02/2018	Common Stock	250,000
Stock Option (Right to Buy)	\$ 0.9866	09/10/2013	A		71,428	<u>(3)</u>	09/09/2023	Common Stock	71,428
Stock Option (Right to Buy)	\$ 7.99	09/09/2013	D		60,000	<u>(4)</u>	02/22/2021	Common Stock	60,000
Stock Option (Right to Buy)	\$ 0.9866	09/10/2013	A		17,142	<u>(3)</u>	09/09/2023	Common Stock	17,142
Stock Option (Right to Buy)	\$ 5	09/09/2013	D		40,000	<u>(6)</u>	12/06/2021	Common Stock	40,000
Stock Option (Right to Buy)	\$ 0.9866	09/10/2013	A		11,428	<u>(3)</u>	09/09/2023	Common Stock	11,428

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coleman Aaron C/O US AUTO PARTS NETWORK, INC. 16941 KEEGAN AVENUE CARSON, CA 90746			Chief Operating Officer	

## Signatures

/s/ Bryan P. Stevenson, as Attorney-in-Fact for Aaron Coleman

09/11/2013

\_\_\_\_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) The cancelled option provided for vesting such that twenty five percent of the shares of stock subject to the option were to vest on April 3, 2009, and thereafter the balance of the option shares were to vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option were to be vested on April 3, 2012, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each such date.

(2) The reporting person agreed to the cancellation of his outstanding stock option, as reflected in this Form 4, for 250,000 shares of PRTS's common stock granted to the reporting person on April 3, 2008 (the "April 2008 Option") in exchange for a replacement option, for 71,428 shares of PRTS's common stock, having an exercise price of \$0.9866 a share, which was granted to the reporting person on September 10, 2013 (the "First Replacement Option"). The reporting person tendered the April 2008 Option pursuant to the terms of the Tender Offer Statement on Schedule TO filed by the Company with the Securities and Exchange Commission on August 12, 2013, as amended, (the "Schedule TO") relating to an offer by the Company to certain employees to exchange outstanding options to purchase shares of common stock based on the exchange ratio of 3.5:1. Upon grant of the First Replacement Option to the reporting person, the April 2008 Option was canceled.

(3) Twenty-five percent of the shares of stock subject to the option vest on September 10, 2014, and thereafter the balance of the option shares vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option vest on September 10, 2017, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each such date.

(4) The cancelled option provided for vesting such that twenty five percent of the shares of stock subject to the option were to vest on February 23, 2012, and thereafter the balance of the option shares were to vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option were to be vested on February 23, 2015, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each such date.

(5) The reporting person agreed to the cancellation of his outstanding stock option, as reflected in this Form 4, for 60,000 shares of PRTS's common stock granted to the reporting person on February 23, 2011 (the "February 2011 Option") in exchange for a replacement option, for 17,142 shares of PRTS's common stock, having an exercise price of \$0.9866 a share, which was granted to the reporting person on September 10, 2013 (the "Second Replacement Option"). The reporting person tendered the February 2011 Option pursuant to the terms of the Schedule TO relating to an offer by the Company to certain employees to exchange outstanding options to purchase shares of common stock based on the exchange ratio of 3.5:1. Upon grant of the Second Replacement Option to the reporting person, the February 2011 Option was canceled.

(6) The cancelled option provided for vesting such that twenty five percent of the shares of stock subject to the option were to vest on December 7, 2012, and thereafter the balance of the option shares were to vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option were to be vested on December 7, 2015, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each such date.

(7) The reporting person agreed to the cancellation of his outstanding stock option, as reflected in this Form 4, for 40,000 shares of PRTS's common stock granted to the reporting person on December 7, 2011 (the "December 2011 Option") in exchange for a replacement option, for 11,428 shares of PRTS's common stock, having an exercise price of \$0.9866 a share, which was granted to the reporting person on September 10, 2013 (the "Third Replacement Option"). The reporting person tendered the December 2011 Option pursuant to the terms of the Schedule TO relating to an offer by the Company to certain employees to exchange outstanding options to purchase shares of common stock based on the exchange ratio of 3.5:1. Upon grant of the Third Replacement Option to the reporting person, the December 2011 Option was canceled.

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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