

U.S. Auto Parts Network, Inc.  
Form 4  
November 29, 2007

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARMAN FREDERIC W**

(Last) (First) (Middle)

**C/O OAK INVESTMENT  
PARTNERS, ONE GORHAM  
ISLAND**

(Street)

**WESTPORT, CT 06880**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**U.S. Auto Parts Network, Inc.**  
**[PRTS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/14/2007**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

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

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**

SEC 1474  
(9-02)

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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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount of Number of Shares |
| Series A Preferred Stock                   | (1)                                                    | 02/14/2007                           |                                                    | C                              |                                                                                         | 11,055,425                                               |     | (1)                                                           | (1)             | Common Stock | 6,633,2                    |

## Reporting Owners

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

## Signatures

Fredric W. Harman

11/29/2007

\_\_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

11/29/2007

\_\_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 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's initial public offering. The number of underlying shares of Common Stock reported reflects a 3-for-5 reverse stock split, which was affected in January 2007.
- (2) Represent shares directly owned by Oak Investment Partners XI, Limited Partnership ("Oak XI, LP").

### Remarks:

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Remarks

Fredric W. Harman is a Director of U.S. Auto Parts Network, Inc. Mr. Harman is a Managing Member of Oak Associates XI,

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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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