

U.S. Auto Parts Network, Inc.
 Form 4
 March 07, 2017

FORM 4

**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, 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 *
 Evangelist Shane N

(Last) (First) (Middle)

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

(Street)

CARSON, CA 90746

(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)
 03/03/2017

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)
 Chief Executive Officer

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 Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/03/2017 | | A ⁽¹⁾ | | 131,742 | A | | \$ 0 | 651,723 | D | |
| Common Stock | 03/03/2017 | | F ⁽²⁾ | | 56,572 | D | | \$ 3.35 | 595,151 | D | |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Evangelist Shane N C/O U.S. AUTO PARTS NETWORK, INC. 16941 KEEGAN AVENUE CARSON, CA 90746 | X | | Chief Executive Officer | |

Signatures

David Eisler, as Attorney-in-Fact for Shane Evangelist

 **Signature of Reporting Person

03/07/2017

 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).
- In accordance with the Stock Unit Award Agreement dated January 21, 2016, the reporting person was granted 131,742
- (1) performance-based restricted stock units which vested 100% on March 3, 2017, the date the Compensation Committee determined that the performance metrics were met. These restricted stock units converted to common stock on a one-for-one basis upon vesting.
 - (2) Pursuant to the Stock Unit Award Agreement dated January 21, 2016, the Issuer elected to cancel and not issue vested shares to satisfy tax withholding obligations of the reporting person.

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