

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

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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, 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

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)
 09/09/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

C/O U.S. 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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)

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Am Num Sha |
| Stock Option (Right to Buy) | \$ 8.65 | 09/09/2013 | | D | 750,000 | (1) 10/14/2017 | Common Stock 75 |
| Stock Option (Right to Buy) | \$ 0.9866 | 09/10/2013 | | A | 214,285 | (3) 09/09/2023 | Common Stock 21 |

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

/s/ Bryan P. Stevenson, as Attorney-in-Fact for Shane Evangelist

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 October 15, 2008, 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 October 15, 2011, 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 750,000 shares of PRTS's common stock granted to the reporting person on October 15, 2007 (the "October 2007 Option") in exchange for a replacement option, for 214,285 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 October 2007 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 October 2007 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

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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.

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.