U.S. Auto Parts Network, Inc.
Form 3
September 08, 2014

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â YOSHIDA MICHAEL

(Last) (First) (Middle)

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

(Street)

CARSON,Â CAÂ 90746

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/08/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Interim - CFO

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy) (1)	11/07/2014(2)	11/06/2023	Common Stock	45,000	$ 2.44	D	Â
Stock Options (Right to Buy) (1)	09/10/2014(2)	09/09/2023	Common Stock	35,713	$ 0.9866	D	Â
Restricted Stock Units (1)	Â (4)	Â (3)	Common Stock	10,000	$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOSHIDA MICHAEL C/O US AUTO PARTS NETWORK INC. 16941 KEEGAN AVENUE CARSON,Â CAÂ 90746	Â	Â	Â Interim - CFO	Â

Signatures

/s/ Bryan P. Stevenson, as Attorney-in Fact for Michael Yoshida	09/08/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted pursuant to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan.

(2) Twenty-five percent (25%) of the option shares vest and become exercisable upon the first anniversary of the date of grant, 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 measured from the first anniversary of the date of grant.

(3) Not applicable.

(4) The Restricted Stock Unit shall become 100% vested on February 15, 2015, provided that such individual has served as an employee of the Company continuously through 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.
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