

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 *<br>YOSHIDA MICHAEL<br>(Last) (First) (Middle)<br><br>C/O US AUTO PARTS NETWORK INC., 16941 KEEGAN AVENUE<br>(Street)<br><br>CARSON, CA 90746<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>09/08/2014 | 3. Issuer Name and Ticker or Trading Symbol<br>U.S. Auto Parts Network, Inc. [PRTS] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Interim - CFO | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

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

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

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

## Reporting Owners

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

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

(2) 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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