U.S. Auto Parts Network, Inc.

Form 4 May 15, 2017

## FORM 4

#### **OMB APPROVAL**

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

U.S. Auto Parts Network, Inc.

(Check all applicable)

[PRTS]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director X 10% Owner Other (specify Officer (give title

(Month/Day/Year) 05/12/2017

C/O OAK INVESTMENT PARTNERS, 900 MAIN AVE,

**SUITE 600** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

below)

NORWALK, CT 06851

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership

(Instr. 4)

(9-02)

(Month/Day/Year) (Instr. 8)

Following or Indirect Reported (I) Transaction(s)

(Instr. 4)

(A) (Instr. 3 and 4) Price Amount (D)

Common Stock

05/15/2017

Code V J(1)10,806,405

D (1) 5,017

See Note I (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Number Shares
Series A Convertible Preferred Stock	<u>(2)</u>	05/12/2017		C	1,379,310	(2)	(2)	Common Stock	1,379,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS 900 MAIN AVE, SUITE 600 NORWALK, CT 06851		X			
Oak Investment Partners XI L P 900 MAIN AVE, SUITE 600 NORWALK, CT 06851		X			

# **Signatures**

Fredric W Harman		05/15/2017
	**Signature of Reporting Person	Date
Fredric W. Harman, Man Oak Investment Partners X	05/15/2017	
	**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).
- On May 15, 2017, Oak Investment Partners XI, L.P., a Delaware limited partnership, ("Oak XI, LP") made an in-kind distribution, without any additional consideration, of common stock of the Issuer to the limited partners of Oak XI, LP.
- (2) The Series A Convertible Preferred Stock has been converted into Common Stock of the Issuer at the option of Oak XI, LP on May 12, 2017
- (3) The reported securities are directly held by Oak XI, LP. Oak Associates XI, L.L.C. ("Oak Associates"), as the general partner of Oak XI, LP, may be deemed to beneficially own the reported securities.

#### Remarks:

This Form 4 report is being filed by Mr. Harman, Oak XI, LP, and Oak Associates (together the "Reporting Persons"). Mr. Ha Person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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