

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person HARMAN FREDERIC W			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) ____ Director ____ Officer (give title below) <input checked="" type="checkbox"/> 10% Owner ____ Other (specify below)		
(Last) (First) (Middle) C/O OAK INVESTMENT PARTNERS, 900 MAIN AVE, SUITE 600			3. Date of Earliest Transaction (Month/Day/Year) 05/12/2017					
(Street) NORWALK, CT 06851			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(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 Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount (A) or (D) Price				
Common Stock	05/15/2017		J(1)	10,806,405 D (1)	5,017	I	See Note (3)	

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

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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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(2)	05/12/2017		C			1,379,310	(2)	(2)	Common Stock	1,379,310	(2)	10,811,422	I	See Note (3)

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, Managing Member of Oak Associates XI, L.L.C., the General Partner of Oak Investment Partners XI, Limited Partnership		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).
- (1) 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
- (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. Harman is a managing member of Oak Associates and has the shared power 1(a)(2)) of any securities (except to the extent of such Reporting Person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Person, and this report shall not be deemed an admission that such Re

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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