

Berman Joshua L
Form 4
July 11, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Berman Joshua L

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)
07/09/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/09/2018		A ⁽¹⁾		357	A	\$ 0 6,890
Common Stock	07/09/2018		A ⁽²⁾		1,057	A	\$ 0 7,947
Common Stock	07/09/2018		A ⁽³⁾		32,467	A	\$ 0 40,414

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Restricted Stock Units	(4)	07/09/2018		M	357	(1)	(1)	Common Stock 357
Restricted Stock Units	(4)	07/09/2018		M	1,057	(2)	(2)	Common Stock 1,057

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Berman Joshua L C/O U.S. AUTO PARTS NETWORK, INC. 16941 KEEGAN AVENUE CARSON, CA 90746	X

Signatures

/s/ David Eisler, as Attorney-in-Fact for Joshua L. Berman

07/11/2018

__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).

- In accordance with the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan, the reporting person was granted 1,071 restricted stock units, one third of which vested on July 9, 2018. These restricted stock units converted to common stock on a one-for-one basis upon vesting.
- (1) In accordance with the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan, the reporting person was granted 3,171 restricted stock units, one-third of which vested on July 9, 2018. These restricted stock units converted to common stock on a one-for-one basis upon

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vesting.

- (3) Granted pursuant to the U.S. Auto Parts Network, Inc. 2016 Equity Incentive Plan, these restricted stock units shall vest in full at the Company's 2019 annual stockholder meeting.
- (4) Not applicable.

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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