

Nia Mehran
Form 4
April 13, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nia Mehran

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)

C/O U.S. AUTO PARTS
NETWORK, INC., 17150 SOUTH
MARGAY AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Pres. and CEO

CARSON, CA 90746

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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. 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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares

Option (right to buy) ⁽¹⁾	\$ 5.81	04/11/2007	04/11/2007	A		249,326		03/31/2008 ⁽²⁾	04/10/2017	Common Stock	249,326
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nia Mehran C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746	X	X	Pres. and CEO	

Signatures

/s/ Jason R. Wisniewski, as Attorney-in-Fact for
Mehran Nia

04/13/2007

____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) Granted pursuant to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan.

All of the options are performance based and only vest to the extent that U.S. Auto Parts Network, Inc.'s adjusted EBIDTA as reported in the Company's audited financial statements for the fiscal year ending December 31, 2007 ("EBITDA") exceeds \$14.0 Million (the "Minimum Threshold"). Provided that on March 31, 2008, the Minimum Threshold of EBITDA is met, the option will become

(2) exercisable with respect to (i) 50% of the shares if EBITDA is at least \$14.0 Million; (ii) 63% of the shares if EBITDA is at least \$15.0 Million; (iii) 75% of the shares if EBITDA is at least \$16.0 Million, (iv) 80% of the shares if EBITDA is at least \$17.0 Million; (v) 85% of the shares if EBITDA is at least \$18.0 Million; (vi) 92% of the shares if EBITDA is at least \$19.0 Million; and (vii) 100% if EBITDA is at least \$20.0 Million. No shares will vest if EBITDA is less than \$14.0 Million.

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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