HARMAN FREDERIC W

Form 4

December 01, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB Number:

Expires:

3235-0287

January 31, 2005

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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

may continue. See Instruction

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

below)

Symbol

U.S. Auto Parts Network, Inc.

(Check all applicable)

[PRTS]

(Last)

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

X_ Director Officer (give title

X 10% Owner Other (specify

C/O OAK INVESTMENT PARTNERS, ONE GORHAM **ISLAND**

(Street)

(State)

11/28/2008

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

11/26/2008

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

I

Person

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

WESTPORT, CT 06880

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) (D) Price

(Instr. 3 and 4)

9,333,485

Code V Amount

400

\$2 9,333,085

\$2

Α

See Note

11/26/2008 Stock Common

P 40,976

See Note

(1)

Stock

Common

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

P

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date Exercisable	Expiration Date	Title Num of	umber		
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880	X	X					
Oak Investment Partners XI L P ONE GORHAM ISLAND WESTPORT, CT 06880		X					

Signatures

Fredric W. Harman 12/01/2008 **Signature of Reporting Person Date Fredric W. Harman, Managing Member of Oak Associates XI, L.L.C., the General Partner of 12/01/2008 Oak Investment Partners XI, Limited Partnership **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) Represent shares directly owned by Oak Investment Partners XI, Limited Partnership ("Oak XI, LP").

Remarks:

Remarks

Fredric W. Harman is a Director of U.S. Auto Parts Network, Inc. Mr. Harman is a Managing Member of Oak Associates XI,

Reporting Owners 2

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Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.