

U.S. AUTO PARTS NETWORK, INC.

Reported by
EISLER DAVID

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/07/17 for the Period Ending 03/03/17

Address	16941 KEEGAN AVE CARSON, CA 90746
Telephone	(310) 735-0085
CIK	0001378950
Symbol	PRTS
SIC Code	5531 - Auto and Home Supply Stores
Industry	Auto Vehicles, Parts & Service Retailers
Sector	Consumer Cyclical
Fiscal Year	12/29

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

1. Name and Address of Reporting Person -* Eisler David (Last) (First) (Middle) 16941 KEEGAN AVE. (Street) CARSON, CA 90746 (City) (State) (Zip)	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) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) VP, General Counsel
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/3/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/3/2017		A	(1)	27329	A	\$0	36137	D	
Common Stock	3/3/2017		F	(2)	13020	D	\$3.35	23117	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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				

Explanation of Responses:

- (In accordance with the Stock Unit Award Agreement dated January 21, 2016, the reporting person was granted 27,329 performance-based restricted stock
- 1) units which vested 100% on March 3, 2017, the date the Compensation Committee determined that the performance metrics were met. These restricted stock units converted to common stock on a one-for-one basis upon vesting.
- (Pursuant to the Stock Unit Award Agreement dated January 21, 2016, the issuer elected to cancel and not issue vested shares to satisfy tax withholding
- 2) obligations of the reporting person.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eisler David 16941 KEEGAN AVE. CARSON, CA 90746			VP, General Counsel	

Signatures

David Eisler 3/7/2017
 _____ Date

**Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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