

U.S. AUTO PARTS NETWORK, INC.

Reported by
HARMAN FREDERIC W

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/08/17 for the Period Ending 12/31/16

| | |
|-------------|--------------------------------------|
| Address | 16941 KEEGAN AVE CARSON, CA 90746 |
| Telephone | (310) 735-0085 |
| CIK | 0001378950 |
| Symbol | PRTS |
| Fiscal Year | 12/29 |

FORM 5

**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).
[] Form 3 Holdings Reported
[] Form 4 Transactions Reported

ANNUAL 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 * HARMAN FREDERIC W (Last) (First) (Middle) C/O OAK INVESTMENT PARTNERS, 900 MAIN AVENUE, SUITE 600 (Street) NORWALK, CT 06851 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol U.S. Auto Parts Network, Inc. [PRTS] 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) 12/31/2016 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person |

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) |
|---------------------------------|-------------------|-----------------------------------|---------------------------|---|------------|-------|---|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/31/2016 (1) | | J (1) | 12437 | A | (2) | 9432112 | I | See Note (3) |

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY) | | 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 at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|-----|--|-----------------|---|----------------------------|--|---|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

(On March 31, 2016, and June 30, 2016, the Issuer distributed shares of Common Stock of 7,420 and 5,017, respectively, as a dividend to Oak Investment Partners XI, Limited Partnership ("Oak XI, L.P."), which resulted from Series A Convertible Preferred Stock.

(Not applicable.

(The reported securities are directly held by Oak XI, L.P. Oak Associates XI, L.L.C., as the general partner of Oak XI, L.P. may be deemed to beneficially own the reported securities.

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, L.L.C., the General Partner of Oak XI, LP, and may be deemed to beneficially own the reported securities.

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent 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 Reporting Person is the beneficial owner of any such securities for purposes of Section 16 for any other purpose.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|---|---|--|--|
| HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS 900 MAIN AVENUE, SUITE 600 NORWALK, CT 06851 | X | X | | |
| Oak Investment Partners XI L P 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851 | | X | | |

Signatures

/s/ Fredric W. Harman

3/8/2017

—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

3/8/2017

—Signature of Reporting Person

Date

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.