

U.S. Auto Parts Network, Inc.

Form 4

September 11, 2013

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Akhavan Houman

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)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

C/O US AUTO PARTS NETWORK,  
INC., 16941 KEEGAN AVENUE

09/09/2013

VP of Marketing

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	(D)	Price

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  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 6.78	09/09/2013	D			231,000	<u>(1)</u>	03/27/2016	Common Stock	231,000
Stock Option (Right to Buy)	\$ 0.9866	09/10/2013	A		66,000		<u>(3)</u>	09/09/2023	Common Stock	66,000
Stock Option (Right to Buy)	\$ 5.81	09/09/2013	D			75,000	<u>(4)</u>	04/10/2017	Common Stock	75,000
Stock Option (Right to Buy)	\$ 0.9866	09/10/2013	A		21,428		<u>(3)</u>	09/09/2023	Common Stock	21,428
Stock Option (Right to Buy)	\$ 7.99	09/09/2013	D			50,000	<u>(6)</u>	02/22/2021	Common Stock	50,000
Stock Option (Right to Buy)	\$ 0.9866	09/10/2013	A		14,285		<u>(3)</u>	09/09/2023	Common Stock	14,285
Stock Option (Right to Buy)	\$ 5	09/09/2013	D			30,000	<u>(8)</u>	12/06/2021	Common Stock	30,000
Stock Option (Right to Buy)	\$ 0.9866	09/10/2013	A		8,571		<u>(3)</u>	09/09/2023	Common Stock	8,571

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Akhavan Houman C/O US AUTO PARTS NETWORK, INC.			VP of Marketing	

16941 KEEGAN AVENUE  
CARSON, CA 90746

## Signatures

/s/ Bryan P. Stevenson, as Attorney-in-Fact for Houman  
Akhavan

09/11/2013

\_\_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) The cancelled option provided for vesting such that twenty five percent of the shares of stock subject to the option were to vest on March 28, 2007, and thereafter the balance of the option shares were to vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option were to be vested on March 28, 2010, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each such date.

(2) The reporting person agreed to the cancellation of his outstanding stock option, as reflected in this Form 4, for 231,000 shares of PRTS's common stock granted to the reporting person on March 28, 2006 (the "March 2006 Option") in exchange for a replacement option, for 66,000 shares of PRTS's common stock, having an exercise price of \$0.9866 a share, which was granted to the reporting person on September 10, 2013 (the "First Replacement Option"). The reporting person tendered the March 2006 Option pursuant to the terms of the Tender Offer Statement on Schedule TO filed by the Company with the Securities and Exchange Commission on August 12, 2013, as amended, (the "Schedule TO") relating to an offer by the Company to certain employees to exchange outstanding options to purchase shares of common stock based on the exchange ratio of 3.5:1. Upon grant of the First Replacement Option to the reporting person, the March 2006 Option was canceled.

(3) Twenty-five percent of the shares of stock subject to the option vest on September 10, 2014, and thereafter the balance of the option shares vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option vest on September 10, 2017, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each such date.

(4) The cancelled option provided for vesting such that twenty five percent of the shares of stock subject to the option were to vest on April 11, 2008, and thereafter the balance of the option shares were to vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option were to be vested on April 11, 2011, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each such date.

(5) The reporting person agreed to the cancellation of his outstanding stock option, as reflected in this Form 4, for 75,000 shares of PRTS's common stock granted to the reporting person on April 11, 2007(the "April 2007 Option") in exchange for a replacement option, for 21,428 shares of PRTS's common stock, having an exercise price of \$0.9866 a share, which was granted to the reporting person on September 10, 2013 (the "Second Replacement Option"). The reporting person tendered the April 2007 Option pursuant to the terms of the Schedule TO relating to an offer by the Company to certain employees to exchange outstanding options to purchase shares of common stock based on the exchange ratio of 3.5:1. Upon grant of the Second Replacement Option to the reporting person, the April 2007 Option was canceled.

(6) The cancelled option provided for vesting such that twenty five percent of the shares of stock subject to the option were to vest on February 23, 2012, and thereafter the balance of the option shares were to vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option were to be vested on February 23, 2015, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each such date.

(7) The reporting person agreed to the cancellation of his outstanding stock option, as reflected in this Form 4, for 50,000 shares of PRTS's common stock granted to the reporting person on February 23, 2011(the "February 2011 Option") in exchange for a replacement option, for 14,285 shares of PRTS's common stock, having an exercise price of \$0.9866 a share, which was granted to the reporting person on September 10, 2013 (the "Third Replacement Option"). The reporting person tendered the February 2011 Option pursuant to the terms of the Schedule TO relating to an offer by the Company to certain employees to exchange outstanding options to purchase shares of common stock based on the exchange ratio of 3.5:1. Upon grant of the Third Replacement Option to the reporting person, the February 2011 Option was canceled.

(8) The cancelled option provided for vesting such that twenty five percent of the shares of stock subject to the option were to vest on December 7, 2012, and thereafter the balance of the option shares were to vest and become exercisable in a series of thirty-six equal monthly installments over the following three year period, so that all of the shares of stock subject to the option were to be vested on December 7, 2015, subject to the reporting person's continued service relationship with the issuer or any subsidiary of the issuer on each

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such date.

The reporting person agreed to the cancellation of his outstanding stock option, as reflected in this Form 4, for 30,000 shares of PRTS's common stock granted to the reporting person on December 7, 2011 (the "December 2011 Option") in exchange for a replacement option, for 8,571 shares of PRTS's common stock, having an exercise price of \$0.9866 a share, which was granted to the reporting person on

- (9) September 10, 2013 (the "Fourth Replacement Option"). The reporting person tendered the December 2011 Option pursuant to the terms of the Schedule TO relating to an offer by the Company to certain employees to exchange outstanding options to purchase shares of common stock based on the exchange ratio of 3.5:1. Upon grant of the Fourth Replacement Option to the reporting person, the December 2011 Option was canceled.

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.