

U.S. Auto Parts Network, Inc.  
Form SC 13D/A  
March 11, 2016

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

U.S. Auto Parts Network, Inc.  
**(Name of Issuer)**

Common Stock, par value \$0.001 per share  
**(Title of Class of Securities)**

90343C100  
**(CUSIP Number)**

Fredric W. Harman

Oak Management Corporation

901 Main Avenue, Suite 600

Norwalk, CT 06851

(203) 226-8346  
**(Name, Address and Telephone Number of Person**

**Authorized to Receive Notices and Communications)**

December 31, 2015  
**(Date of Event Which Requires Filing of This  
Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 13 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAME OF REPORTING PERSON  
I.R.S.  
IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**2** Oak Investment Partners  
XI, Limited Partnership  
20-1319065  
**3** CHECK THE APPROPRIATE  BOX IF A MEMBER OF (b) x A GROUP  
**4** SEC USE ONLY SOURCE OF FUNDS

**5** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
SOLE VOTING POWER

**7** 10,798,985 Shares of Common Stock  
**8** SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

	Not applicable SOLE DISPOSITIVE POWER
<b>9</b>	10,798,985 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>10</b>	Not applicable
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	10,798,985 Shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
<b>13</b>	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
<b>14</b>	31.7% TYPE OF REPORTING PERSON  PN

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**2** Oak Associates XI, LLC  
20-1319921  
CHECK THE APPROPRIATE  BOX IF A MEMBER OF (b) x A GROUP  
**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

**5** WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
**7** SOLE VOTING POWER

Not applicable  
SHARED VOTING POWER

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
10,798,985  
Shares of  
Common Stock

**9** SOLE  
DISPOSITIVE  
POWER

Not applicable  
**10** SHARED  
DISPOSITIVE  
POWER

10,798,985  
Shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,798,985 Shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

31.7%  
**14** TYPE OF REPORTING  
PERSON

OO-LLC

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**2** Oak Management Corporation  
06-0990851  
CHECK THE APPROPRIATE (a) BOX IF A MEMBER OF (b) A GROUP  
**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

**5** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
**7** SOLE VOTING POWER

**8** Not applicable  
SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
10,798,985  
Shares of

9 Common Stock  
SOLE  
DISPOSITIVE  
POWER

10 Not applicable  
SHARED  
DISPOSITIVE  
POWER

10,798,985  
Shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12 10,798,985 Shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 31.7%  
TYPE OF REPORTING  
PERSON

CO



**1** NAME OF REPORTING  
PERSON  
I.R.S.  
IDENTIFICATION NOS.  
OF ABOVE PERSONS  
(ENTITIES ONLY)

**2** Bandel L. Carano  
CHECK THE  
APPROPRIATE  (a)   
**3** BOX IF A  
MEMBER OF (b)   
A GROUP  
**4** SEC USE ONLY  
SOURCE OF FUNDS

**5** WC  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
PROCEEDING  
IS  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
**6** CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

United States  
**7** SOLE  
VOTING  
POWER

**8** 0 Shares of  
Common Stock  
SHARED  
VOTING  
POWER  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:  
10,798,985  
Shares of  
Common Stock

**9** SOLE  
DISPOSITIVE  
POWER

0 Shares of  
Common Stock  
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DISPOSITIVE  
POWER

10,798,985  
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10,798,985 Shares of  
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CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

31.7%  
**14** TYPE OF REPORTING  
PERSON

IN

**1** NAME OF REPORTING PERSON  
I.R.S.  
IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**2** Edward F. Glassmeyer  
CHECK THE APPROPRIATE (a) BOX IF A MEMBER OF (b) x A GROUP  
**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

**5** WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
**7** SOLE VOTING POWER

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
0 Shares of Common Stock SHARED VOTING POWER  
10,798,985 Shares of Common Stock

**9** SOLE  
DISPOSITIVE  
POWER

0 Shares of  
Common Stock  
**10** SHARED  
DISPOSITIVE  
POWER

10,798,985  
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Common Stock

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AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,798,985 Shares of  
Common Stock  
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AGGREGATE  
AMOUNT IN  
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CERTAIN  
SHARES  
**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

31.7%  
**14** TYPE OF REPORTING  
PERSON

IN

**1** NAME OF REPORTING PERSON  
I.R.S.  
IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**2** Fredric W. Harman  
CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x  
**3** A GROUP  
**4** SEC USE ONLY  
SOURCE OF FUNDS

**5** WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
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**7** SOLE VOTING POWER

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SHARED VOTING POWER

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**13** PERCENT OF CLASS  
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AMOUNT IN ROW (11)

31.7%  
**14** TYPE OF REPORTING  
PERSON

IN

**1** NAME OF REPORTING  
PERSON  
I.R.S.  
IDENTIFICATION NOS.  
OF ABOVE PERSONS  
(ENTITIES ONLY)

**2** Ann H. Lamont  
CHECK THE  
APPROPRIATE  (a)   
**3** BOX IF A  
MEMBER OF (b)   
A GROUP  
**4** SEC USE ONLY  
SOURCE OF FUNDS

**5** WC  
CHECK BOX  
IF  
DISCLOSURE  
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PROCEEDING  
IS  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
**6** CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

United States  
SOLE  
VOTING  
**7** POWER

0 Shares of  
Common Stock  
SHARED  
VOTING  
POWER

**8** NUMBER OF  
SHARES  
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OWNED BY  
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REPORTING  
PERSON WITH:  
10,798,985  
Shares of  
Common Stock

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DISPOSITIVE  
POWER

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**13** PERCENT OF CLASS  
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AMOUNT IN ROW (11)

31.7%  
**14** TYPE OF REPORTING  
PERSON

IN



Statement on Schedule 13D/A

This Amendment No. 3 to the statement on Schedule 13D (this "Statement") relates to the beneficial ownership of common stock, par value \$0.001 per share (the "Common Stock"), of U.S. Auto Parts Networks, Inc., a Delaware corporation (the "Company"). This Amendment No. 3 to the statement on Schedule 13D is being filed on behalf of the Reporting Persons and amends and supplements the statement on Schedule 13D originally filed with the United States Securities and Exchange Commission ("SEC") by the Reporting Persons on December 9, 2008, as previously amended. Unless otherwise defined, all capitalized terms used herein shall have the respective meanings given to such terms in the initial Schedule 13D.

This Amendment No. 3 to statement on Schedule 13D is being filed to reflect changes in the number of shares of Common Stock held and percentage beneficial ownership, as previously reported on the Form 5 filed with the SEC on December 31, 2015 and the removal of Gerald R. Gallagher as a Reporting Person.

**Item 2. IDENTITY AND BACKGROUND**

Item 2 of the Schedule 13D is hereby amended by removing the following from the list of filing Persons:

Gerald R. Gallagher

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

On March 31, 2015, June 30, 2015, September 30, 2015, and December 31, 2015, the Company distributed shares of Common Stock of 8,876, 8,752, 9,403, and 7,209, respectively, as a dividend to Oak Investment Partners XI, which resulted from Series A Preferred Stock.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) and (b)

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The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons is based upon 34,080,828 shares of Common Stock outstanding as of October 30, 2015, as reported by the Company in its Quarterly Report on Form 10-Q for the period ended September 30, 2015 (as filed with the Securities and Exchange Commission on November 30, 2015) (the “U.S. Auto Parts 10-Q”).

Oak Associates XI is the general partner of Oak Investment Partners XI. Oak Management is the manager of Oak Investment Partners XI. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of the general partner of Oak Investment Partners XI, and, as such, may be deemed to possess shared beneficial ownership of any shares of common stock held by such entities.

Amounts shown as beneficially owned by each of Oak Investment Partners XI, Oak Associates XI, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont include 9,419,675 shares of Common Stock and 1,379,310 shares of Series A Convertible Preferred Stock owned directly by Oak Investment Partners XI.

Please see Items 7, 8, 9, 10, 11 and 13 of the respective cover sheet for each Reporting Person.

(c) Except as otherwise described herein, no transactions involving the class of securities reported on hereon, were effectuated during the past sixty (60) days.

(d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of securities is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(e) Mr. Gallagher ceased to be the beneficial owner of more than five percent of the Common Stock as of July 17, 2014.

## **Item 7. EXHIBITS**

Item 7 of the Schedule 13D is hereby amended and supplemented to add the following exhibits:

Exhibit  
A Joint Filing Agreement.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 11, 2016

Entities:

Oak Investment Partners XI, Limited  
Partnership  
Oak Associates XI, LLC  
Oak Management Corporation

By: /s/ Ann H. Lamont  
Ann H. Lamont, as General Partner or Managing Member or as  
Attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont

By: /s/ Ann H. Lamont  
Ann H. Lamont, Individually and as Attorney-in-fact for the above-listed  
individuals

INDEX TO EXHIBITS

	<u>Page</u>
EXHIBIT A Joint Filing Agreement. Filed herewith	

EXHIBIT A

JOINT FILING AGREEMENT

Each of the undersigned hereby agree to file jointly the statement on Schedule 13D to which this Agreement is attached and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness and accuracy of information concerning any other party unless such party knows or has reason to believe such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13D, and any amendments thereto, filed on behalf of each of the parties hereto with respect to the Issuer.

Dated: March 11, 2016

Entities:

Oak Investment Partners XI, Limited  
Partnership  
Oak Associates XI, LLC  
Oak Management Corporation

By: /s/ Ann H. Lamont  
Ann H. Lamont, as General Partner or Managing Member or as  
Attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont

By: /s/ Ann H. Lamont  
Ann H. Lamont, Individually and as Attorney-in-fact for the above-listed  
individuals