

Gomes Sanjiv
Form 3
January 23, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Gomes Sanjiv

(Last) (First) (Middle)

16941 KEEGAN AVENUE

(Street)

CARSON,Â CAÂ 90746

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/18/2019

3. Issuer Name and Ticker or Trading Symbol
U.S. Auto Parts Network, Inc. [PRTS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
Interim CTO

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

37,167

D Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock Options (Right to Buy) ⁽¹⁾	09/10/2013	09/09/2023	Common Stock	16,283	\$ 0.99	D	Â
Stock Options (Right to Buy) ⁽¹⁾	11/07/2013	11/06/2023	Common Stock	15,000	\$ 2.44	D	Â
Stock Options (Right to Buy) ⁽¹⁾	01/29/2015	01/28/2025	Common Stock	15,000	\$ 2.29	D	Â
Stock Options (Right to Buy) ⁽¹⁾	01/21/2016	01/20/2026	Common Stock	15,000	\$ 2.64	D	Â
Stock Options (Right to Buy) ⁽¹⁾	01/25/2017	01/24/2027	Common Stock	5,000	\$ 3.4	D	Â
Stock Options (Right to Buy) ⁽¹⁾	01/08/2018	01/07/2028	Common Stock	7,500	\$ 2.61	D	Â
Stock Options (Right to Buy) ⁽²⁾	10/05/2018	10/04/2028	Common Stock	25,000	\$ 1.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gomes Sanjiv 16941 KEEGAN AVENUE CARSON,Â CAÂ 90746	Â	Â	Â Interim CTO	Â

Signatures

/s/ David Eisler, as Attorney-in-Fact for Sanjiv Gomes

01/23/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Twenty-five percent of the shares of stock subject to the option vest or vested on the first anniversary of the grant date, and the remainder

(1) of which vest or vested in equal monthly installments thereafter over three years, subject to such executive's continued service to the company through such dates.

(2) Fifty percent of the shares of stock subject to the option vest on the first anniversary of the grant date, and the remainder of which vest on the second anniversary of the grant date, subject to such executive's continued service to the company through such date.

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

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