

U.S. Auto Parts Network, Inc.
Form SC 13G
February 13, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)1

U.S. Auto Parts Network, Inc.

(Name of Issuer)

Common Stock Par Value \$0.001

(Title of Class of Securities)

90343C100

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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1 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 90343C100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Oak Investment Partners XI, Limited Partnership
 20-1319065

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) o
 (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person
 With

5. Sole Voting Power
 6,668,312 Shares of Common Stock

6. Shared Voting Power
 Not applicable

7. Sole Dispositive Power
 6,668,312 Shares of Common Stock

8. Shared Dispositive Power
 Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 6,668,312 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
 22.3%

12. Type of Reporting Person (See Instructions)
 PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Associates XI, LLC
20-1319921

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

5.

Sole Voting Power
Not applicable

6.

Shared Voting Power
6,668,312 Shares of Common Stock

7.

Sole Dispositive Power
Not applicable

8.

Shared Dispositive Power
6,668,312 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,668,312 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
22.3%

12. Type of Reporting Person (See Instructions)
OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Management Corporation
06-0990851
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization

Delaware
5. Number of Shares Beneficially Owned by Each Reporting Person With

Sole Voting Power
Not applicable
6. Shared Voting Power
6,668,312 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
6,668,312 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,668,312 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
22.3%
12. Type of Reporting Person (See Instructions)
CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Bandel L. Carano

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

5.

Sole Voting Power
0 Shares of Common Stock

6.

Shared Voting Power
6,668,312 Shares of Common Stock

7.

Sole Dispositive Power
0 Shares of Common Stock

8.

Shared Dispositive Power
6,668,312 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
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22.3%

12. Type of Reporting Person (See Instructions)
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Gerald R. Gallagher

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

5.

Sole Voting Power
0 Shares of Common Stock

6.

Shared Voting Power
6,668,312 Shares of Common Stock

7.

Sole Dispositive Power
0 Shares of Common Stock

8.

Shared Dispositive Power
6,668,312 Shares of Common Stock

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22.3%

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Edward F. Glassmeyer

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

5.

Sole Voting Power
0 Shares of Common Stock

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Shared Voting Power
6,668,312 Shares of Common Stock

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Sole Dispositive Power
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22.3%

12. Type of Reporting Person (See Instructions)
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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Fredric W. Harman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

5.

Sole Voting Power
0 Shares of Common Stock

6.

Shared Voting Power
6,668,312 Shares of Common Stock

7.

Sole Dispositive Power
0 Shares of Common Stock

8.

Shared Dispositive Power
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22.3%

12. Type of Reporting Person (See Instructions)
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SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ann H. Lamont

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

5.

Sole Voting Power
0 Shares of Common Stock

6.

Shared Voting Power
6,668,312 Shares of Common Stock

7.

Sole Dispositive Power
0 Shares of Common Stock

8.

Shared Dispositive Power
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22.3%

12. Type of Reporting Person (See Instructions)
IN

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Schedule 13G

Common Stock Par Value \$0.001

CUSIP No. 90343C100

Item 1.

- (a) Name of Issuer
U.S. Auto Parts Network, Inc.
- (b) Address of Issuer's Principal Executive Offices
17150 South Margay Avenue
Carson, California 90746

Item 2.

- (a) Name of Person Filing
Oak Investment Partners XI, Limited Partnership (**Oak Investment Partners XI**)
Oak Associates XI, LLC (**Oak Associates XI**)
Oak Management Corporation (**Oak Management**)
Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
- (b) Address of Principal Business Office or, if none, Residence
Ann H. Lamont
c/o Oak Management Corporation
One Gorham Island
Westport, Connecticut 06880
- (c) Citizenship
Please refer to Item 4 on each cover sheet for each filing person.
- (d) Title of Class of Securities
Common stock, par value \$0.001 per share
- (e) CUSIP Number
90343C100

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- Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable

Item 4. Ownership

The approximate percentages of Common Shares reported as beneficially owned by the Reporting Persons are based upon 29,846,757 Common Shares outstanding as of November 13, 2007, as reported in the Company's Form 10-Q filed with the Securities and Exchange Commission on November 14, 2007.

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, Gerald R. Gallagher, 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, Gerald R. Gallagher, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont include 6,668,312 shares of Common Stock owned directly by Oak Investment Partners XI.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a group and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be. Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Signature:

Dated: February 13, 2008

Entities:

Oak Investment Partners XI, Limited Partnership

Oak Associates XI, LLC

Oak Management Corporation

By: /s/ Edward F. Glassmeyer
Edward F. Glassmeyer, as
General Partner, Managing Member
Or Executive Officer (as appropriate),
or as Attorney-in-fact for the
above-listed entities

Individuals:

Bandel L. Carano

Gerald R. Gallagher

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

By: /s/ Edward F. Glassmeyer
Edward F. Glassmeyer,
Individually and as
Attorney-in-fact for the other
above-listed individuals

INDEX TO EXHIBITS

| | |
|-----------|------------------------|
| EXHIBIT A | Joint Filing Agreement |
| EXHIBIT B | Power of Attorney |

EXHIBIT A

Joint Filing Agreement

Each of the undersigned hereby agree to file jointly the statement on Schedule 13G 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, as two or more persons with respect to the same securities (17 C.F.R. §240.13d-1(k)).

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 13G, and may be attached to any amendments thereto, filed on behalf of each of the parties hereto with respect to this Issuer.

Dated: February 13, 2008

Entities:

Oak Investment Partners XI, Limited Partnership

Oak Associates XI, LLC

Oak Management Corporation

By: /s/ Edward F. Glassmeyer
Edward F. Glassmeyer, as
General Partner, Managing Member
or Executive Officer (as appropriate),
or as Attorney-in-fact for the
above-listed entities

Individuals:

Edgar Filing: U.S. Auto Parts Network, Inc. - Form SC 13G

Bandel L. Carano

Gerald R. Gallagher

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

By: /s/ Edward F. Glassmeyer
Edward F. Glassmeyer,
Individually, and as
Attorney-in-fact for the other
above-listed individuals

EXHIBIT B

Power of Attorney

The undersigned hereby make, constitute and appoint each of **Edward F. Glassmeyer** and **Ann H. Lamont**, acting jointly or individually, with full power of substitution, the true and lawful attorney-in-fact for the undersigned, in the undersigned's name, place and stead and on the undersigned's behalf, to complete, execute and file with the United States Securities and Exchange Commission (the "Commission"), a statement on Schedule 13G and/or 13D with respect to the securities of **U.S. Auto Parts Network, Inc.**, a Delaware corporation, and any and all amendments thereto pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and any other forms, certificates, documents or instruments (including a Joint Filing Agreement) that the attorneys-in-fact (or either of them) deems necessary or appropriate in order to enable the undersigned to comply with the requirements of said Section 13(d) and said rules and regulations.

Dated: February 13, 2008

Oak Management Corporation

By: /s/ Edward F. Glassmeyer
Name: Edward F. Glassmeyer

Title: President

Oak Associates XI, LLC

By: /s/ Edward F. Glassmeyer
Name:

Title: Managing Member

/s/ Fredric W. Harman

Fredric W. Harman

/s/ Bandel L.
Carano
Bandel L. Carano

/s/ Edward F. Glassmeyer
Edward F. Glassmeyer

Oak Investment Partners XI, Limited Partnership

By: Oak Associates XI, LLC, its general partner

By: /s/ Edward F. Glassmeyer
Name:

Title: Managing Member

/s/ Ann H.
Lamont
Ann H. Lamont

/s/ Gerald R. Gallagher
Gerald R. Gallagher