Khazani Sol Form 5 February 16, 2010

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Khazani Sol Symbol U.S. Auto Parts Network, Inc. (Check all applicable) [PRTS] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X__ Director 10% Owner Officer (give title (Month/Day/Year) Other (specify below) below) 12/31/2009 C/O US AUTO PARTS NETWORK. INC., 17150 MARGAY AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CARSON, CAÂ 90746 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 5. Amount of 6. 1.Title of 2. Transaction Date 2A. Deemed 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or 4) Amount (D) Price Common Â Â 12/31/2009 $J_{(1)}$ $\$ \frac{(1)}{(1)}$ 2,221,116 1,961,382 D D Stock Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Namelani		
						Exercisable	Date		Number		
					(A) (D)				of		
					(A) (D)				Shares		

of D

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Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Othe			
Khazani Sol							
C/O US AUTO PARTS NETWORK, INC.	î v	Â	Â	â			
17150 MARGAY AVENUE	AA	А	A	A			
CARSON, CA 90746							

Signatures

/s/ Amy B. Krallman, as Attorney-in-Fact for Sol Khazani 02/16/2010

**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).

On June 24, 2009 1,747,403 shares were transferred from the Khazani Living Trust Established October 26, 2004 to the Mina Khazani (1) Living Trust Established June 1, 2007. On October 5, 2009, pursuant to a dissolution, Mr. Khazani resigned as co-trustee of the Mina Khazani Annuity Trust Established November 18, 2006. Mina Khazani is sole trustee of both Mina Khazani trusts mentioned above.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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