U.S. Auto Parts Network, Inc.

Form 4

March 24, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Evangelist Shane N

Symbol

[PRTS]

5. Relationship of Reporting Person(s) to

Issuer

U.S. Auto Parts Network, Inc.

2. Issuer Name and Ticker or Trading

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

(Middle) (Month/Day/Year)

(Zip)

03/23/2015

below) Chief Executive Officer

C/O U.S. AUTO PARTS NETWORK, INC., 16941 KEEGAN

(Street)

(State)

AVENUE

(City)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

CARSON, CA 90746

. •		Tabi	e I - Noll-D	erivative St	ecuriu	es Acqu	in eu, Disposeu oi	, or belieficiali	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(mstr. 5 tile 1)		
Common Stock	03/23/2015		A(1)	147,150	A	\$ 0	464,339	D	
Common Stock	03/23/2015		F(2)	68,351	D	\$ 2.18	395,988	D	

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Relationships

03/23/2015

Reporting Owners

Remaining					
Director	10% Owner	Officer	Other		
X		Chief Executive Officer			
	Director X	Director 10% Owner	•		

16941 KEEGAN AVENUE CARSON, CA 90746

Signatures

/s/ Bryan P. Stevenson, as Attorney-in-Fact for Shane Evangelist

> **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).
- In accordance with the Stock Unit Award Agreement dated February 14, 2014, the reporting person was granted 147,150 restricted stock units, vesting upon completion of certain performance requirements. It was determined on March 23, 2015 that the performance **(1)** requirements were met, resulting in vesting of 100% of the restricted stock units. These restricted stock units immediately converted to common stock.
- Pursuant to the Stock Unit Award Agreement dated February 14, 2014, the Issuer elected to cancel and not issue vested shares to satisfy tax withholding obligations of the reporting person.

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.

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