

Pine Richard E  
Form 4  
April 13, 2007

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pine Richard E

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/11/2007

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
V.P. of Strategic Planning

C/O U.S. AUTO PARTS  
NETWORK, INC., 17150 SOUTH  
MARGAY AVENUE

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

CARSON, CA 90746

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474  
(9-02)

**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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)	Date Exercisable	Expiration Date	Title Amount Number Shares
Option (right to buy) <sup>(1)</sup>	\$ 5.81	04/11/2007	04/11/2007	A	124,663	03/31/2008 <sup>(2)</sup> 04/10/2017	Common Stock 124,663

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pine Richard E C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746	X		V.P. of Strategic Planning	

## Signatures

/s/ Jason R. Wisniewski, as Attorney-in-Fact for Richard E.  
Pine 04/13/2007

\_\_\_\_ 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).

### (1) Granted pursuant to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan

All of the options are performance based and only vest to the extent that U.S. Auto Parts Network, Inc.'s adjusted EBIDTA as reported in the Company's audited financial statements for the fiscal year ending December 31, 2007 ("EBITDA") exceeds \$14.0 Million (the "Minimum Threshold"). Provided that on March 31, 2008, the Minimum Threshold of EBITDA is met, the option will become

- (2) exercisable with respect to (i) 50% of the shares if EBITDA is at least \$14.0 Million; (ii) 63% of the shares if EBITDA is at least \$15.0 Million; (iii) 75% of the shares if EBITDA is at least \$16.0 Million, (iv) 80% of the shares if EBITDA is at least \$17.0 Million; (v) 85% of the shares if EBITDA is at least \$18.0 Million; (vi) 92% of the shares if EBITDA is at least \$19.0 Million; and (vii) 100% if EBITDA is at least \$20.0 Million. No shares will vest if EBITDA is less than \$14.0 Million.

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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