

Kanen David
Form 4
December 07, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kanen David

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)
10141 SWEET BAY COURT

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

PARKLAND, FL 33076

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

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	11/30/2018		P		131,823	A	\$ 1.24	173,513	D	
Common Stock								2,005,928	I	The Philotimo Fund LP
Common Stock	11/29/2018		P		388,804	A	\$ 1.1096	1,884,933	I	Kanen Wealth Management LLC ⁽³⁾
Common Stock	11/30/2018		P		979,281	A	\$ 1.24	2,864,214	I	Kanen Wealth

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
Common Stock		12/03/2018		P	15,805	A \$ 1.2399	2,880,019 (1) (2)	I	Kanen Wealth Management LLC (3)
Common Stock		12/04/2018		P	35,605	A \$ 1.25	2,915,624 (1) (2)	I	Kanen Wealth Management LLC (3)
Common Stock		12/06/2018		P	24,910	A \$ 1.23	2,940,534 (1) (2)	I	Kanen Wealth Management LLC (3)

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

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.

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(9-02)

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

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kanen David 10141 SWEET BAY COURT PARKLAND, FL 33076		X		
		X		

Kanen Wealth Management LLC
10141 SWEET BAY COURT
PARKLAND, FL 33076

Philotimo Fund, LP
5850 CORAL RIDGE DRIVE, SUITE 309 X
CORAL SPRINGS, FL 33076

Signatures

/s/ David L. Kanen 12/07/2018
__Signature of Reporting Person Date

/s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member 12/07/2018
__Signature of Reporting Person Date

/s/ The Philotimo Fund By: David L. Kanen 12/07/2018
__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).

This Form 4 is filed jointly by David Kanen, Kanen Wealth Management, LLC ("KWM") and the Philotimo Fund, LP (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a group that may be deemed to collectively

- (1) beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.

Mr. Kanen beneficially owns, pursuant to the beneficial ownership rules of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 5,119,975 shares of Common Stock, which represent approximately 14.6% of the Issuer's outstanding shares of Common Stock. Pursuant to such beneficial ownership rules, Mr. Kanen, as the managing member of KWM, may be deemed to

- (2) beneficially own the 3,114,047 shares of Common Stock held in customer accounts managed by KWM (including the 173,513 shares held in Mr. Kanen's account) and the 2,005,928 shares of Common Stock held by The Philotimo Fund LLC, of which KWM is the general partner. Mr. Kanen expressly disclaims such beneficial ownership except to the extent of his pecuniary interest therein. Mr. Kanen does not have a pecuniary interest under Section 16 of the Exchange Act in the shares of Common Stock held in customer accounts managed by KWM other than the 173,513 shares held in Mr. Kanen's account.

- (3) KWM does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM. The number reflected above excludes 173,513 shares held in Mr. Kanen's account as described in footnote 2 above.

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.