

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Kanen David</b>			2. Issuer Name and Ticker or Trading Symbol <b>U.S. Auto Parts Network, Inc. [PRTS]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/21/2019</b>					
5850 CORAL RIDGE DRIVE, SUITE 309								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
CORAL SPRINGS, FL 33076								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	(A) or (D)	Price			
Common Stock	08/21/2019		J		371,704 <u>(1) (2)</u>	D	\$ 1.1856 <u>(3)</u>	2,824,091	I	Kanen Wealth management LLC <u>(4)</u>
Common Stock	08/22/2019		P		15,690 <u>(1) (2)</u>	A	\$ 1.2647 <u>(5)</u>	2,839,781	I	Kanen Wealth Management LLC <u>(4)</u>
Common Stock								173,514	D	
Common Stock								1,605,928	I	The Philotimo Fund

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 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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	<b>Relationships</b>			
	Director	10% Owner	Officer	Other

Kanen David 5850 CORAL RIDGE DRIVE SUITE 309 CORAL SPRINGS, FL 33076	X	X		
Philotimo Fund, LP 5850 CORAL RIDGE DRIVE, SUITE 309 CORAL SPRINGS, FL 33076		X		
Kanen Wealth Management LLC 5850 CORAL RIDGE DRIVE SUITE 309 CORAL SPRINGS, FL 33076		X		

## Signatures

/s/ David L. Kanen		08/23/2019
**Signature of Reporting Person		Date
/s/ Kanen Wealth Management LLC By: David L. Kanen		08/23/2019
**Signature of Reporting Person		Date
/s/ The Philotimo Fund By: David L. Kanen		08/23/2019
**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) 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 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.

(2) Mr. Kanen beneficially owns, pursuant to the beneficial ownership rules of Section 13(d) of the Securities Exchange Act of 1934, as amended, the shares of Common Stock listed in Column 4 of this Form 4, which represent approximately 14% 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 beneficially own the shares of Common Stock held in customer accounts managed by KWM as disclosed in this Form 4 (including the 173,514 shares held in Mr. Kanen's account) and the 1,605,928 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 173,514 shares held in Mr. Kanen's Account.

(3) On August 21, 2019, KWM sold shares of Common Stock in a liquidation at the direction of the client. Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in these shares. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.18 to \$1.21, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) 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 173,514 shares held in Mr. Kanen's account as described in footnote 2 above.

(5) On August 22, 2019, KWM purchased shares of Common Stock for managed client accounts. The price reported in Column 4 is a weighted average price. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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