

U.S. Auto Parts Network, Inc.  
Form SC 13D/A  
December 10, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

U.S. Auto Parts Network, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

90343C100

(CUSIP Number)

Mr. David L. Kanen

Kanen Wealth Management, LLC

5850 Coral Ridge Drive, Suite 309

Coral Springs, FL 33076

(631) 863-3100

ANDREW M. FREEDMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 6, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP NO. 90343C100

|    |  |
|----|--|
| 1  | NAME OF REPORTING<br>PERSON  |
| 2  | PHILOTIMO FUND, LP<br>CHECK THE<br>APPROPRIATE<br>BOX IF A MEMBER <sup>(a)</sup><br>OF A GROUP <sup>(b)</sup>  |
| 3  | SEC USE ONLY   |
| 4  | SOURCE OF FUNDS  |
| 5  | WC<br>CHECK BOX IF<br>DISCLOSURE OF<br>LEGAL<br>PROCEEDINGS IS<br>REQUIRED<br>PURSUANT TO<br>ITEM 2(d) OR 2(e) |
| 6  | CITIZENSHIP OR PLACE OF<br>ORGANIZATION  |
| 7  | DELAWARE<br>SOLE VOTING<br>POWER<br>- 0 -  |
| 8  | SHARED<br>VOTING<br>POWER<br>2,005,928   |
| 9  | SOLE<br>DISPOSITIVE<br>POWER<br>- 0 -  |
| 10 | SHARED<br>DISPOSITIVE<br>POWER<br>2,005,928  |

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

2,005,928

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

5.7%

14 TYPE OF REPORTING  
PERSON

IA, PN

CUSIP NO. 90343C100

|   |  |   |
|---|--|---|
| 1   | NAME OF REPORTING PERSON   |   |
|   | KANEN WEALTH MANAGEMENT, LLC   |   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)                                   |   |
|   | (b)  |   |
| 3   | SEC USE ONLY   |   |
| 4   | SOURCE OF FUNDS  |   |
|   | OO; AF   |   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |   |
|   | FLORIDA  |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7<br><br><br>8<br><br><br>9<br><br>10  | SOLE VOTING<br>POWER<br><br>- 0 -<br>SHARED<br>VOTING<br>POWER<br><br>4,946,462<br>SOLE<br>DISPOSITIVE<br>POWER<br><br>- 0 -<br>SHARED<br>DISPOSITIVE<br>POWER<br><br>4,946,462 |

|    |   |
|----|---|
| 11 | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON                |
|    | 4,946,462   |
| 12 | CHECK BOX IF THE<br>AGGREGATE<br>AMOUNT IN ROW<br>(11) EXCLUDES<br>CERTAIN SHARES |
| 13 | PERCENT OF CLASS<br>REPRESENTED BY AMOUNT<br>IN ROW (11)                          |
|    | 14.1%   |
| 14 | TYPE OF REPORTING<br>PERSON   |
|    | IA, OO  |

CUSIP NO. 90343C100

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | DAVID L. KANEN   |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>         |                          |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | PF; OO   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | USA  |                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 173,513                  |
|   | 8  | SHARED VOTING POWER      |
|   |  | 4,946,462                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 173,513                  |
|   | 10   | SHARED DISPOSITIVE POWER |

4,946,462

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,119,975

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14.6%

14 TYPE OF REPORTING  
PERSON

IN



CUSIP NO. 90343C100

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends and restates Amendment No.2 to the Schedule 13D in order to verify certain information as well as incorporate transactions subsequent to Amendment No. 2.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Philotimo were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The Shares purchased by KWM were purchased with the funds for the accounts of its customers (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The Shares purchased by Mr. Kanen were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The aggregate purchase price of the 2,940,534 Shares beneficially owned by KWM is approximately \$4,164,432 including brokerage commissions. The aggregate purchase price of the 2,005,928 Shares beneficially owned by Philotimo is approximately \$2,652,505 including brokerage commissions. The aggregate purchase price of the 173,513 Shares beneficially owned by Mr. Kanen is approximately \$225,303 including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 34,986,782 Shares outstanding as of October 26, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 31, 2018.

A. Philotimo

(a) As of the close of business on December 6, 2018, Philotimo beneficially owned 2,005,928 Shares.  
Percentage: Approximately 5.7%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 2,005,928
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 2,005,928

(c) The transactions in the Shares by Philotimo since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

B. KWM

(a) As of the close of business on December 6, 2018, KWM beneficially owned 2,940,534 Shares. KWM, as the general partner of Philotimo, may be deemed the beneficial owner of the 2,005,928 Shares owned by Philotimo.  
Percentage: Approximately 14.1%

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- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 4,946,462
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 4,946,462

(c) The transactions in the Shares by KWM since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

C.

Mr. Kanen

As of the close of business on December 6, 2018, Mr. Kanen directly beneficially owned 173,513 Shares. Mr. (a) Kanen, as the managing member of KWM, may be deemed the beneficial owner of the (i) 2,940,534 Shares owned by KWM and (ii) 2,005,928 Shares owned by Philotimo.  
Percentage: Approximately 14.6%

- (b)
1. Sole power to vote or direct vote: 173,513
  2. Shared power to vote or direct vote: 4,946,462
  3. Sole power to dispose or direct the disposition: 173,513
  4. Shared power to dispose or direct the disposition: 4,946,462

(c) The transactions in the Shares by Mr. Kanen since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference. The transactions in the Shares on behalf of KWM since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

KWM, in its role as investment manager to several customer accounts (collectively, the “Accounts”) to which it furnishes investment advice, and Mr. Kanen, as the managing member of KWM, may each be deemed to beneficially own shares of the Issuer’s Shares held in the Accounts.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 7, 2018

KANEN WEALTH  
MANAGEMENT, LLC

By: /s/ David L. Kanen  
Name: David L. Kanen  
Title: Managing Member

PHILOTIMO FUND, LP

Kanen Wealth  
Management, LLC  
By:

its general partner

By: /s/ David L. Kanen  
Name: David L. Kanen  
Title: Managing Member

/s/ David L. Kanen  
DAVID L. KANEN

CUSIP NO. 90343C100

**SCHEDULE A**

**Transactions in the Shares of the Issuer Since the Filing of Amendment No. 2 to the Schedule 13D**

| <u>Nature of the Transaction</u> | <u>Amount of Shares</u><br><u>Purchased/(Sold)</u> | <u>Date of</u><br><u>Price (\$)</u><br><u>Purchase/Sale</u> |
|----------------------------------|--|---|
|----------------------------------|--|---|

**KANEN WEALTH MANAGEMENT, LLC**

|                          |         |        |            |
|--------------------------|---------|--------|------------|
| Purchase of Common Stock | 50,222* | 1.4300 | 10/26/2018 |
| Purchase of Common Stock | 388,804 | 1.1096 | 11/29/2018 |
| Purchase of Common Stock | 979,281 | 1.2400 | 11/30/2018 |
| Purchase of Common Stock | 15,805  | 1.2399 | 12/03/2018 |
| Purchase of Common Stock | 35,605  | 1.2500 | 12/04/2018 |
| Purchase of Common Stock | 24,910  | 1.2300 | 12/06/2018 |

**DAvid L. Kanen**

|                          |         |        |            |
|--------------------------|---------|--------|------------|
| Purchase of Common Stock | 1,678   | 1.4300 | 10/26/2018 |
| Purchase of Common Stock | 131,823 | 1.2400 | 11/30/2018 |

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\* The transaction on 10/26/2018 in Amendment No. 2 incorrectly stated the total number of common stock purchased by Kanen Wealth Management, LLC. The value listed above, 50,222, is an accurate reflection.