

Kanen David
Form 3
December 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Kanen David			(Month/Day/Year)	U.S. Auto Parts Network, Inc. [PRTS]	
(Last)	(First)	(Middle)	11/28/2018	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
10141 SWEET BAY COURT					
(Street)				(Check all applicable)	
				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	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
PARKLAND,Â FLÂ 33076					
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	41,690	D	Â
Common Stock	2,005,928 <u>(1)</u> <u>(2)</u>	I	The Philotimo Fund LP
Common Stock	1,496,129 <u>(1)</u> <u>(2)</u>	I	Kanen Wealth Management LLC <u>(3)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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Date Exercisable	Expiration Date	Title	Derivative Security (Instr. 4) Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kanen David 10141 SWEET BAY COURT PARKLAND, FL 33076	Â	Â X	Â	Â
Kanen Wealth Management LLC 10141 SWEET BAY COURT PARKLAND, FL 33076	Â	Â X	Â	Â
Philotimo Fund, LP 5850 CORAL RIDGE DRIVE, SUITE 309 CORAL SPRINGS, FL 33076	Â	Â X	Â	Â

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 5(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 3 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 3 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 "Exchange Act"), 3,543,747 shares of Common Stock, which represent approximately 10.1% 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 1,537,819 shares of Common Stock held in customer accounts managed by KWM (including the 41,690 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 41,690 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 41,690 shares held in Mr. Kanen's account as described in footnote 2 above.

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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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