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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**AutoWeb, Inc.**

(Exact name of registrant as specified in its charter)

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| Delaware<br><hr/> <b>(State or other jurisdiction of incorporation)</b>  | 1-34761<br><hr/> <b>(Commission File Number)</b> | 33-0711569<br><hr/> <b>(IRS Employer Identification No.)</b> |
| 18872 MacArthur Boulevard, Suite 200, Irvine,<br>California<br><hr/> <b>(Address of principal executive offices)</b> |  | 92612-1400<br><hr/> <b>(Zip Code)</b>                        |

**Registrant's telephone number, including area code (949) 225-4500**

**Inducement Stock Option Award Agreement**  
(Full title of the plan)

**Glenn E. Fuller, Esq.**  
**Executive Vice President, Chief Legal and Administrative  
Officer and Secretary**

**18872 MacArthur Blvd., Suite 200,  
Irvine, California 92612-1400**  
(Name and address of agent for service)  
**(949) 862-1392**  
(Telephone number of agent for service)

*With a copy to:*

**Keith Paul Bishop, Esq.**  
**Allen, Matkins, Leck, Gamble, Mallory & Natsis LLP**  
**1900 Main Street, 5<sup>th</sup> Floor**  
**Irvine, California 92614-7321**  
**Telephone: (949) 851-5428**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Exchange Act.

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### CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered   | Amount<br>To Be<br>Registered <sup>(1)</sup> | Proposed<br>Maximum<br>Offering Price<br>Per Share | Proposed<br>Maximum<br>Aggregate<br>Offering Price | Amount of<br>Registration Fee |
|--|--|--|--|-------------------------------|
| Common Stock, par value \$0.001 and associated preferred share purchase right <sup>(2)</sup> | 1,000,000 <sup>(3)</sup>                     | \$ 3.26 <sup>(4)</sup>                             | \$ 3,260,000                                       | \$ 405.87                     |

- (1) The number of shares of common stock, par value \$0.001 per share (the “**Common Stock**”), stated above consists of the aggregate number of shares which may be sold under the Inducement Stock Option Award Agreement (Non-Qualified Stock Options) entered into with Jared R. Rowe on April 12, 2018 (“**Inducement Agreement**”). The maximum number of shares which may be sold under the Inducement Agreement is subject to adjustment in accordance with certain anti-dilution and other provisions of the Inducement Agreement. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement includes, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions. The preferred share purchase rights, which are attached to the shares of Common Stock registered hereunder, will be issued for no additional consideration. Accordingly, no additional registration fee is required.
  - (2) Each share of Common Stock being registered hereunder, if issued prior to the termination by the Registrant of its Tax Benefit Preservation Plan dated May 26, 2010 with Computershare Trust Company, N.A., as amended by Amendment No. 1 dated as of April 14, 2014 and Amendment No. 2 dated April 13, 2017, includes rights to acquire Series A Junior Participating Preferred Stock. Prior to the occurrence of certain events, these rights will not be exercisable or evidenced separately from the Common Stock and have no value except as reflected in the market price of the shares to which they are attached.
  - (3) Represents 1,000,000 shares of Common Stock issuable pursuant to the Inducement Agreement.
  - (4) Such shares are issuable upon exercise of outstanding options with a fixed exercise price. Pursuant to Rule 457(h) of the Securities Act, the aggregate offering price and the fee have been computed upon the basis of the price at which the option may be exercised, which was the closing price of a share of Common Stock on the date of grant of such option as reported on the NASDAQ Capital Market on April 12, 2018.
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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information required by Part I of Form S-8 will be sent or given to the employee as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (“**Securities Act**”). These documents are not required to be and are not filed with the Securities and Exchange Commission (“**Commission**”) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

AutoWeb, Inc., a Delaware corporation (“**Registrant**”), is subject to the informational and reporting requirements of Sections 13(a) and 14 of the Securities Exchange Act of 1934, as amended (“**Exchange Act**”), and in accordance therewith files reports, proxy statements and other information with the Commission.

The following documents, which are on file with the Commission, are incorporated herein by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on March 15, 2018.
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarter ended March 31, 2018, filed on May 10, 2018, and for the quarter ended June 30, 2018, filed on August 2, 2018.
- (c) The Registrant’s Current Reports on Form 8-K filed on February 20, 2018, March 8, 2018, March 28, 2018, and June 27, 2018.
- (d) The description of the Common Stock and associated preferred share purchase rights which is contained in the Registrant’s Registration Statements on Form 8-A filed under the Exchange Act on March 13, 1997, March 5, 1999, and June 2, 2010.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents with the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement. Unless expressly incorporated by reference into this registration statement, a report (or portion thereof) furnished, but not filed, on Form 8-K under the Exchange Act is not incorporated by reference into this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (“**DGCL**”) authorizes the Registrant to indemnify its directors and officers subject to specified conditions. Section 145 provides that it is not exclusive of other rights to which a director or officer may be entitled under any bylaw, agreement, vote of the stockholders or disinterested directors or otherwise.

Article IX of the Registrant’s Sixth Restated Certificate of Incorporation generally requires the Registrant to indemnify to the fullest extent permitted and in accordance with the laws of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent of another enterprise against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably occurred provided specified conditions are met. Article IX also requires (in the case of a director) and permits (in the case of an officer, employee or agent) the Registrant to advance expenses incurred in defending a proceeding upon the receipt of an undertaking to repay the advance if it is ultimately determined that the person is not entitled to be indemnified. The rights set forth in Article IX are not exclusive.

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Article VII of the Registrant's Seventh Amended and Restated Bylaws generally requires the Registrant to indemnify to the maximum extent and in the manner permitted by the DGCL any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent of another enterprise, or as a member of any committee or similar body, provided specified conditions are met. Article VII also requires the Registrant to advance expenses incurred by a present or former officer or director in defending a proceeding upon receipt of an undertaking to repay the advance if it is ultimately determined that the person is not entitled to be indemnified. The Registrant has entered into agreements to indemnify its directors and officers to the fullest extent permitted by Delaware law. These agreements, subject to specified conditions, indemnify the Registrant's directors and officers for expenses including attorneys' fees, judgments, fines and settlement amounts incurred by any such person in any action or proceeding arising out of such person's services as an officer or director of the Registrant.

As permitted by Section 102(b)(7) of the DGCL, Article IX of the Registrant's Sixth Restated Certificate of Incorporation provides that a director shall not be personally liable to the Registrant or any stockholder for monetary damages for breach of fiduciary duty, except for any matter in respect of which that director (1) is liable under Section 174 of the DGCL (or any amendment or successor thereto), or (2) is liable by reason that, in addition to any and all other requirements for liability, the director: (a) shall have breached the director's duty of loyalty to the Registrant or its stockholders; (b) shall not have acted in good faith or, in failing to act, shall not have acted in good faith; (c) shall have acted in a manner involving intentional misconduct or a knowing violation of the law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or (d) shall have derived an improper personal benefit.

To the extent indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant as discussed above, the Registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

A policy of directors' and officers' liability insurance is maintained by the Registrant that insures directors and officers for losses as a result of claims against directors and officers of the Registrant in their capacity as directors and officers and also reimburses the Registrant for payments permitted by the DGCL.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

| Exhibit No.           | Description  |
|-----------------------|--|
| <a href="#">4.1</a>   | Sixth Restated Certificate of Incorporation of AutoWeb, Inc., incorporated by reference to Exhibit 3.4 to the Current Report on Form 8-K filed with the SEC on October 10, 2017 (SEC File No. 001-34761) (" <b>October 2017 Form 8-K</b> ").   |
| <a href="#">4.2</a>   | Seventh Amended and Restated Bylaws of AutoWeb dated October 9, 2017, incorporated by reference to Exhibit 3.5 to the October 2017 Form 8-K.   |
| <a href="#">4.3</a>   | Tax Benefit Preservation Plan dated as of May 26, 2010, between Company and Computershare Trust Company, N.A., as rights agent, together with the following exhibits thereto: Exhibit A – Form of Right Certificate; and Exhibit B – Summary of Rights to Purchase Shares of Preferred Stock of Company, incorporated by reference to <a href="#">Exhibit 4.1</a> to the Current Report on Form 8-K filed with the SEC on June 2, 2010 (SEC File No. 000-22239), Amendment No. 1 to Tax Benefit Preservation Plan dated as of April 14, 2014, between Company and Computershare Trust Company, N.A., as rights agent, incorporated by reference to <a href="#">Exhibit 4.1</a> to the Current Report on Form 8-K filed with the SEC on April 16, 2014 (SEC File No. 001-34761), Amendment No. 2 to Tax Benefit Preservation Plan dated as of April 13, 2017, between Company and Computershare Trust Company, N.A., as rights agent, incorporated by reference to <a href="#">Exhibit 4.1</a> to the Current Report on Form 8-K filed with the SEC on April 14, 2017 (SEC File No. 001-34761). |
| <a href="#">4.4</a>   | Certificate of Adjustment Under Section 11(m) of the Tax Benefit Preservation Plan, incorporated by reference to Exhibit 4.3 to the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, filed with the SEC on November 8, 2012 (SEC File No. 001-34761).  |
| <a href="#">5.1*</a>  | Opinion of Allen Matkins Leck Gamble Mallory & Natsis LLP.   |
| <a href="#">23.1*</a> | Consent of Moss Adams LLP.   |
| <a href="#">23.2*</a> | Consent of Allen Matkins Leck Gamble Mallory & Natsis LLP (included in Exhibit 5.1).   |
| <a href="#">24.1*</a> | Power of Attorney (included on the Signature Page).  |
| <a href="#">99.1</a>  | Inducement Stock Option Award Agreement (Non-Qualified Stock Options), dated April 12, 2018, by and between the Company and Jared R. Rowe, which is incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on April 18, 2018 (SEC File No. 001-34761).   |

\* Filed herewith

## Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

A. (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (A) (1) (i) and (A) (1) (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Irvine, State of California, on August 2, 2018.

Date: August 2, 2018

AUTOWEB, INC.

By: /s/ Glenn E. Fuller  
Glenn E. Fuller, Executive Vice President, Chief  
Legal and Administrative Officer and Secretary

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jared R. Rowe, Glenn E. Fuller, and Wesley Ozima, with full power to act without the other, and each of them, as such person's true and lawful attorney- or attorneys-in-fact and agent or agents, with full power of substitution and re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any other regulatory authority, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or such person's substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Title</b>  | <b>Date</b>    |
|---|---|----------------|
| <u>/s/ Michael J. Fuchs</u><br>MICHAEL J. FUCHS         | Chairman of the Board and Director  | August 2, 2018 |
| <u>/s/ Jared R. Rowe</u><br>JARED R. ROWE               | Chief Executive Officer, President and Director (Principal Executive Officer)                       | August 2, 2018 |
| <u>/s/ Wesley Ozima</u><br>WESLEY OZIMA                 | Interim Chief Financial Officer, Senior Vice President (Principal Financial and Accounting Officer) | August 2, 2018 |
| <u>/s/ Michael A. Carpenter</u><br>MICHAEL A. CARPENTER | Director  | August 2, 2018 |
| <u>/s/ Matias de Tezanos</u><br>MATIAS DE TEZANOS       | Director  | August 2, 2018 |
| <u>/s/ Mark N. Kaplan</u><br>MARK N. KAPLAN             | Director  | August 2, 2018 |
| <u>/s/ Jeffrey M. Stibel</u><br>JEFFREY M. STIBEL       | Director  | August 2, 2018 |
| <u>/s/ Janet M. Thompson</u><br>JANET M. THOMPSON       | Director  | August 2, 2018 |
| <u>/s/ Jose Vargas</u><br>JOSE VARGAS                   | Director  | August 2, 2018 |

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## Allen Matkins

Allen Matkins Leck Gamble Mallory & Natsis LLP  
Attorneys at Law  
1900 Main Street, 5<sup>th</sup> Floor | Irvine, CA 92614-7321  
Telephone: 949.553.1313 | Facsimile: 949.553.8354  
www.allenmatkins.com

**Keith Paul Bishop**

E-mail: kbishop@allenmatkins.com

Direct Dial: 949.851.5428 File Number: 119520-00002/OC1190575.01

August 2, 2018

AutoWeb, Inc.  
18872 MacArthur Boulevard, Second Floor  
Irvine, CA 92612-1400  
Attention: Glenn E. Fuller, Esq.  
Executive Vice President, Chief Legal and  
Administrative Officer and Secretary

**Re: AutoWeb, Inc. — Registration Statement for Offering of an Aggregate of 1,000,000 Shares of Common Stock**

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Dear Ladies and Gentlemen:

We have acted as counsel to AutoWeb, Inc., a Delaware corporation (the “**Company**”), in connection with the registration on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), of 1,000,000 shares of the Company’s common stock, par value \$0.001 per share, (the “**Shares**”) authorized for issuance under the Inducement Stock Option Award Agreement (Non-Qualified Stock Options) entered into with Jared R. Rowe on April 12, 2018 (“**Agreement**”). This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have reviewed the Company’s charter documents, originals or copies of certificates of public officials and officers of the Company, and the text of the Agreement. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with originals of all documents submitted to us as copies. Our opinion set forth below is based on the text of the Agreement included as Exhibit 10.2 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on April 18, 2018. Our opinion is expressed only with respect to the federal laws of the United States of America and the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

Based on this review and subject to the foregoing, we are of the opinion that if, as and when the Shares have been issued and sold (and the consideration, constituting not less than the par value per Share, fully received) pursuant to the provisions of the Agreement and in accordance with the Registration Statement, such Shares will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the regulations thereunder.

This opinion letter is rendered as of the date first written above and assumes that no changes in the law will have occurred, including changes affecting the valid issuance of the Shares. We disclaim any obligation to advise you of facts, circumstances, events or developments which here-after may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company and the Shares. This opinion is rendered solely in connection with the Registration Statement and may not be relied upon by you for any other purpose or relied upon by any other person without our prior written consent.

Very truly yours,

/s/ Allen Matkins Leck Gamble Mallory & Natsis LLP  
Allen Matkins Leck Gamble Mallory & Natsis LLP

KPB:kp

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) of our report dated March 15, 2018, relating to the consolidated financial statements of AutoWeb, Inc. which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Accounting Standards Update (“ASU”) 2015-17, Balance Sheet Classification of Deferred Taxes, and ASU 2016-09, Improvements to Employee Share-Based Payment Accounting) and the effectiveness of internal control over financial reporting of the Company (which report expresses an adverse opinion on the effectiveness of the internal control over financial reporting because of a material weakness in the design of the controls), appearing in the Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

San Diego, California  
August 2, 2018

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