

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ceiba International Corp</u>  (Last) (First) (Middle) 13 CALLE 2-60, ZONA 10, EDIFICIO TOPACIO, AZUL, OF 1301  (Street) GUATEMALA J8 01010  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AutoWeb, Inc. [ AUTO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/22/2017		A		258,410 <sup>(1)(2)</sup>	A	\$12.49 <sup>(3)</sup>	1,733,678 <sup>(4)</sup>	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Junior Participating Convertible Stock	\$12.49	06/22/2017		M		25,841		(1)(2)	(5)	Common Stock	258,410	\$0 <sup>(1)(2)</sup>	0	D	
Warrant (Right to buy Series B Preferred Stock)	\$184.87	06/22/2017		M		22,797 <sup>(6)</sup>		(6)	10/01/2022	Common Stock	227,970	\$0 <sup>(1)(2)</sup>	0	D	
Warrant (Right to buy Common Stock)	\$184.87	06/22/2017		A		227,970 <sup>(6)</sup>		(6)	10/01/2022	Common Stock	227,970	\$1.72 <sup>(7)</sup>	0	D	

**Explanation of Responses:**

- On June 22, 2017, stockholders of the Company approved the conversion of the Company's Series B Junior Participating Convertible Preferred Stock, \$0.001 par value per share ("Series B Preferred Stock"), and the issuance of shares of the Company's Common Stock, \$0.001 par value per share ("Common Stock"), upon such conversion at a ratio of 10 shares of Common stock for each share of Series B Preferred Stock converted. This approval also resulted in the conversion of outstanding warrants to acquire shares of Series B Preferred Stock (the "Preferred Stock Warrants") into warrants to acquire shares of Common Stock at the same conversion ratio (the "Common Stock Warrants"). The balance of the information for this footnote appears as Footnote (2).
- Upon such approval, and without any action by Ceiba International Corp., Ceiba International Corp. was automatically issued shares of Common Stock and Common Stock Warrants upon the conversion of the shares of Series B Preferred Stock and Preferred Stock Warrants, respectively, that were owned indirectly and directly. Such issuances were exempt transactions under Rules 16b-3 and 16b-6.
- Pursuant to the Certificate of Designations of the Series B Preferred Stock, the conversion price was \$12.49 per share.
- Includes 1,475,268 shares of Common Stock owned by Auto Holdings.
- The Series B Preferred Stock had no expiration date.
- The warrants will become exercisable on October 1, 2018, subject to the satisfaction of the following additional vesting conditions: (i) with respect to the first 1/3 of the warrant shares, if at any time after the issuance date of the warrants and prior to the expiration date of the warrants the weighted average closing price of the Common Stock on The Nasdaq Capital Market for the preceding 30 trading days (adjusted for any stock splits, stock dividends, reverse stock splits or combinations of the Common Stock occurring after the issuance date) ("Weighted Average Closing Price") is at or above \$30.00; (ii) with respect to the second 1/3 of the warrant shares, if at any time after the issuance date and prior to the expiration date the Weighted Average Closing Price is at or above \$37.50; and (iii) with respect to the last 1/3 of the warrant shares, if at any time after the issuance date and prior to the expiration date the Weighted Average Closing Price is at or above \$45.
- On October 1, 2015, a wholly owned subsidiary of the Company merged with AutoWeb ("Merger"). On the effective date of the Merger, Ceiba International Corp., directly received 25,841 shares of Series B Preferred Stock (valued at \$124.94 per Series B Preferred Stock or \$12.49 per share of Common Stock) and 22,797 Preferred Stock Warrants (valued at \$17.15 per Series B Warrant to purchase a share of Series B Preferred Stock or a \$1.72 per Common Stock Warrant to Purchase a share of Common Stock) in exchange for the AutoWeb Common Stock owned by the reporting person.

/s/ Richard Aitkenhead 04/26/2018  
Castillo, Director

\*\* Signature of Reporting Person Date

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

\* 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).

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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