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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933



**AutoWeb, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-34761**  
(Commission File Number)

**33-0711569**  
(IRS Employer Identification No.)

**400 North Ashley Drive, Suite 300  
Tampa, Florida 33602-4314**  
(Address of principal executive offices) (Zip Code)

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

**Autobytel Inc. Amended and Restated 2001 Restricted Stock and Option Plan**  
(Full title of the plan)

**Glenn E. Fuller, Esq.**  
**Executive Vice President, Chief Legal Officer and Secretary**  
**18872 MacArthur Blvd., Suite 200**  
**Irvine, California 92612-1400**  
(Name and address of agent for service)

**(949) 862-1392**  
(Telephone number, including area code, of agent for service)

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   
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 Securities Act.

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**Explanatory Note**  
**Deregistration of Shares**

AutoWeb, Inc. (formerly Autobyte Inc.), a Delaware corporation ("**Registrant**"), is filing this Post-Effective Amendment No. 2 to the Form S-8 Registration Statement (File No. 333-67692) to deregister shares of Registrant's common stock, par value \$0.001 per share ("**Shares**"), previously registered for offer and sale under Registrant's Amended and Restated 2001 Restricted Stock and Option Plan formerly known as the Autobyte.com Inc. 2001 Restricted Stock Plan (the "**Plan**").

On August 16, 2001, Registrant filed with the Securities and Exchange Commission (the "**Commission**"), a Registration Statement on Form S-8 (File No. 333-67692), as amended by that certain Post-Effective Amendment No.1 to Form S-8 filed with the Commission on July 31, 2003 (as amended, the "**Form S-8**"), pursuant to which it registered 1,500,000 Shares to be issued to participants under the Plan.

In accordance with an undertaking made by Registrant in the Form S-8 to remove from registration, by means of a post-effective amendment, any of the Shares that had been registered for issuance that remain unsold at the termination of the offering, Registrant hereby removes from registration all of such Shares of Registrant registered but unsold under the Form S-8, if any.

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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 Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (Registration No. 333-67692) to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 19, 2020

AUTOWEB, INC.

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

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