

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. 2)<sup>1</sup>

AutoWeb, Inc.  
(Name of Issuer)

Common Stock, \$0.001 par value per share  
(Title of Class of Securities)

05335B100  
(CUSIP Number)

DANIEL M. NEGARI  
2121 E. Tropicana Avenue, Suite 2  
Las Vegas, Nevada 89119  
(702) 900-2999

STEVE WOLOSKY, 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)

April 21, 2022  
(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.

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<sup>1</sup> 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*).

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|   |   |   |
|---|---|---|
| 1   | NAME OF REPORTING PERSON<br><br>The 1 8 999 Trust   |   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>   |   |
| 3   | SEC USE ONLY  |   |
| 4   | SOURCE OF FUNDS<br><br>WC   |   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> |   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Nevada  |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br><br>- 0 -          |
|   | 8   | SHARED VOTING POWER<br><br>908,112      |
|   | 9   | SOLE DISPOSITIVE POWER<br><br>- 0 -     |
|   | 10  | SHARED DISPOSITIVE POWER<br><br>908,112 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>908,112                                     |   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                  |   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>6.5%  |   |
| 14  | TYPE OF REPORTING PERSON<br><br>OO  |   |

|   |   |   |
|---|---|---|
| 1   | NAME OF REPORTING PERSON<br><br>Daniel M. Negari  |   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>   |   |
| 3   | SEC USE ONLY  |   |
| 4   | SOURCE OF FUNDS<br><br>PF, AF   |   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> |   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>USA   |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7   | SOLE VOTING POWER<br><br>133            |
|   | 8   | SHARED VOTING POWER<br><br>908,112      |
|   | 9   | SOLE DISPOSITIVE POWER<br><br>133       |
|   | 10  | SHARED DISPOSITIVE POWER<br><br>908,112 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>908,245                                     |   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                  |   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>6.5%  |   |
| 14  | TYPE OF REPORTING PERSON<br><br>IN  |   |

|   |  |   |
|---|--|---|
| 1   | NAME OF REPORTING PERSON<br><br>The Insight Trust  |   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3   | SEC USE ONLY   |   |
| 4   | SOURCE OF FUNDS<br><br>WC  |   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Nevada   |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER<br><br>- 0 -          |
|   | 8  | SHARED VOTING POWER<br><br>200,200      |
|   | 9  | SOLE DISPOSITIVE POWER<br><br>- 0 -     |
|   | 10   | SHARED DISPOSITIVE POWER<br><br>200,200 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>200,200  |   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>1.4%   |   |
| 14  | TYPE OF REPORTING PERSON<br><br>OO   |   |

|   |  |   |
|---|--|---|
| 1   | NAME OF REPORTING PERSON<br><br>Michael R. Ambrose   |   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3   | SEC USE ONLY   |   |
| 4   | SOURCE OF FUNDS<br><br>AF  |   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>USA  |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER<br><br>- 0 -          |
|   | 8  | SHARED VOTING POWER<br><br>200,200      |
|   | 9  | SOLE DISPOSITIVE POWER<br><br>- 0 -     |
|   | 10   | SHARED DISPOSITIVE POWER<br><br>200,200 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>200,200  |   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>1.4%   |   |
| 14  | TYPE OF REPORTING PERSON<br><br>IN   |   |

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

On April 21, 2022, the parties to that certain Joint Filing Agreement, dated December 14, 2018, agreed to terminate such agreement effective immediately. Accordingly, the Reporting Persons are no longer members of a Section 13(d) group. Mr. Negari and the 18999 Trust shall continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Mr. Negari and the 18999 Trust are parties to the Joint Filing Agreement, as further described in Item 6.

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

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

The securities of the Issuer directly owned by the 18999 Trust and the Insight Trust were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 908,112 Shares directly owned by the 18999 Trust is approximately \$3,404,101, including brokerage commissions. The aggregate purchase price of the 200,200 Shares directly owned by the Insight Trust is approximately \$574,237, including brokerage commissions.

The Shares directly owned by Mr. Negari were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 133 Shares directly owned by Mr. Negari is approximately \$485, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

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

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 14,051,149 Shares outstanding as of April 20, 2022, which is the total number of Shares outstanding as reported in the Issuer’s definitive proxy statement filed with the Securities and Exchange Commission on April 21, 2022.

As of the date hereof, the 18999 Trust directly beneficially owned 908,112 Shares, constituting approximately 6.5% of the outstanding Shares.

As of the date hereof, Mr. Negari directly owned 133 Shares, constituting less than 1% of the outstanding Shares. Mr. Negari, as trustee of the 18999 Trust, may be deemed to beneficially own the 908,112 Shares beneficially owned by the 18999 Trust, which, together with the 133 Shares he directly owns, constitutes approximately 6.5% of the Shares outstanding.

As of the date hereof, the Insight Trust directly owned 200,200 Shares, constituting approximately 1.4% of the outstanding Shares. Mr. Ambrose, as trustee of the Insight Trust, may be deemed to beneficially own the 200,200 Shares beneficially owned by the Insight Trust, constituting approximately 1.4% of the outstanding Shares.

Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(c) The Reporting Persons have not entered into any transactions in the Shares during the past sixty days.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On April 25, 2022, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons who will remain Reporting Persons subsequent to this Amendment No. 2 agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of the Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement, dated April 25, 2022.

SIGNATURES

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

Dated: April 25, 2022

The 1 8 999 Trust

By: /s/ Daniel M. Negari  
Name: Daniel M. Negari  
Title: Trustee

/s/ Daniel M. Negari  
Daniel M. Negari

The Insight Trust

By: /s/ Michael R. Ambrose  
Name: Michael R. Ambrose  
Title: Trustee

/s/ Michael R. Ambrose  
Michael R. Ambrose



**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of common stock, \$0.001 par value, of AutoWeb, Inc., a Delaware corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: April 25, 2022

The 1 8 999 Trust

By: /s/ Daniel M. Negari  
Name: Daniel M. Negari  
Title: Trustee

/s/ Daniel M. Negari  
Daniel M. Negari