

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Edwards Scott L.</u> (Last) (First) (Middle) 400 NORTH ASHLEY DRIVE STE. 300 (Street) TAMPA FL 33602 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/07/2022	3. Issuer Name and Ticker or Trading Symbol <u>AutoWeb, Inc. [AUTO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, Digital Marketing Ops	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)
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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 Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Options (Right to Buy)	02/07/2023 ⁽¹⁾	02/07/2029	Common Stock	50,000	2.75	D
Employee Stock Options (Right to Buy)	02/07/2023 ⁽²⁾	02/07/2029	Common Stock	35,000	2.75	D

Explanation of Responses:

- Grant to reporting person of inducement options to buy shares of common stock in transaction exempt under Rule 16b-3. These options will become vested and exercisable as follows: (i) 33 1/3% (adjusted to avoid the vesting of fractional options) shall vest and become exercisable on February 7, 2023, and (ii) 1/36 (adjusted monthly to avoid the vesting of fractional options in any month) shall vest and become exercisable on each successive monthly anniversary thereafter for the following 24 months ending February 7, 2025.
- Grant to reporting person of options to buy shares of common stock in transaction exempt under Rule 16b-3. These options will become vested and exercisable as follows: (i) 33 1/3% (adjusted to avoid the vesting of fractional options) shall vest and become exercisable on February 7, 2023, and (ii) 1/36 (adjusted monthly to avoid the vesting of fractional options in any month) shall vest and become exercisable on each successive monthly anniversary thereafter for the following 24 months ending February 7, 2025.

/s/ Glenn E. Fuller,
Attorney-in-Fact

02/17/2022

** 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned (“**Grantor**”) hereby constitutes and appoints Glenn E. Fuller and David Michael Beck, and each of them individually, as Grantor’s true and lawful attorney-in-fact and agent, for Grantor and in Grantor’s name, place and stead, in any and all capacities, with full power to act alone, to (1) execute Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder; and (2) do and perform all necessary or desirable acts to complete and execute any of those Forms 3, 4 or 5 or any amendments, including the execution for and on behalf of the undersigned, the Form ID Application required to be filed with the Securities and Exchange Commission (“**SEC**”) in order to obtain SEC Edgar filing codes, and timely file the aforementioned Forms with the SEC and any stock exchange or similar authority, hereby granting unto said attorney-in-fact and agent, full power and authority to do and perform any and all acts and things requisite and necessary to be done in connection therewith, as fully to all intents and purposes as Grantor might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof.

This Limited Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof (“**Prior Powers of Attorney**”), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This limited power of attorney shall remain in full force and effect until Grantor is no longer required to file any of Forms 3, 4 or 5 with respect to Grantor’s holdings of, and transactions in, securities of AutoWeb, Inc., unless earlier revoked by Grantor in a signed writing delivered to Glenn E. Fuller, David Michael Beck, or any substitute therefor, if any. This limited power of attorney may be filed with the SEC as a confirming statement of the authority granted herein.

Date: 2/7/2022

Grantor

/s/ Scott L. Edwards
Scott L. Edwards