

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 16, 2022



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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	AUTO	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On April 16, 2022, the Board of Directors (“**Board**”) of AutoWeb, Inc., a Delaware corporation (“**Company**”), approved an amendment to Section 3.02 of the Company’s Seventh Amended and Restated Bylaws (“**Bylaw Amendment**”) to decrease the number of authorized directors on the Board from eight (8) to seven (7) members. The Bylaw Amendment will be effective upon expiration of the term of the Board’s Class III Directors upon commencement of the 2022 Annual Meeting of Stockholders.

Item 7.01 Regulation FD Disclosure

In connection with the Bylaw Amendment described in Item 5.03 of this Current Report on Form 8-K, the Board has decided not to nominate Michael J. Fuchs for election as a member of the Board at the 2022 Annual Meeting of Stockholders.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

3.1	Amendment Number 1 to Seventh Amended and Restated Bylaws of AutoWeb, Inc. (to be effective upon the expiration of the term of the Class III Directors upon commencement of the 2022 Annual Meeting of Stockholders)
104	Cover Page Interactive Data File (formatted as inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 21, 2022

AUTOWEB, INC.

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

AMENDMENT NO. 1

TO

SEVENTH AMENDED AND RESTATED BYLAWS

OF

AUTOWEB, INC.

(a Delaware corporation)

Effective upon expiration of the term of the Board of Directors' Class III Directors upon commencement of the 2022 Annual Meeting of Stockholders of AutoWeb, Inc. ("**Corporation**"), Article III, Section 3.02 of the Seventh Amended and Restated Bylaws of the Corporation is hereby amended in its entirety to read as set forth below:

"Section 3.02 NUMBER. The authorized number of directors of the Corporation shall be seven (7) members until changed by an amendment of this Section 3.02. Directors need not be stockholders in the Corporation."