

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Hannan Joseph Patrick</u> <hr/> (Last) (First) (Middle) 18872 MACARTHUR BLVD. SUITE 200 <hr/> (Street) IRVINE CA 92612 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/17/2018	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) <u>EVP, Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)

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				
<u>Employee Stock Option (Right to Buy)</u>	(1)	12/17/2025	<u>Common Stock</u>	120,000	2.3	D

Explanation of Responses:

1. Grant on December 17, 2018 to reporting person of inducement options to buy shares of the Company's common stock in transaction exempt under Rule 16b-3. Inducement stock options shall vest as follows: (i) thirty-three and one-third percent (33 1/3%) shall vest and become exercisable on the first anniversary after the grant date; and (ii) one thirty-sixth (1/36th) shall vest and become exercisable on each successive monthly anniversary thereafter for the following twenty-four (24) months ending on the third anniversary of such vesting commencement date.

/s/ Glenn E. Fuller, Attorney-in-Fact 12/20/2018

** 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 D. 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, D. 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: 12/17/2018

Grantor

/s/ Joseph P. Hannan
Joseph P. Hannan
