

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
(Rule 14d-101)

Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934

AUTOWEB, INC.
(Name of Subject Company)

AUTOWEB, INC.
(Name of Persons Filing Statement)

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

05335B100
(CUSIP Number of Class of Securities)

Glenn E. Fuller
Executive Vice President, Chief Legal Officer and Secretary
AutoWeb, Inc.

400 North Ashley Drive, Suite 300
Tampa, Florida 33602
(949) 225-4500

(Name, address, and telephone numbers of person authorized to receive notices and communications
on behalf of the persons filing statement)

Copies to

Matthew B. Dubeck
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333 S. Grand Ave
Los Angeles, California 90071
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Schedule 14D-9 filing relates solely to preliminary communications made before the commencement of a planned tender offer (the "Offer") by Unity AC 2, Inc. ("Purchaser"), a wholly owned subsidiary of Unity AC 1, LLC, Inc. ("Parent"), for all of the outstanding shares of common stock, par value \$0.001 per share of AutoWeb, Inc. (the "Company"), to be commenced pursuant to the Agreement and Plan of Merger, dated July 24, 2022, among the Company, Parent, and Purchaser (the "Merger Agreement"). If successful, the Offer will be followed by a merger of Purchaser with and into the Company (the "Merger").

This Schedule 14D-9 filing consists of the following documents relating to the proposed Offer and Merger:

- [Exhibit 99.1](#): Joint Press Release, dated July 25, 2022 (incorporated by reference from Exhibit 99.1 to the Current Report on Form 8-K listed as Exhibit 99.2)
- Exhibit 99.2: Current Report on Form 8-K filed July 25, 2022 available [\[here\]](#)
- [Exhibit 99.3](#): Email to AutoWeb Employees dated July 25, 2022
- [Exhibit 99.4](#): Script for AutoWeb Employee Team Meeting held July 25, 2022

Additional Information

This report on Schedule 14D-9 is being filed in accordance with the requirements of the Exchange Act and is neither a recommendation, an offer to purchase nor a solicitation of an offer to sell any securities of the Company. The tender offer described in this document and the exhibits filed herewith has not yet commenced. This document is provided for informational purposes only. At the time the tender offer is commenced, Parent and Purchaser will file with the SEC a Tender Offer Statement on Schedule TO containing an offer to purchase, a form of letter of transmittal and other documents relating to the tender offer, and the Company will file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, THE RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WILL CONTAIN IMPORTANT INFORMATION. THE COMPANY'S STOCKHOLDERS ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF THE COMPANY'S SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES. The offer to purchase, the related letter of transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of the Company's stock at no expense to them. Those documents may be obtained without charge at the SEC's website at www.sec.gov or by directing a request

to Purchaser or its agent for the tender offer as will be set forth in the tender offer documents. Free copies of those materials and other tender offer documents will also be made available by the information agent for the tender offer.

Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements, including involving the consummation of the Merger, in addition to historical information. The Company uses words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “intend,” “looking forward,” “may,” “plan,” “potential,” “project,” “should,” “target,” “will” and “would” or any variations of these words or other words with similar meanings to identify such forward-looking statements. All statements that address activities, events or developments that the Company intends, expects or believes may occur in the future are forward-looking statements. These forward-looking statements may relate to such matters as the Company’s industry, business strategy, goals and expectations concerning the Company’s market position, future operations, future performance or results, margins, profitability, capital expenditures, liquidity and capital resources, interest rates and other financial and operating information and the outcome of contingencies such as legal and administrative proceedings. The following are some of the factors that could cause actual future results to differ materially from those expressed in any forward-looking statements: (i) uncertainties as to the timing of the Offer and the Merger; (ii) the risk that the Offer or the Merger may not be completed in a timely manner or at all; (iii) uncertainties as to the percentage of the Company’s stockholders tendering their shares in the Offer; (iv) the possibility that competing offers or acquisition proposals for the Company will be made; (v) the possibility that any or all of the various conditions to the consummation of the Offer or the Merger may not be satisfied or waived; (vi) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, including in circumstances which would require the Company to pay a termination fee or other expenses; (vii) risks regarding the failure of Parent to consummate the necessary financing arrangements; (viii) the effect of the announcement or pendency of the transactions contemplated by the Merger Agreement on the Company’s ability to retain and hire key personnel, its ability to maintain relationships with its customers, suppliers and others with whom it does business, or its operating results and business generally; (ix) risks related to diverting management’s attention from the Company’s ongoing business operations; (x) the risk that stockholder litigation in connection with the transactions contemplated by the Merger Agreement may result in significant costs of defense, indemnification and liability and (xi) other factors as set forth from time to time in the Company’s filings with the SEC, including its Form 10-K for the fiscal year ended December 31, 2021 and any subsequent Forms 10-Q. Any forward-looking statement made by the Company in this communication speaks only as of the date hereof. Factors or events that could affect the transactions contemplated by the Merger Agreement or cause the Company’s actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

Distribution Date: Monday, July 25, 2022 9am EDT

Distribution: All AutoWeb employees

Subject: Important Company Update

Team,

This morning, we publicly announced that AutoWeb has entered into a definitive merger agreement to be acquired by a subsidiary of One Planet Group LLC. As you know, a special committee of AutoWeb's Board of Directors has sought out and carefully considered a range of strategic opportunities for AutoWeb to best provide value for Company stockholders. We are pleased to share that the result of these efforts is a strategic acquisition designed to achieve sustainable profitability for AutoWeb's business.

The acquisition is structured as a cash tender offer, followed by a second-step merger, the details of which are set forth in the Form 8-K that will be filed shortly, and the associated press release. The acquisition is expected to close by September 16, 2022.

Please join us at our Team Update Meeting today to learn more about One Planet Group LLC, the mechanics of the acquisition, and next steps for the AutoWeb team.

jared

Script for AutoWeb All Team Meeting

Jared: Good morning everyone, thank you for joining us. Many of you may already be aware that we reached an important milestone in our efforts to identify the best next steps for AutoWeb. As you'll remember, in May, AutoWeb disclosed substantial doubt about its ability to continue as a going concern and announced the formation of a special committee of the board to explore strategic options, including continuing to seek debt or equity financing, evaluating the potential sale of the Company or its assets, seeking partnership or licensing transactions, and restructuring the Company's debt and operations.

Over the past few months, the special committee of the board has sought out and carefully considered a wide range of opportunities for AutoWeb's business to best provide value for Company stockholders. Today, we are pleased to announce that the Board of Directors has approved AutoWeb's entry into a definitive merger agreement to be acquired by a subsidiary of One Planet Group LLC.

This is great news for the team, as this is a strategic acquisition with the goal of returning AutoWeb to sustainable profitability. Many of you may be familiar with the One Planet Group, or one of its operating businesses, Buyerlink, which was formerly known as Reply!, has been a strategic partner of AutoWeb for some time. Buyerlink is the leading online auction marketplace for the generation and monetization of locally targeted and category-specific consumer demand, with deep roots in the automotive industry. One Planet Group knows our business well, and they even know our business on a more personal level. One Planet founder and CEO, Payam Zamani, was one of two original founders of Autoweb.com in 1994. That business eventually merged with Autobytel post its IPO, so Payam is an important part of the foundation of today's AutoWeb. Payam is on the call with us today, and I'm going to turn it over to him very shortly.

Before I do that, I just want to give everyone a brief explanation of how the acquisition is expected to proceed. You may have seen the press release issued this morning announcing that the acquisition is structured as a cash tender offer, followed by a second-step merger. This means that a business entity owned by the One Planet Group will soon make a formal tender offer to buy stock from existing stockholders. Once the entity has acquired over fifty percent of shares and the second step merger closed, AutoWeb, Inc. will become a wholly-owned subsidiary of One Planet's subsidiaries and all shares not tendered in the tender offer will be converted into the right to receive the same cash purchase price as the tendered shares. This is expected to happen prior to September 16 of this year.

During the tender process and prior to the close of the acquisition, AutoWeb will continue its current operations. CarZeus operations will continue to be suspended and AutoWeb will continue all efforts to preserve cash and liquidity pending completion of the deal. Immediately upon close, AutoWeb's business will continue to operate as AutoWeb, Inc., which will then be a privately held subsidiary of One Planet.

Before I hand it over to Payam, I want to share with you that Payam will be assuming the role of President and CEO of AutoWeb, which means that I will be transitioning out of the business once the acquisition is complete. Our whole senior leadership team is already working closely with Payam and One Planet to effectuate a smooth and successful transition for the team over the coming weeks, and I am confident that AutoWeb will benefit from knowledgeable and effective leadership as it enters this new phase.

On a personal note, it has been my privilege to work with you all over these very eventful four years. On my first day with the team, I would never have anticipated how often we would use the word "unprecedented" – and while we have faced unusual and challenging times together, both in our industry and in the world – this team's resiliency and adaptability has truly been unprecedented in my career so far. So thank you. I'm proud of the work we've done and excited for AutoWeb's future with the team from One Planet. And with that, I will turn it over to Payam.

Payam: Thank you Jared, and hello everyone. I am very happy to be here today, and to be seeing you all face to face. I know we are giving you a lot of information today, and that at the same time it will also feel like not enough. I first want to assure you that One Planet shares AutoWeb's commitment to transparency, and that we will share as much information as we can as our transition work progresses. Due to the structure of the acquisition, I may not be able to give specific answers to all your questions today, but as we work through the transition and integration planning, I promise to keep you updated as much as possible.

It's a bit of a surreal moment sitting here with the AutoWeb team of today. As you may or may not know, I was a co-founder of the original autoweb.com back in the early 90s. My brother and I built that company from scratch, taking it from just a glimmer of an idea to ultimately a public offering in 1999. Back then, the automotive world was on the brink of major disruption as the industry moved online, and in many ways, autoweb.com helped shape the way we have bought and sold cars over the last two and half decades. Our industry has again been through a lot in the past few years, but today I am glad to be here with this team, ready to evolve for the industry of the future.

Over the past several weeks, I've had the opportunity to meet with many of AutoWeb's leaders and have been impressed with the team's talent and depth of knowledge. I have every confidence that together, we can set AutoWeb on a healthier path to sustainable profitability.

A bit about One Planet Group. At One Planet, we believe that something greater than capitalism drives us. I founded the company with the belief that for-profit businesses are also capable of, if not obligated to, make the world a better place. I've often said that line between for-profit and non-profit should be blurred. One Planet is infused with core foundational values that promote diversity and inclusion, unity, service to humanity, and excellence in all things.

At One Planet Group we run a suite of online technology and media businesses with interests that span a variety of industries including ad tech, publishing, and media. The management team, many of whom have been with me for many years, strives to implement best business practices while also fostering an environment that promotes equality, love, and empowerment. I recommend you all go to the One Planet website and at the top, you can click and view our Culture Manual.

I strongly believe that AutoWeb's culture and set of values are highly complementary to ours and that together we will work in a way that transcends the basic transactions of business.

Finally – and this is where the level of information may be less than satisfying – I want to share what I can about what will happen when the acquisition is complete. As Jared already discussed, I'm looking forward to leading the AutoWeb team when the time comes. I want to thank Jared for his dedication to AutoWeb and for his efforts in effectuating this transaction so far. We will continue to work together closely to make this transition as smooth and successful as possible for the entire team.

With the signing of the definitive merger agreement completed, we are now focused on creating more detailed transition and integration plans for AutoWeb's business. We know at this stage that AutoWeb, Inc. will remain a separate entity, and that we don't have an immediate plan to merge operations with Buyerlink or any of our other businesses. For the stability of the team, we will also not be making any immediate modifications to salaries, wages, benefits, or policies for AutoWeb team members.

We will be pursuing an aggressive timeline to achieve profitability and I will be seeking input from across the business on how best to achieve this in a sustainable way. There is much work to be done on this front and we have much to learn from one another. I look forward to speaking with you all again soon, and I'll hand it back to Jared to wrap up.

Jared: Thanks Payam. Everyone knows that this is the part of the meeting where I would typically open it up for live Q&A. As Payam referenced earlier though, the nature of the tender offer structure is such that we are limited at this time in how we can share information. For that reason, instead of doing a live Q&A today, we want to collect whatever questions you may have, and we will distribute an FAQ document answering as many of them as we can.

I know it's a bit of an unusual format for us – please understand, I can speak for both Payam and myself when I tell you that we would rather field your questions right now, but it's just not practicable given the communication requirements around tender offers. I assure you that as soon as we can speak more candidly, we will. And in the meantime, please submit any questions you may have to Sara so that we can distribute as much information as possible over the next few days.

I'll conclude today by just saying thank you. Thank you to the entire team for maintaining focus and energy through this period of uncertainty, and to the team members who worked to achieve this positive outcome for the team. There are a lot of people on both sides of this who have worked very hard and spent some sleepless nights to get to this point, so thank you for all those efforts in particular. I appreciate you and your efforts and look forward to working with you all on this transition in the coming weeks. Stay safe, stay focused, stay healthy. Talk soon.