

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-34761



AutoWeb, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

33-0711569

(I.R.S. Employer Identification No.)

18872 MacArthur Boulevard, Suite 200
Irvine, California 92612-1400
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (949) 225-4500

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

Title of each class

Common Stock, par value \$0.001 per share

Name of each exchange on which registered

The Nasdaq Capital Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Based on the closing sale price of \$4.52 for our common stock on The Nasdaq Capital Market on June 30, 2018, the aggregate market value of outstanding shares of common stock held by non-affiliates was approximately \$44 million.

As of March 5, 2019, 12,985,950, shares of our common stock were outstanding.

Documents Incorporated by Reference

Portions of our Definitive Proxy Statement for the 2019 Annual Meeting, expected to be filed within 120 days of our fiscal year end, are incorporated by reference into Part III of this Annual Report on Form 10-K.

EXPLANATORY NOTE

This Form 10-K/A Amendment No. 1 (“**Amendment**”) is being filed by AutoWeb, Inc., a Delaware corporation (“**Company**”), to amend its Annual Report on Form 10-K for the year ended December 31, 2018, originally filed with the Securities and Exchange Commission (“**SEC**”) on March 7, 2019 (“**Original Filing**”). The purpose of this Amendment is to amend and restate in its entirety the Exhibit Index of Part IV, solely to add and correct certain hyperlinks to the Exhibit Index.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (“**Exchange Act**”), new certifications by the Company’s principal executive officer and principal financial officer pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 are being filed as exhibits to this Amendment; however, paragraphs 3, 4, and 5 of the certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 have been omitted because this Amendment does not contain any financial statements nor does it contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K under the Exchange Act.

Except as expressly described above and as set forth herein, this Amendment does not modify the Original Filing in any way, including, without limitation, to reflect events occurring after the date of, or update any of the disclosures included in, the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing and with the Company’s other filings with the SEC subsequent to the Original Filing.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(3) Exhibits:

The exhibits filed or furnished as part of this Annual Report on Form 10-K are those listed in the following Exhibit Index.

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
2.1‡	Asset Purchase and Sale Agreement dated as of December 19, 2016 by and among Company, Car.com, Inc., a Delaware corporation, and Internet Brands, Inc., a Delaware corporation, incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed with the SEC on December 21, 2016 (SEC File No. 001-34761).
3.1	Sixth Restated Certificate of Incorporation of AutoWeb, Inc. (filed with the Secretary of the State of Delaware on October 9, 2017), incorporated by reference to Exhibit 3.4 to the Current Report on Form 8-K filed with the SEC on October 10, 2017 (SEC File No. 001-34761).
3.2	Seventh Amended and Restated Bylaws of AutoWeb dated October 9, 2017, incorporated by reference to Exhibit 3.5 to the to the Current Report on Form 8-K filed with the SEC on October 10, 2017 (SEC File No. 001-34761).
4.1	Tax Benefit Preservation Plan dated as of May 26, 2010 between Company and Computershare Trust Company, N.A., as rights agent, together with the following exhibits thereto: Exhibit A – Form of Right Certificate; and Exhibit B – Summary of Rights to Purchase Shares of Preferred Stock of Company, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on June 2, 2010 (SEC File No. 000-22239), Amendment No. 1 to Tax Benefit Preservation Plan dated as of April 14, 2014, between Company and Computershare Trust Company, N.A., as rights agent, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on April 16, 2014 (SEC File No. 001-34761), Amendment No. 2 to Tax Benefit Preservation Plan dated as of April 13, 2017, between Company and Computershare Trust Company, N.A., as rights agent, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on April 14, 2017 (SEC File No. 001-34761).
4.2	Certificate of Adjustment Under Section 11(m) of the Tax Benefit Preservation Plan, incorporated by reference to Exhibit 4.3 to the Quarterly Report on Form 10-Q for the Quarterly Period ended September 30, 2012 filed with the SEC on November 8, 2012 (SEC File No. 001-34761).
10.1■	Autobyte.com Inc. 1999 Employee and Acquisition Related Stock Option Plan, incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-8 filed with the SEC on November 1, 1999 (SEC File No. 333-90045), as amended by Amendment No. 1 dated December 5, 2001 to the Autobyte.com Inc. 1999 Employee and Acquisition Related Stock Option Plan, and Form of Stock Option Agreement under the Autobyte.com Inc. 1999 Employee and Acquisition Related Stock Option Plan, incorporated by reference to Exhibits (d)(10) and (d)(16), respectively, to the Schedule TO-I filed with the SEC on December 14, 2001 (SEC File No. 005-58067), and Amendment No. 2 to the Autobyte.com Inc. 1999 Employee and Acquisition Related Stock Option Plan dated May 1, 2009, incorporated by reference to Exhibit 10.86 to the Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2009 filed with the SEC on July 24, 2009 (SEC File No. 000-22239).
10.2■	Form of Employee Stock Option Agreement under the Autobyte.com Inc. 1998 Stock Option Plan and the Autobyte.com Inc. 1999 Employee and Acquisition Related Stock Option Plan, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on October 3, 2008 (SEC File No. 000-22239).
10.3■	Autobyte.com Inc. 2000 Stock Option Plan, incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 filed with the SEC on June 15, 2000 (SEC File No. 333-39396); as amended by Amendment No. 1 dated December 5, 2001 to the Autobyte.com Inc. 2000 Stock Option Plan and Form of Stock Option Agreement under the Autobyte.com Inc. 2000 Stock Option Plan, incorporated by reference to Exhibits (d)(12) and (d)(17), respectively, to the Schedule TO-I, filed with the SEC on December 14, 2001 (SEC File No. 005-58067); Amendment No. 2 to the Autobyte.com Inc. 2000 Stock Option Plan, incorporated by reference to Exhibit 10.46 to the Annual Report on Form 10-K for the Year Ended December 31, 2001 filed with the SEC on March 22, 2002 (SEC File No. 000-22239); and as amended by Amendment No. 3 to the Autobyte.com Inc. 2000 Stock Option Plan dated May 1, 2009, incorporated by reference to Exhibit 10.87 to the Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2009 filed with the SEC on July 24, 2009 (SEC File No. 000-22239).

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- 10.4■ Autobyte Inc. Amended and Restated 2001 Restricted Stock and Option Plan, incorporated by reference to [Exhibit 4.7](#) to the Post-Effective Amendment to Registration Statement on Form S-8 filed with the SEC on July 31, 2003 (SEC File No. 333-67692); as amended by Amendment No. 1 to the Autobyte Inc. Amended and Restated 2001 Restricted Stock and Option Plan dated May 1, 2009, incorporated by reference to [Exhibit 10.88](#) to the Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2009 filed with the SEC on July 24, 2009 (SEC File No. 000-22239); and Form of Restricted Stock Award Agreement under the Autobyte Inc. Amended and Restated 2001 Restricted Stock and Option Plan, incorporated by reference to [Exhibit 10.1](#) to the Current Report on Form 8-K filed with the SEC on October 3, 2008 (SEC File No. 000-22239); Form of Employee Stock Option Agreement under the Autobyte Inc. Amended and Restated 2001 Restricted Stock and Option Plan, incorporated by reference to [Exhibit 10.8](#) to the Annual Report on Form 10-K for the Year Ended December 31, 2014 filed with the SEC on February 26, 2015 (SEC File No. 001-34761).
- 10.5■ Autobyte Inc. 2004 Restricted Stock and Option Plan and Form of Employee Stock Option Agreement under the Autobyte Inc. 2004 Restricted Stock and Option Plan, incorporated by reference to [Exhibits 4.8](#) and [4.9](#), respectively, to the Registration Statement on Form S-8 filed with the SEC on June 28, 2004 (SEC File No. 333-116930); as amended by Amendment No. 1 to the Autobyte Inc. 2004 Restricted Stock and Option Plan dated May 1, 2009, incorporated by reference to [Exhibit 10.89](#) to the Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2009 filed with the SEC on July 24, 2009 (SEC File No. 000-22239); Form of Outside Director Stock Option Agreement under the Autobyte Inc. 2004 Restricted Stock and Option Plan, incorporated by reference to [Exhibit 10.2](#) to the Current Report on Form 8-K filed with the SEC on November 3, 2004 (SEC File No. 000-22239); Form of Stock Option Agreement under the Autobyte Inc. 2004 Restricted Stock and Option Plan, incorporated by reference to [Exhibit 10.65](#) to the Annual Report on Form 10-K for the Year Ended December 31, 2004 filed with the SEC on May 31, 2005 (SEC File No. 000-22239); and Form of Outside Director Stock Option Agreement and Form of Letter Agreement (amending certain stock option agreements with Outside Directors) under the 2004 Restricted Stock and Option Plan, incorporated by reference to [Exhibits 10.1](#) and [10.2](#) to the Current Report on Form 8-K filed with the SEC on September 14, 2005 (SEC File No. 000-22239).
- 10.6■ Autobyte Inc. 2006 Inducement Stock Option Plan and Form of Employee Inducement Stock Option Agreement, incorporated by reference to [Exhibits 4.9](#) and [4.10](#), respectively, to the Registration Statement on Form S-8 filed with the SEC on June 16, 2006 (SEC File No. 333-135076); and as amended by Amendment No. 1 to the Autobyte Inc. 2006 Inducement Stock Option Plan dated May 1, 2009, incorporated by reference to [Exhibit 10.90](#) to the Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2009 filed with the SEC on July 24, 2009 (SEC File No. 000-22239).
- 10.7■ Autobyte Inc. 2010 Equity Incentive Plan, incorporated by reference to [Exhibit 10.2](#) to the Current Report on Form 8-K filed with the SEC on June 25, 2010 (SEC File No. 001-34761); Form of Employee Stock Option Award Agreement, Form of 2012 Performance-Based Stock Option Award Agreement, Form of Non-Employee Director Stock Option Award Agreement and Form of (Management) Employee Stock Option Award Agreement under the Autobyte Inc. 2010 Equity Incentive Plan, incorporated by reference to Exhibits [10.58](#), [10.59](#), [10.60](#) and [10.61](#), respectively, to the Annual Report on Form 10-K for the Year Ended December 31, 2011 filed with the SEC on March 1, 2012 (SEC File No. 001-34761); and Form of 2013 Performance-Based Stock Option Award Agreement under the Autobyte Inc. 2010 Equity Incentive Plan, incorporated by reference to [Exhibit 10.79](#) to the Annual Report on Form 10-K for the Year Ended December 31, 2012 filed with the SEC on February 28, 2013 (SEC File No. 001-34761).
- 10.8■ AutoWeb, Inc. (formerly Autobyte Inc.) 2014 Equity Incentive Plan, incorporated by reference to [Exhibit 10.1](#) to the Current Report on Form 8-K filed with the SEC on June 23, 2014 (SEC File No. 001-34761); Amended and Restated AutoWeb, Inc. (formerly Autobyte Inc.) 2014 Equity Incentive Plan (supersedes and replaces the AutoWeb, Inc. (formerly Autobyte Inc.) 2014 Equity Incentive Plan filed under [Exhibit 10.1](#) to the Current Report on Form 8-K filed with the SEC on June 23, 2014 (SEC File No. 001-34761), incorporated by reference to [Exhibit 10.11](#) to the Annual Report on Form 10-K for the Year Ended December 31, 2017 filed with the SEC on March 15, 2018 (SEC File No. 001-34761); Form of Non-Employee Director Stock Option Award Agreement under the Amended and Restated AutoWeb, Inc. (formerly Autobyte Inc.) 2014 Equity Incentive Plan, incorporated by reference to [Exhibit 10.12](#) on the Annual Report on Form 10-K for the Year Ended December 31, 2017 filed with the SEC on March 15, 2018 (SEC File No. 001-34761); Form of Executive Stock Option Award Agreement under the Amended and Restated AutoWeb, Inc. (formerly Autobyte Inc.) 2014 Equity Incentive Plan, incorporated by reference to [Exhibit 10.13](#) on the Annual Report on Form 10-K for the Year Ended December 31, 2017 filed with the SEC on March 15, 2018 (SEC File No. 001-34761); Form of Non-Executive Employee Stock Option Award Agreement under the Amended and Restated AutoWeb, Inc. (formerly Autobyte Inc.) 2014 Equity Incentive Plan, incorporated by reference to [Exhibit 10.14](#) on the Annual Report on Form 10-K for the Year Ended December 31, 2017 filed with the SEC on March 15, 2018 (SEC File No. 001-34761); Form of Subsidiary Employee Stock Option Award Agreement under the Amended and Restated AutoWeb, Inc. (formerly Autobyte Inc.) 2014 Equity Incentive Plan, incorporated by reference to [Exhibit 10.15](#) on the Annual Report on Form 10-K for the Year Ended December 31, 2017 filed with the SEC on March 15, 2018 (SEC File No. 001-34761); Form of Restricted Stock Award Agreement under the Amended and Restated AutoWeb, Inc. (formerly Autobyte Inc.) 2014 Equity Incentive Plan, incorporated by reference to [Exhibit 10.16](#) on the Annual Report on Form 10-K for the Year Ended December 31, 2017 filed with the SEC on March 15, 2018 (SEC File No. 001-34761).
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10.9■	AutoWeb, Inc. 2018 Equity Incentive Plan, incorporated by reference to Exhibit 10.1 on the Current Report on Form 8-K filed with the SEC on June 27, 2018 (SEC File No. 001-34761).
10.10■	Form of Non-Employee Director Stock Option Award Agreement (Non-Qualified Stock Option) under the AutoWeb, Inc. 2018 Equity Incentive Plan, incorporated by reference to Exhibit 10.8 to the Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2018 filed with the SEC on August 2, 2018 (SEC File No. 001-34761).
10.11■	Form of Employee Stock Option Award Agreement (Non-Qualified Stock Option) (Executive) under the AutoWeb, Inc. 2018 Equity Incentive Plan, incorporated by reference to Exhibit 10.9 on the Quarterly Period ended June 30, 2018 filed with the SEC on August 2, 2018 (SEC File No. 001-34761).
10.12■	Form of Employee Stock Option Award Agreement (Non-Qualified Stock Option) (Non-Executive) under the AutoWeb, Inc. 2018 Equity Incentive Plan, incorporated by reference to Exhibit 10.10 on the Quarterly Period ended June 30, 2018 filed with the SEC on August 2, 2018 (SEC File No. 001-34761).
10.13■	Form of Restricted Stock Award Agreement under the AutoWeb, Inc. 2018 Equity Incentive Plan, incorporated by reference to Exhibit 10.11 on the Quarterly Period ended June 30, 2018 filed with the SEC on August 2, 2018 (SEC File No. 001-34761).
10.14■	Form of Amended and Restated Indemnification Agreement between Company and its directors and officers, incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed with the SEC on July 22, 2010 (SEC File No. 001-34761).
10.15■	Form of Indemnification Agreement between the Company and its directors and officers, incorporated by reference to Exhibit 10.24 to the Annual Report on Form 10-K for the Year Ended December 31, 2017 filed with the SEC on March 15, 2018 (SEC File No. 001-34761).
10.16■	Employment Agreement between Jared Rowe and AutoWeb, Inc. dated April 12, 2018, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on April 18, 2018 (SEC File No. 001-34761).
10.17■	Inducement Stock Option Award Agreement between Jared Rowe and AutoWeb, Inc. dated April 12, 2018, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on April 18, 2018 (SEC File No. 001-34761).
10.18■	Letter Agreement dated October 10, 2006 between Company and Glenn Fuller, as amended by Memorandum dated April 18, 2008, Memorandum dated as of December 8, 2008, and Memorandum dated as of March 1, 2009, incorporated by reference to Exhibit 10.77 to the Annual Report on Form 10-K for the Year Ended December 31, 2008 filed with the SEC on March 13, 2009 (SEC File No. 000-22239); and as amended by Memorandum dated January 31, 2017, incorporated by reference to Exhibit 10.13 to the Annual Report on Form 10-K for the Year Ended December 31, 2016 filed with the SEC on March 9, 2017 (SEC File No. 001-34761).

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10.19 ■	Second Amended and Restated Severance Benefits Agreement dated as of April 12, 2018 between Company and Glenn Fuller, incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q filed with the SEC on May 10, 2018 (SEC File No. 001-34761).
10.20 ■*	Memorandum dated April 18, 2018 between Company and Glenn Fuller.
10.21 ■	Offer of Employment between Joseph Hannan and Company dated November 21, 2018, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on December 17, 2018 (SEC File No. 001-34761).
10.22 ■	Inducement Stock Option Award Agreement between Joseph Hannan and Company dated December 17, 2018, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on December 17, 2018 (SEC File No. 001-34761).
10.23 ■	Severance Benefits Agreement between Joseph Hannan and Company dated December 17, 2018, incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on December 17, 2018 (SEC File No. 001-34761).
10.24 ■	Offer of Employment between Daniel Ingle and Company dated November 26, 2018, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 16, 2019 (SEC File No. 001-34761).
10.25 ■*	Inducement Stock Option Award Agreement dated as of January 16, 2019 between Daniel Ingle and Company.
10.26 ■*	Severance Benefits Agreement dated January 16, 2019 between Daniel Ingle and the Company.
10.27 ■	Offer of Employment dated as of October 2, 2018 between Company and Sara Partin, incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the Quarterly Period ended September 30, 2018 filed with the SEC on November 8, 2018 (SEC File No. 001-34761).
10.28 ■	Inducement Stock Option Award Agreement dated as of October 22, 2018 between Company and Sara Partin, incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the Quarterly Period ended September 30, 2018 filed with the SEC on November 8, 2018 (SEC File No. 001-34761).
10.29 ■	Severance Benefits Agreement dated October 22, 2018 between Company and Sara Partin, incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q for the Quarterly Period ended September 30, 2018 filed with the SEC on November 8, 2018 (SEC File No. 001-34761).
10.30 ■*	Offer of Employment dated as of November 28, 2018 between Company and Timothy Branham.
10.31 ■*	Inducement Stock Option Award Agreement dated as of December 17, 2018 between Company and Timothy Branham.
10.32 ■*	Severance Benefits Agreement dated December 17, 2018 between Company and Timothy Branham.
10.33 ■	Letter Agreement dated August 6, 2004 between Company and Wesley Ozima, as amended by Memorandum dated March 1, 2009, incorporated by reference to Exhibit 10.81 to the Annual Report on Form 10-K for the Year Ended December 31, 2008 filed with the SEC on March 13, 2009 (SEC File No. 000-22239); and as amended by Memorandums dated January 22, 2016 and January 31, 2017, incorporated by reference to Exhibit 10.16 to the Annual Report on Form 10-K for the Year Ended December 31, 2016 filed with the SEC on March 9, 2017 (SEC File No. 001-34761).
10.34 ■	Amended and Restated Severance Agreement dated as of November 15, 2008 between Company and Wesley Ozima, incorporated by reference to Exhibit 10.82 to the Annual Report on Form 10-K for the Year Ended December 31, 2008 filed with the SEC on March 13, 2009 (SEC File No. 000-22239); and as amended by Amendment No. 1 dated October 16, 2012, incorporated by reference to Exhibit 10.74 to the Annual Report on Form 10-K for the Year Ended December 31, 2012 filed with the SEC on February 28, 2013 (SEC File No. 001-34761).

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10.35 ■	Stock Option Award Agreement under the Autobytel Inc. 2000 Stock Option Plan, Stock Option Award Agreement under the Autobytel Inc. Amended and Restated 2001 Restricted Stock and Option Plan, and Stock Option Award Agreement under the Autobytel Inc. 2004 Restricted Stock and Option Plan each dated effective as of April 3, 2009 between Company and Jeffrey H. Coats, incorporated by reference to Exhibits 10.92 , 10.93 and 10.94 , respectively, to the Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2009 filed with the SEC on July 24, 2009 (SEC File No. 000-22239); Employee Stock Option Award Agreement under the Amended and Restated AutoWeb, Inc. (formerly Autobytel Inc.) 2014 Equity Incentive Plan and Employee Stock Option Award Agreement under the Amended and Restated AutoWeb, Inc. (formerly Autobytel Inc.) 2014 Equity Incentive Plan, each dated as of January 21, 2016 between Company and Jeffrey H. Coats, incorporated by reference to Exhibits 10.2 and 10.3 , respectively, to the Current Report on Form 8-K filed with the SEC January 27, 2016 (SEC File No. 001-34761).
10.36 ■	Second Amended and Restated Employment Agreement dated as of April 3, 2014 between Company and Jeffrey H. Coats, incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed with the SEC on April 8, 2014 (SEC File No. 001-34761); as amended by Amendment No. 1 dated January 21, 2016, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC January 27, 2016 (SEC File No. 001-34761); and as amended by Amendment No. 2 dated September 21, 2016, incorporated by reference to Exhibit 10.3 to the Form 8-K filed with the SEC on September 26, 2016 (SEC File No. 001-34761).
10.37 ■*	Separation and Release Agreement dated as of April 30, 2018 between Company and Jeffrey Coats.
10.38 ■	Consulting Services Agreement between Jeffrey Coats and AutoWeb, Inc. dated April 13, 2018, incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on April 18, 2018 (SEC File No. 001-34761).
10.39 ■	Confidential Separation and Release Agreement dated as of June 1, 2018 between Company and Kimberly Boren, incorporated by reference to Exhibit 10.5 on the Quarterly Period ended June 30, 2018 filed with the SEC on August 2, 2018 (SEC File No. 001-34761).
10.40 ■	Consulting Services Agreement dated as of June 9, 2018 between Company and Kimberly Boren, incorporated by reference to Exhibit 10.6 on the Quarterly Period ended June 30, 2018 filed with the SEC on August 2, 2018 (SEC File No. 001-34761).
10.41	Fourth Amended and Restated Stockholder Agreement dated as of March 1, 2017, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on March 2, 2017 (SEC File No. 001-34761).
10.42	Loan Agreement dated as of February 26, 2013 by and between Company and Union Bank, N.A., a national banking association (“ Loan Agreement ”); as amended by First Amendment dated as of September 10, 2013 to Loan Agreement; as amended by Second Amendment dated as of January 13, 2014 to Loan Agreement, Security Agreement dated January 13, 2014, Commercial Promissory Note dated January 13, 2014 (\$9,000,000 Term Loan), and Commercial Promissory Note dated January 13, 2014 (\$8,000,000 Revolving Loan), incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed with the SEC on January 14, 2014 (SEC File No. 001-34761); as amended by Third Amendment dated as of May 20, 2015 to Loan Agreement, Commercial Promissory Note dated May 20, 2015 (\$15,000,000 Term Loan), and Commercial Promissory Note dated May 20, 2015 (\$8,000,000 Revolving Loan), incorporated by reference to Exhibits 10.1 , 10.2 and 10.3 to the Current Report on Form 8-K filed with the SEC on May 27, 2015 (SEC File No. 001-34761); as amended by Fourth Amendment dated as of June 1, 2016 to Loan Agreement, incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2016 filed with the SEC on August 4, 2016 (SEC File No. 001-34761); as amended by Fifth Amendment dated as of June 28, 2017 to Loan Agreement and Commercial Promissory Note dated on June 28, 2017 (\$8,000,000 Revolving Loan), incorporated by reference to Exhibits 10.2 and 10.3 to the Current Report on Form 8-K filed with the SEC on June 29, 2017 (SEC File No. 001-34761); and as amended by Sixth Amendment dated as of December 27, 2017 to Loan Agreement, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on December 27, 2017 (SEC File No. 001-34761).

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10.43	Lease Agreement dated April 3, 1997 between The Provider Fund Partners, The Colton Company (n/k/a: GFE MacArthur Investments, LLC, as successor-in-interest to The Provider Fund Partners, The Colton Company) and the Company (“ Irvine Lease ”), as amended by Amendment No. 12 dated February 6, 2009 to Irvine Lease, Amendment No. 13 dated February 6, 2009 to Irvine Lease, and Amendment No. 14 to Irvine Lease dated November 9, 2010, incorporated by reference to Exhibit 10.79 to the Annual Report on Form 10-K for the Year Ended December 31, 2011 filed with the SEC on March 1, 2012 (SEC File No. 001-34761); as amended by Amendment No. 15 dated October 31, 2012 to Irvine Lease, incorporated by reference to Exhibit 10.69 to the Annual Report on Form 10-K for the Year Ended December 31, 2012 filed with the SEC on February 28, 2013 (SEC File No. 001-34761); as amended by Amendment No. 16 to Irvine Lease dated August 7, 2015, incorporated by reference to Exhibit 10.32 to the Annual Report on Form 10-K filed with the SEC on March 10, 2016 (SEC File No. 001-34761); and as amended by Amendment No. 17 dated April 14, 2017 to the Irvine Lease dated April 3, 1997 between GFE MacArthur Investments, LLC, successor-in-interest to TFP Partners, and the Company, incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q filed with the SEC on May 4, 2017 (SEC File No. 001-34761).
10.44	Lease Agreement dated December 9, 2015 between Rivergate Tower Owner, LLC and the Company, as amended by Amendment No. 1 dated November 21, 2016, incorporated by reference to Exhibit 10.35 to the Annual Report on Form 10-K filed with the SEC on March 9, 2017 (SEC File No. 001-34761).
10.45	Contract for Lease and Deposit dated June 1, 2016 between AW GUA, Limitada, and Mertech, Sociedad Anonima, for office No. 1101, incorporated by reference to Exhibit 10.33 to Annual Report on Form 10-K filed with the SEC on March 9, 2017 (SEC File No. 001-34761).
10.46	Contract for Lease and Deposit dated June 1, 2016 between AW GUA, Limitada, and Mertech, Sociedad Anonima, for office No. 1102, incorporated by reference to Exhibit 10.34 to Annual Report on Form 10-K filed with the SEC on March 9, 2017 (SEC File No. 001-34761).
10.47‡	Master License and Services Agreement as of October 5, 2017 by and between AutoWeb and DealerX Partners, LLC, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on October 11, 2017 (SEC File No. 001-34761).
10.48‡	Stockholder Agreement dated as of October 5, 2017 by and between AutoWeb, DealerX Partners, LLC and Jeffrey Tognetti, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on October 11, 2017 (SEC File No. 001-34761).
10.49	Tax Benefit Preservation Plan Exemption Agreement and Irrevocable Proxy dated November 15, 2017 by and between AutoWeb, Piton Capital Partners LLC, a Delaware limited liability company (“ Piton Capital ”), and Piton Capital’s managing members, incorporated by reference to Exhibits 10.1 and 10.2 , respectively, to the Current Report on Form 8-K filed with the SEC on November 17, 2017 (SEC File No. 001-34761).
10.50	Tax Benefit Preservation Plan Exemption Agreement and Irrevocable Proxies, effective as of November 30, 2018, by and between AutoWeb, Inc. and Daniel M. Negari, The 1 8 999 Trust, a trust organized under the laws of Nevada, Michael R. Ambrose, and The Insight Trust, a trust organized under the laws of Nevada, incorporated by reference to Exhibits 10.1 , 10.2 , 10.3 , 10.4 and 10.5 , respectively, to the Current Report on Form 8-K filed with the SEC on November 30, 2018 (SEC File No. 001-34761).
10.51‡	Transitional License and Linking Agreement, made as of January 1, 2017, by and among Internet Brands, Inc., a Delaware corporation, Carcom, Inc., a Delaware corporation, and the Company, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 6, 2017 (SEC File No. 001-34761).
10.52	Convertible Subordinated Promissory Note dated as of January 13, 2014 (Principal Amount \$1,000,000.00) issued by Company to AutoNationDirect.com, Inc., a Delaware corporation, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 14, 2014 (SEC File No. 001-34761).

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10.53	Warrant to Purchase 69,930 Shares of Company Common Stock dated as of January 13, 2014 issued by Company to AutoNationDirect.com, Inc., a Delaware corporation, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on January 14, 2014 (SEC File No. 001-34761).
10.54	Form of Warrant to Purchase Common Stock (on an as-converted basis following the conversion of Series B Junior Preferred Stock) dated as of October 1, 2015 issued by the Company to the persons listed on Schedule A thereto, which is incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on October 6, 2015 (SEC File No. 001-34761).
21.1 *	Subsidiaries of AutoWeb, Inc.
23.1 *	Consent of Independent Registered Public Accounting Firm, Moss Adams LLP.
24.1 *	Power of Attorney (included in the signature page hereto).
31.1 *	Chief Executive Officer Section 302 Certification of Periodic Report dated March 7, 2019.
31.2 *	Chief Financial Officer Section 302 Certification of Periodic Report dated March 7, 2019.
31.3 **	Chief Executive Officer Section 302 Certification of Periodic Report dated March 11, 2019.
31.4 **	Chief Financial Officer Section 302 Certification of Periodic Report dated March 11, 2019.
32.1 *	Chief Executive Officer and Chief Financial Officer Section 906 Certification of Periodic Report dated March 7, 2019.
32.2 **	Chief Executive Officer and Chief Financial Officer Section 906 Certification of Periodic Report dated March 11, 2019.
101.INS††	XBRL Instance Document
101.SCH††	XBRL Taxonomy Extension Schema Document
101.CAL††	XBRL Taxonomy Calculation Linkbase Document
101.DEF††	XBRL Taxonomy Extension Definition Document
101.LAB††	XBRL Taxonomy Label Linkbase Document
101.PRE††	XBRL Taxonomy Presentation Linkbase Document

- * Incorporated herein by reference to its applicable Exhibit number in the Original Filing with the SEC on March 7, 2019 (SEC File No. 001-34761)
- ** Filed herewith
- Management Contract or Compensatory Plan or Arrangement.
- ‡ Certain schedules in this Exhibit have been omitted in accordance with Item 601(b)(2) of Regulation S-K. AutoWeb, Inc. will furnish supplementally a copy of any omitted schedule or exhibit to the Securities and Exchange Commission upon request; provided, however, that AutoWeb, Inc. may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedule or exhibit so furnished.
- †† Furnished with this report. In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 11th day of March, 2019.

AutoWeb, Inc.

Date: March 11, 2019

By: /s/ Jared R. Rowe
Jared R. Rowe
Chief Executive Officer

**Certification of Principal Executive Officer Required by
Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended,
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jared R. Rowe, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of AutoWeb, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 11, 2019

By: /s/ Jared R. Rowe

Jared R. Rowe
Chief Executive Officer

**Certification of Principal Financial Officer Required by
Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended,
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Joseph P. Hannan, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of AutoWeb, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 11, 2019

By: /s/ Joseph P. Hannan

Joseph P. Hannan
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Amendment No. 1 to Annual Report of AutoWeb, Inc. (the "**Company**") on Form 10-K/A for the year ended December 31, 2018 (the "**Report**"), the undersigned hereby certify in their capacities as Chief Executive Officer and Chief Financial Officer of the Company, respectively, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: March 11, 2019

By: /s/ Jared R. Rowe

Jared R. Rowe
Chief Executive Officer

Date: March 11, 2019

By: /s/ Joseph P. Hannan

Joseph P. Hannan
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.
