

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>KAPLAN MARK N</b>			2. Issuer Name and Ticker or Trading Symbol <b>AutoWeb, Inc. [ AUTO ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/31/2022</b>			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		
AUTOWEB, INC. 400 NORTH ASHLEY DRIVE, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>TAMPA FL 33602</b>								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/31/2022		J <sup>(1)</sup>		10,000	D	\$0.39	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to Buy)	\$14.07	08/31/2022		J			10,000	(2)	(2)	Common Stock	10,000	\$0	0	D	
Stock Options (Right to Buy)	\$13.06	08/31/2022		J			10,000	(2)	(2)	Common Stock	10,000	\$0	0	D	
Stock Options (Right to Buy)	\$4.34	08/31/2022		J			10,000	(2)	(2)	Common Stock	10,000	\$0	0	D	
Stock Options (Right to Buy)	\$3.69	08/31/2022		J			10,000	(2)	(2)	Common Stock	10,000	\$0	0	D	
Stock Options (Right to Buy)	\$2.74	08/31/2022		J			10,000	(2)	(2)	Common Stock	10,000	\$0	0	D	
Stock Options (Right to Buy)	\$1.1	08/31/2022		J			10,000	(2)	(2)	Common Stock	10,000	\$0	0	D	

**Explanation of Responses:**

- The Reporting Person tendered all of the Reporting Person's shares of Common Stock for, or at the effective time of the Merger Agreement (as defined below) the Reporting Person's shares of Common Stock were converted into the right to receive, a purchase price of \$0.39 per share in cash from Unity AC 2, Inc. ("Purchaser"), a wholly-owned subsidiary of Unity AC 1, LLC ("Parent"), pursuant to the terms of that certain Agreement and Plan of Merger, dated July 24, 2022, by and among the Issuer, Purchaser and Parent (the "Merger Agreement").
- Pursuant to the Merger Agreement, the Reporting Person's stock options were terminated and cancelled for no consideration as of the effective time of the Merger Agreement.

/s/ Glenn E. Fuller, Attorney-in-Fact 09/02/2022

\*\* 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 4 (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.