

# **AUTOBYTEL INC**

Reported by  
**FERRIOLO WILLIAM**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/16/16 for the Period Ending 12/15/16

Address	18872 MACARTHUR BLVD SUITE 200 IRVINE, CA 92612-1400
Telephone	9492254500
CIK	0001023364
Symbol	ABTL
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Advertising & Marketing
Sector	Consumer Cyclical
Fiscal Year	12/31

# FORM 4

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

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>FERRIOLO WILLIAM</b>		<b>AUTOBYTEL INC [ ABTL ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, CHIEF OPERATING OFFICER</b>	
(Last)                      (First)                      (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>18872 MACARTHUR BLVD., SUITE 200</b>		<b>12/15/2016</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>IRVINE, CA 92612</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)                      (State)                      (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Employee Stock Option (Right to Buy)</b>	<b>\$14.10</b>	<b>12/15/2016</b>		<b>A</b>		<b>25000</b>		<b>(1)</b>	<b>12/15/2023</b>	<b>Common Stock</b>	<b>25000</b>	<b>\$0</b>	<b>25000</b>	<b>D</b>	

#### Explanation of Responses:

( Grant to reporting person of options to buy shares of common stock in transaction exempt under Rule 16b-3. These options will become vested and  
1) exercisable as follows: (i) 33 1/3% shall vest and become exercisable on December 15, 2017 and (ii) 1/36 shall vest and become exercisable on each  
successive monthly anniversary thereafter for the following 24 months ending on December 15, 2019.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>FERRIOLO WILLIAM 18872 MACARTHUR BLVD. SUITE 200 IRVINE, CA 92612</b>			<b>EVP, CHIEF OPERATING OFFICER</b>	

#### Signatures

/s/ **Glenn E. Fuller, Attorney-in-Fact**

**12/16/2016**

\*\*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 control 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 Autobyte 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: September 20, 2016

Grantor

/s/ William Ferriolo

William Ferriolo