

# AUTOBYTEL INC

## **FORM 8-K** (Current report filing)

Filed 09/06/17 for the Period Ending 09/06/17

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

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 6, 2017



**Autobytel Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-34761  
(Commission File Number)

33-0711569  
(IRS Employer Identification No.)

18872 MacArthur Boulevard, Suite 200,  
Irvine, California  
(Address of principal executive offices)

92612-1400  
(Zip Code)

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

Not Applicable  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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**Item 7.01 Regulation FD Disclosure.**

On September 6, 2017, Autobyte Inc., a Delaware corporation (“**Company**” or “**Autobyte**”), announced that its Board of Directors had approved a share repurchase program, to be funded with cash on hand, that authorizes the repurchase from time to time of up to \$3.0 million of the Company’s common stock, subject to prevailing market conditions. This new approval follows the completion of an earlier stock repurchase program.

A copy of Autobyte’s announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

[99.1](#) Press Release dated September 6, 2017

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 6, 2017

AUTOBYTEL INC.

By: /s/ Glenn E. Fuller  
Glenn E. Fuller, Executive Vice President,  
Chief Legal and Administrative Officer and Secretary

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**INDEX OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Document</b>
99.1	Press Release dated September 6, 2017

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## **AUTOBYTEL BOARD AUTHORIZES ADDITIONAL \$3.0 MILLION FOR SHARE REPURCHASES**

**Irvine, Calif. – September 6, 2017** – Autobyte Inc. (Nasdaq: [ABTL](#)), a pioneer and leading provider of digital automotive services connecting in-market car buyers with dealers and OEMs, today announced that its Board of Directors has authorized the company to repurchase up to \$3.0 million of the company's common stock. This new authorization follows the completion of an earlier stock repurchase program.

The company may repurchase shares of its common stock from time to time on the open market and/or in private transactions. The company will fund any repurchases through the use of available cash. The timing and actual number of shares repurchased will depend upon a variety of factors, including price, market conditions and other legal, regulatory and corporate considerations at the company's sole discretion. The repurchase authorizations do not obligate the company to repurchase any particular number of shares. The authorizations may be increased or otherwise modified, renewed, suspended or terminated by the company at any time, without prior notice.

### **Tax Benefit Preservation Plan**

At December 31, 2016, the company had approximately \$75.8 million in available net operating loss carryforwards (“**NOLs**”) for U.S. federal income tax purposes. In light of the recent stock repurchases, the company reminds stockholders about the company's Tax Benefit Preservation Plan dated May 26, 2010, as amended on April 14, 2014 and May 26, 2017 (as amended, the “**Plan**”) between the company and Computershare Trust Company, N.A., as rights agent. The Plan was adopted by the company's Board of Directors to preserve the company's NOLs and other tax attributes and thus reduce the risk of a possible change of ownership under Section 382 of the Internal Revenue Code. Any such change of ownership under Section 382 would limit or eliminate the ability of the company to use its existing NOLs for federal income tax purposes. In general, an ownership change will occur if the company's “5-percent shareholders,” for purposes of Section 382, collectively increase their ownership in the company by an aggregate of more than 50 percentage points over a rolling three-year period. The Plan is designed to reduce the likelihood that the company experiences such an ownership change by discouraging any person or group from becoming a new 5-percent shareholder under Section 382. Rights issued under the Plan could be triggered upon the acquisition by any person or group of 4.9% or more of the company's outstanding common stock and could result in substantial dilution of the acquirer's percentage ownership in the company. There is no guarantee that the Plan will achieve the objective of preserving the value of the company's NOLs.

As of September 1, 2017, there were 12,722,948 shares of the company's common stock, \$0.001 par value, outstanding. Persons or groups considering the acquisition of shares of beneficial ownership of the company's common stock should first evaluate their percentage ownership based on this revised outstanding share number to ensure that the acquisition of shares does not result in beneficial ownership of 4.9% or more of outstanding shares.

For more information regarding the Plan, please visit <http://investor.autobytel.com/tax.cfm>.

### **About Autobyte Inc.**

Autobyte Inc. provides high-quality consumer leads, clicks and associated marketing services to automotive dealers and manufacturers throughout the United States. The company also provides consumers with robust and original online automotive content to help them make informed car-buying decisions. The company pioneered the automotive Internet in 1995 with its flagship website [www.autobytel.com](http://www.autobytel.com) and has since helped tens of millions of automotive consumers research vehicles; connected thousands of dealers nationwide with motivated car buyers; and has helped every major automaker market its brand online.

Investors and other interested parties can receive Autobyte news alerts and special event invitations by accessing the online registration form at [investor.autobytel.com/alerts.cfm](http://investor.autobytel.com/alerts.cfm).

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## **Forward-Looking Statements Disclaimer**

The statements contained in this press release that are not historical facts are forward-looking statements under the federal securities laws. Words such as “anticipates,” “could,” “may,” “estimates,” “expects,” “projects,” “intends,” “pending,” “plans,” “believes,” “will” and words of similar substance, or the negative of those words, used in connection with any discussion of future operations or financial performance identify forward-looking statements. In particular, statements regarding expectations and opportunities, new product expectations and capabilities, and our outlook regarding our performance and growth are forward-looking statements. These forward-looking statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Actual outcomes and results may differ materially from what is expressed in, or implied by, these forward-looking statements. The company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Among the important factors that could cause actual results to differ materially from those expressed in, or implied by, the forward-looking statements are changes in general economic conditions; the financial condition of automobile manufacturers and dealers; disruptions in automobile production; changes in fuel prices; the economic impact of terrorist attacks, political revolutions or military actions; failure of our internet security measures; dealer attrition; pressure on dealer fees; increased or unexpected competition; the failure of new products and services to meet expectations; failure to retain key employees or attract and integrate new employees; actual costs and expenses exceeding charges taken by the company; changes in laws and regulations; costs of legal matters, including, defending lawsuits and undertaking investigations and related matters; and other matters disclosed in the company’s filings with the Securities and Exchange Commission. Investors are strongly encouraged to review the company’s Annual Report on Form 10-K for the year ended December 31, 2016 and other filings with the Securities and Exchange Commission for a discussion of risks and uncertainties that could affect the business, operating results or financial condition of the company and the market price of the company’s stock.

### **Company Contact**

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### **Investor Relations Contact**

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