

**AUTOWEB, INC.**  
Reported by  
**TEZANOS MATIAS DE**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 11/13/17 for the Period Ending 06/22/17

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



### Explanation of Responses:

- (1) On June 22, 2017, stockholders of the Company approved the conversion of the Company's Series B Junior Participating Convertible Preferred Stock, \$0.001 par value per share ("Series B Preferred Stock"), and the issuance of shares of the Company's Common Stock, \$0.001 par value per share ("Common Stock"), upon such conversion at a ratio of 10 shares of Common Stock for each share of Series B Preferred Stock converted. This approval also resulted in the conversion of outstanding warrants to acquire shares of Series B Preferred Stock (the "Preferred Stock Warrants") into warrants to acquire shares of Common Stock at the same conversion ratio (the "Common Stock Warrants"). The balance of the information for this footnote appears as Footnote (2).
- (2) Upon such approval, and without any action by Manatee (defined below), PF Holdings (defined below) and People F (defined below), Manatee, PF Holdings and People F were automatically issued shares of Common Stock and a Common Stock Warrant upon the conversion of the shares of Series B Preferred Stock and Preferred Stock Warrant, respectively that were owned indirectly and directly. Such issuances were exempt transactions under Rules 16b-3 and 16b-6.
- (3) Pursuant to the Certificate of Designations of the Series B Preferred Stock, the conversion price was \$12.49 per share.
- (4) The securities are held directly by Auto Holdings Ltd., a British Virgin Islands company ("Auto Holdings"), PF Holdings Inc., a British Virgin Islands company ("PF Holdings") and People F, Inc., a British Virgin Islands company ("People F"), of which the reporting person is an indirect owner of the securities through Manatee Ventures, a British Virgin Islands business company ("Manatee"). Manatee is wholly owned by Mr. de Tezanos and his wife Maria Isabel Ruiz Estrada. Mr. de Tezanos is the sole director of Manatee and is responsible for the business and affairs of Manatee, including, without limitation, all voting rights with respect to Manatee's ownership in the entities that have a direct or indirect ownership for the Common Stock and Common Stock Warrants of the Issuer. The reporting person is a director and officer in each of Auto Holdings, People F and PF Holdings.
- (5) This Form 4 also corrects the number of Series B Preferred Stock and Preferred Stock Warrants filed on a Form 4 on May 20, 2016 that was initially stated that the reporting person indirectly owned 33,286 Series B Preferred Stock and 29,370 Preferred Stock Warrants which has now been allocated between the indirect ownership of the reporting person for the Series B Preferred Shares and Preferred Stock Warrants through Manatee, People F and PF Holdings.
- (6) The Series B Preferred Stock had no expiration date.
- (7) The warrants will become exercisable on October 1, 2018, subject to the satisfaction of the following additional vesting conditions: (i) with respect to the first 1/3 of the warrant shares, if at any time after the issuance date of the warrants and prior to the expiration date of the warrants the weighted average closing price of the Common Stock on The Nasdaq Capital Market for the preceding 30 trading days (adjusted for any stock splits, stock dividends, reverse stock splits or combinations of the Common Stock occurring after the issuance date) ("Weighted Average Closing Price") is at or above \$30.00; (ii) with respect to the second 1/3 of the warrant shares, if at any time after the issuance date and prior to the expiration date the Weighted Average Closing Price is at or above \$37.50; and (iii) with respect to the last 1/3 of the warrant shares, if at any time after the issuance date and prior to the expiration date the Weighted Average Closing Price is at or above \$45.
- (8) On October 1, 2015, a wholly owned subsidiary of the Company merged with AutoWeb ("Merger"). On the effective date of the Merger, the reporting person indirectly received 59,326, shares of the Series B Preferred Stock (valued at \$124.94 per Series B Preferred Stock or \$12.49 per share of Common Stock) and 52,346 Preferred Stock Warrants (valued at \$17.15 per Series B Warrant to purchase a share of Series B Preferred Stock or a \$1.72 per Common Stock Warrant to purchase a shares of Common Stock) in exchange for the AutoWeb common stock indirectly owned by the reporting person.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tezanos Matias de DIAGONAL 6, 12-42, ZONA 10 GUATEMALA CITY, J8 01010	X	X		

### Signatures

/s/ Matias de Tezanos

11/13/2017

\*\*Signature of Reporting Person

Date

/s/ Manatee Ventures Inc. by /s/ Matias de Tezanos, Director

11/13/2017

\*\*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.

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