

AUTOWEB, INC.

Reported by
COATS JEFFREY H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/01/17 for the Period Ending 11/30/17

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

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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)	
COATS JEFFREY H		AutoWeb, Inc. [AUTO]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) PRESIDENT AND CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
18872 MACARTHUR BLVD., SUITE 200		11/30/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
IRVINE, CA 92612				<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			
Common Stock	11/30/2017		M		26196	A	\$4.80	124865 (1)	D	
Common Stock	11/30/2017		S		19590	D	\$8.6239 (2)	105275 (1)	D	

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				
Stock Option (Right to Buy)	\$4.80	11/30/2017		M		26196		(3)	1/20/2018	Common Stock	26196	\$0	0	D	

Explanation of Responses:

- Includes 85,000 shares of restricted stock that will vest one-third (1/3rd) on each anniversary of the date of grant over three years commencing on September 27, 2018.
- This transaction was executed in multiple trades at prices ranging from \$8.55 to \$8.82 per share. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, the information regarding the number of shares and prices at which the transactions were effected.
- Subject to the achievement of certain performance goals of the Company in 2011, these derivative securities became exercisable as follows: 33 1/3% vested and became exercisable on January 20, 2012 and 1/36 vested and became exercisable at the end of each successive monthly anniversary thereafter for the following 24 months ending on January 20, 2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COATS JEFFREY H 18872 MACARTHUR BLVD. SUITE 200 IRVINE, CA 92612	X		PRESIDENT AND CEO	

Signatures

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

12/1/2017

**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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