

AWARE INC /MA/
Form 4
November 03, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STAFFORD JOHN S JR

2. Issuer Name and Ticker or Trading Symbol
AWARE INC /MA/ [AWRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 N. ORLEANS STREET, SUITE 2N

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
CHICAGO, IL 60654-1975

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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	11/01/2016		P ⁽¹⁾		286,671	A		\$ 5.225 ⁽²⁾	321,671	D	
Common Stock	11/01/2016		G ⁽³⁾	V	286,671	D		\$ 0 ⁽³⁾	35,000	D	
Common Stock	11/01/2016		G ⁽³⁾	V	286,671	A		\$ 0 ⁽³⁾	286,671	I	By Revocable Trust
Common Stock									275,899 ⁽⁴⁾	I	By Proxy ⁽⁴⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAFFORD JOHN S JR 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975	X			
Stafford Susan Yang C/O RONIN CAPITAL, LLC 350 N. ORLEANS STREET, SUITE 2N CHICAGO, IL 60654-1975		X		

Signatures

/s/ John S. Stafford, Jr. 11/03/2016

**Signature of Reporting Person Date

/s/ John S. Stafford, Jr., 11/03/2016
Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

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On November 1, 2016 John R. Stafford, Jr. and his spouse Susan Yang Stafford engaged in a series of private transactions for estate planning purposes with members of their immediate family and trusts controlled by them that resulted in the acquisition of 286,671 shares of common stock (the "Shares") of Aware, Inc. (the "Company") beneficially owned by a family trust (the "Family Trust"). In consideration of the Shares, Mr. & Mrs. Stafford contributed to the Family Trust cash consideration for the Shares based on the then fair market value of the shares.

- (1) Represents the average of the high and low prices for the Shares as reported on the Nasdaq Global Market on October 31, 2016.
- (2) On November 1, 2016, the Shares acquired by Mr. & Mrs. Stafford from the Family Trust were gifted to a revocable trust of Mr. Stafford (the "Revocable Trust").

- Mr. Stafford holds proxies from the holders of 275,899 shares of common stock granting him the exclusive right to vote those shares of common stock. Mr. Stafford does not have the right to dispose of such shares of common stock nor does he have any pecuniary interest in such shares of common stock. Accordingly, pursuant to Rule 13d-4, Mr. Stafford disclaims beneficial ownership of the 275,899 shares of common stock that are the subject of these proxies.
- (3)

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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