

AWARE INC /MA/  
Form SC 13D/A  
November 08, 2016

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

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 7)\***

**Aware, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**05453N-10-0**

(CUSIP Number)

**John S. Stafford, Jr.**

**c/o Ronin Capital, LLC**

**350 N. Orleans Street, Suite 2N**

**Chicago, IL 60654**

**(312) 244-5284**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**November 1, 2016**

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 05453N-10-0

1. Names of Reporting Person.  
John S. Stafford, Jr.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
John S. Stafford, Jr.: USA
- |   |     |                                       |
|---|-----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power:<br>597,570(1)      |
|   | 8.  | Shared Voting Power:<br>0             |
|   | 9.  | Sole Dispositive Power:<br>321,671(1) |
|   | 10. | Shared Dispositive Power:<br>0        |
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
597,570(1)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11):  
2.6%
14. Type of Reporting Person (See Instructions):  
IN

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(1) Includes 35,000 shares directly beneficially owned by Mr. Stafford, 286,671 shares held in a revocable trust indirectly beneficially owned by Mr. Stafford, and proxies relating to 275,899 shares.

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CUSIP No. 05453N-10-0

1. Names of Reporting Person.  
John S. Stafford, III
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization:  
USA
7. Sole Voting Power:  
3,248,508(2)
8. Shared Voting Power:  
0
9. Sole Dispositive Power:  
3,248,508(2)
10. Shared Dispositive Power:  
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
3,248,508(2)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11):  
14.4%
14. Type of Reporting Person (See Instructions):  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

(2) All 3,248,508 shares beneficially owned by Mr. Stafford are held in a Class C Capital Account of Mr. Stafford at Ronin Capital, LLC, a limited liability company owned and managed by Mr. Stafford. Mr. Stafford is the indirect beneficial owner of all of the shares of common stock of Aware Inc. held of record by Ronin Capital, LLC.

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CUSIP No. 05453N-10-0

1. Names of Reporting Person.  
Ronin Capital, LLC  
  
36-4472500
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  X  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power:  
3,248,508(3)
8. Shared Voting Power:  
0
9. Sole Dispositive Power:  
3,248,508(3)
10. Shared Dispositive Power:  
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
3,248,508(3)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11):  
14.4%
14. Type of Reporting Person (See Instructions):  
BD

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

(3) All 3,248,508 shares beneficially owned by John S. Stafford, III. are held in a Class C Capital Account of Mr. Stafford at Ronin Capital, LLC, a limited liability company owned and managed by Mr. Stafford. Mr. Stafford is the indirect beneficial owner of all of the shares of common stock of Aware Inc. held of record by Ronin Capital, LLC.

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CUSIP No. 05453N-10-0

1. Names of Reporting Person.  
James M. Stafford
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization:  
USA
7. Sole Voting Power:  
1,358,251
8. Shared Voting Power:  
0
9. Sole Dispositive Power:  
1,358,251
10. Shared Dispositive Power:  
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,358,251
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  x
13. Percent of Class Represented by Amount in Row (11):  
6.0%
14. Type of Reporting Person (See Instructions):  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 05453N-10-0

This Amendment No. 7 (this Amendment) to the Statement on Schedule 13D filed on May 1, 2009, as amended pursuant to Amendment No. 1 filed on September 28, 2010, Amendment No. 2 filed on March 11, 2011, Amendment No. 3 filed on April 1, 2011, Amendment No. 4 filed on February 14, 2012, Amendment No. 5 filed on November 20, 2013 and Amendment No. 6 filed on February 14, 2014 (the Schedule 13D), filed on behalf of John S. Stafford, Jr., John S. Stafford, III, James M. Stafford and Ronin Capital, LLC relating to the Common Stock, par value \$.01 per share (the Common Stock), of Aware, Inc., (the Issuer), amends the Schedule 13D as follows:

**Item 1. Security and Issuer**

This statement on Schedule 13D relates to the Common Stock, par value \$.01 per share (the Common Stock), of Aware, Inc., (the Issuer). The address of the Issuer's principal executive offices is 40 Middlesex Turnpike, Bedford, MA 01730.

**Item 2. Identity and Background**

(a) Name: John S. Stafford, Jr.

John S. Stafford, III

James M. Stafford

Ronin Capital, LLC (each a Reporting Person and collectively, the Reporting Persons)

(b) Business address for all Reporting Persons: 350 N. Orleans Street, Suite 2N, Chicago, IL 60654

(c) John S. Stafford, Jr. is self-employed and works at 350 N. Orleans Street, Suite 2N, Chicago, IL 60654

John S. Stafford, III is the manager of Ronin Capital, LLC, a Delaware limited liability company, with its principal place of business located at 350 N. Orleans Street, Suite 2N, Chicago, IL 60654.

James M. Stafford is self-employed and works at 350 N. Orleans Street, Suite 2N, Chicago, IL 60654

(d) None of the Reporting Persons was, during the last five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of Reporting Person was, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order (1) enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or (2) finding any violation with respect to such laws.

(f) John S. Stafford, Jr. is a citizen of the United States.

John S. Stafford, III is a citizen of the United States

James M. Stafford is a citizen of the United States

Ronin Capital, LLC is a Delaware limited liability company



**Item 3. Source and Amount of Funds or Other Consideration**

The information set forth below supplements the prior disclosure of the Reporting Persons in the Schedule 13D.

John S. Stafford, Jr. is the beneficial owner of an aggregate of 597,570 shares of Common Stock, including 275,899 shares which are subject to proxies given to John S. Stafford Jr. granting him the right to vote such shares. The 321,671 shares of Common Stock directly beneficially owned by John S. Stafford, Jr. were purchased for an aggregate consideration of \$2,070,793. The aggregate consideration reflects the Reporting Person's basis in those shares for filed income tax purposes. John S. Stafford, Jr.'s ownership includes shares held as a long-term investment and shares purchased over a number of years, or acquired from the Issuer in the form of compensatory equity awards for service as a director.

John S. Stafford, III is the beneficial owner of an aggregate of 3,248,508 shares of Common Stock which were purchased for an aggregate consideration of \$18,714,089. John S. Stafford, III's personal funds were the source of such consideration. The aggregate consideration reflects the Reporting Person's basis in those shares for filed income tax purposes.

James M. Stafford is the beneficial owner of an aggregate of 1,358,251 shares of Common Stock which were purchased for an aggregate consideration of \$8,964,456.60. James M. Stafford's personal funds were the source of such consideration. The aggregate consideration reflects the Reporting Person's basis in those shares for filed income tax purposes.

**Item 4. Purpose of Transaction**

John S. Stafford, III acquired the above reported 3,248,508 shares of the Common Stock based on his belief that the Common Stock represents an attractive investment opportunity, and such purchases have been made in the ordinary course of business. All of the shares of common stock of Aware Inc. beneficially owned by John S. Stafford, III have been transferred to a Class C Capital Account at Ronin Capital, LLC as a capital contribution. Mr. Stafford remains the indirect beneficial owner of all of the shares of common stock of Aware Inc. held of record by Ronin Capital, LLC.

James M. Stafford acquired the above reported 1,358,251 shares of Common Stock based on his believe that the Common Stock represents an attractive investment opportunity, and such purchases have been made in the ordinary course of business.

John S. Stafford, III and James M. Stafford each intend to continue to review their respective equity interest in the Issuer. In addition, depending on their respective evaluations of the factors described below, the Reporting Persons may from time to time purchase additional securities of the Issuer, dispose of all or a portion of the securities then held by him, or cease buying or selling such securities. Any such additional purchases or sales of securities of the Issuer may be in the open market, in privately negotiated transactions, or otherwise.

While the Reporting Persons do not currently have any specific plans that relate to or would result in the actions described below, John S. Stafford, Jr. has obtained proxies from the holders of 275,899 shares of Common Stock granting him the exclusive right to vote those shares of

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Common Stock at a meeting or to consent to any proposal or corporate action that would result in:

- (1) Any change in the Company's present Board of Directors or management (including the nomination, election or removal of directors);
- (2) The approval or recommendation of compensation plans;
- (3) Approvals or recommendations regarding executive compensation;
- (4) The appointment of auditors, or investment or legal advisors;
- (5) Any extraordinary corporate transactions, such as a merger, reorganization or liquidation involving the Company or its subsidiaries;

- (6) Any material change in the Company's present capitalization, including the sale of additional capital stock, or dividend policy;
- (7) Any other material change in the Company's business or corporate structure;
- (8) Any change in the Company's charter or by-laws (some of which may encourage or impede the acquisition of control of the Company by any person), including changes in the number and type of authorized capital stock;
- (9) The Company's Common Stock being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system or registered national securities association;
- (10) The Company's Common Stock or any other class of securities becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; and
- (11) Any action similar to those enumerated above.

The Reporting Persons may also wish to engage in a dialogue with officers, directors, and other representatives of the Issuer, as well as the Issuer's shareholders; topics of discussion may include, but are not limited to, the Issuer's markets, operations, competitors, prospects, strategy, personnel, directors, ownership and capitalization. The Reporting Persons may also enter into confidentiality or similar agreements with the Issuer and, subject to such an agreement or otherwise, exchange information with the Issuer. The factors that the Reporting Persons may consider in evaluating their equity interest in the Issuer include the following: (i) the Issuer's business and prospects; (ii) the performance of the Common Stock and the availability of the Common Stock for purchase at particular price levels; (iii) the availability and nature of opportunities to dispose of the Reporting Persons' interests; (iv) general economic conditions; (v) stock market conditions; (vi) other business and investment opportunities available to the Reporting Persons; and (vii) other plans and requirements of the Reporting Persons.

Depending on his assessment of the foregoing factors, each Reporting Person may, from time to time, modify his present intention as stated in this Item 4.

#### **Item 5. Interest in Securities of the Issuer**

(a) In the aggregate, as of November 1, 2016, John S. Stafford, Jr. beneficially owns 597,570 shares of the Issuer's Common Stock, representing approximately 2.6% of such class of securities. This percentage of beneficial ownership is based on a total of 22,630,021 shares of the Common Stock outstanding as of October 21, 2016, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2016. John S. Stafford, Jr. beneficially owns 275,899 shares of the Issuer's Common Stock pursuant to proxies he has received granting him voting rights with respect to such shares.

In the aggregate, John S. Stafford, III beneficially owns, as of November 1, 2016, 3,248,508 shares of the Issuer's Common Stock, representing approximately 14.4% of such class of securities. This percentage of beneficial ownership is based on a total of 22,630,021 shares of the Common Stock outstanding as of October 21, 2016, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2016. See Item 3 herein above for a description of recent transactions in the Issuer's securities by John S. Stafford, Jr. and John S. Stafford, III which are incorporated herein by reference.

In the aggregate, James M. Stafford beneficially owns, as of November 1, 2016, 1,358,251 shares of the Issuer's Common Stock, representing approximately 6.0% of such class of securities. This percentage of beneficial ownership is based on a total of 22,630,021 shares of the Common

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Stock outstanding as of October 21, 2016, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2016.

(b) John S. Stafford, III has the sole power to vote or to direct the vote, and the sole power to dispose or to direct the disposition of, 3,248,508 shares of the Issuer's Common Stock. See Item 3 herein above for a description of recent transactions in the Issuer's securities by John S. Stafford, Jr. and John S. Stafford, III which are incorporated herein by reference. Mr. Stafford remains the indirect beneficial owner of all of the shares of common stock of Aware Inc. held of record by Ronin Capital, LLC.

James M. Stafford has the sole power to vote or to direct the vote, and the sole power to dispose or to direct the disposition of 1,358,251 shares of the Issuer's Common Stock.

John S. Stafford, Jr. disclaims beneficial ownership of the 2,748,581 shares of the Issuer's Common Stock owned beneficially by his wife, Susan Yang Stafford, and certain family trusts of which she is the trustee.

(c) On November 1, 2016, John S. Stafford, III was appointed trustee of a family trust (the 2011 Gift Trust) which beneficially owned 286,671 shares of the Issuer's Common Stock as of November 1, 2016. None of the Reporting Persons had a pecuniary interest in any shares of Common Stock beneficially owned by the 2011 Gift Trust and John S. Stafford, III disclaims beneficial ownership of these 286,671 shares of Common Stock pursuant to Rule 13d-4.

Also on November 1, 2016, the 2011 Gift Trust transferred all 286,671 shares of Common Stock to John S. Stafford, Jr. and his spouse Susan Yang Stafford for replacement assets contributed to the 2011 Gift Trust by John S. Stafford, Jr. and Susan Yang Stafford in the form of cash equal to the then fair market value of the shares of Common Stock of \$5.225, which was the average of the high and low prices of the Issuer's Common Stock as reported on the NASDAQ Global Market on October 31, 2016. The 286,671 shares of Common Stock were then immediately gifted by John S. Stafford, Jr. and Susan Yang Stafford to a revocable trust controlled by John R. Stafford, Jr., which shares are included in the amount of shares beneficially owned by John R. Stafford, Jr. as reported in this Amendment.

(d) No person other than John S. Stafford, III is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of, the 3,248,508 shares of the Common Stock reported hereby. No person other than James M. Stafford is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of, the 1,358,251 shares of the Common Stock reported hereby. John S. Stafford, Jr. does not have the right to direct receipt of dividends or the proceeds from the sale of the Common Stock which he beneficially owns as a result of holding the proxies described above. Each of the following parties granted John S. Stafford, Jr. a proxy and has retained the right to direct receipt of dividends from and the proceeds from the sale of the Common Stock subject to their respective proxy: Equitec Proprietary Markets, LLC and Sphinx Trading, LP.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

John S. Stafford, III is the adult son of John S. Stafford, Jr. James M. Stafford is the adult son of John S. Stafford, Jr. They have entered into an unwritten agreement to consult with each other and possibly work together to effectuate the actions described in Item 4 above should they deem such actions desirable. Each of the following parties granted John S. Stafford, Jr. a proxy to vote their shares of Common Stock as described in Item 4 above: Equitec Proprietary Markets, LLC and Sphinx Trading, LP.

**Item 7. Material to be Filed as Exhibits**

None.

Except as expressly modified hereby, all provisions of the Schedule 13D shall continue in full force and effect.

*[signature page follows]*

*Signature*

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: November 3, 2016

/s/ John S. Stafford, Jr.  
John S. Stafford, Jr.

/s/ John S. Stafford, III  
John S. Stafford, III

Number of Shares Beneficially Owned by Each Reporting Person With	6	Citizenship or Place of Organization New York
	7	Sole Voting Power -0-
	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person -0-	
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) -0-	
14	Type of Reporting Person CO	

1	Names of Reporting Persons Avenue International Master, L.P. ( Avenue International )	
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>	o o
3	SEC Use Only	
4	Source of Funds SC; OO	
5	Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power -0-
	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person	-0-
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="radio"/>
13	Percent of Class Represented by Amount in Row (11)	-0-
14	Type of Reporting Person PN	



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1	Names of Reporting Persons Avenue International Master GenPar, Ltd.	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds SC; OO	
5	Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)    o	
6	Citizenship or Place of Organization Cayman Islands	
	7	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person -0-	
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares    o	
13	Percent of Class Represented by Amount in Row (11) -0-	
14	Type of Reporting Person CO	

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1	Names of Reporting Persons Avenue-CDP Global Opportunities Fund, L.P. ( CDP Global )	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds SC; OO	
5	Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Place of Organization Cayman Islands	
	7	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person -0-	
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) -0-	
14	Type of Reporting Person PN	

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1	Names of Reporting Persons Avenue Global Opportunities Fund GenPar, LLC	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds SC; OO	
5	Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)    o	
6	Citizenship or Place of Organization Delaware	
	7	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person -0-	
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares    o	
13	Percent of Class Represented by Amount in Row (11) -0-	
14	Type of Reporting Person CO	

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1	Names of Reporting Persons Avenue AIV US, L.P. ( Avenue AIV )	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds SC; OO	
5	Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power -0-
	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person -0-	
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) -0-	
14	Type of Reporting Person PN	

1	Names of Reporting Persons Avenue AIV US GenPar, LLC	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds SC; OO	
5	Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)    o	
6	Citizenship or Place of Organization Delaware	
	7	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person -0-	
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares    o	
13	Percent of Class Represented by Amount in Row (11) -0-	
14	Type of Reporting Person CO	

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- 1 Names of Reporting Persons  
Avenue Special Situations Fund V, L.P. ( Avenue Spec V )
- 2 Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds  
SC; OO
- 5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                                 |
|---|----|---------------------------------|
|   | 7  | Sole Voting Power<br>-0-        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power<br>-0-      |
|   | 9  | Sole Dispositive Power<br>-0-   |
|   | 10 | Shared Dispositive Power<br>-0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares  o
- 13 Percent of Class Represented by Amount in Row (11)  
-0-
- 14 Type of Reporting Person  
PN

1	Names of Reporting Persons Avenue Capital Partners V, LLC	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds SC; OO	
5	Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)    o	
6	Citizenship or Place of Organization Delaware	
	7	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person -0-	
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares    o	
13	Percent of Class Represented by Amount in Row (11) -0-	
14	Type of Reporting Person CO	

1	Names of Reporting Persons GL Partners V, LLC	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds SC; OO	
5	Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)    o	
6	Citizenship or Place of Organization Delaware	
	7	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person -0-	
12	Check box if the Aggregate Amount in Row (11) Excludes Certain Shares    o	
13	Percent of Class Represented by Amount in Row (11) -0-	
14	Type of Reporting Person CO	



**SCHEDULE 13D**

**Explanatory Note**

Pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the Exchange Act), the undersigned hereby amend the following items on Amendment No. 6 to the Schedule 13D originally filed by the Reporting Persons on November 19, 2008, as amended on April 30, 2009, July 10, 2009, December 18, 2009, August 9, 2012 and August 24, 2012 with respect to the shares of common stock, par value \$0.007 per share (the Common Stock) of NextWave Wireless Inc., a Delaware corporation (the Issuer).

**Item 4. Purpose of Transaction.**

On January 24, 2013, AT&T Inc. (AT&T) completed its acquisition of the Issuer by means of a merger (the Merger) of Rodeo Acquisition Sub Inc. (Merger Sub) with and into the Issuer in accordance with an Agreement and Plan of Merger, dated August 1, 2012 (the Merger Agreement) among the Issuer, AT&T and Merger Sub. Upon consummation of the Merger, each share of the 250,507 shares of Common Stock held by Avenue Spec IV, 19,490 shares of Common Stock held by Avenue Investments and 3,806,798 shares of Common Stock held by Avenue AIV was converted into the right to receive (i) \$1.00 per share in cash and (ii) a non-transferable contingent payment right representing a pro rata interest in an amount of up to \$25 million held in escrow, which may be reduced in respect of indemnification obligations and other amounts payable to AT&T in accordance with the Merger Agreement.

In addition, upon consummation of the Merger, options for an aggregate of 101,353 shares of Common Stock of the Issuer granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer were cancelled for no consideration. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer was for the benefit of Avenue Spec IV, Avenue Investments, Avenue AIV, Avenue International, CDP-Global and Avenue Spec V.

The Voting Agreements discussed in Item 6 of Amendment No. 4 to the Schedule 13D as filed by the Reporting Persons on August 9, 2012 terminated, in accordance with their terms, upon the receipt of the affirmative vote of the Issuer's stockholders in favor of the Merger Agreement and the transactions contemplated by the Merger Agreement on October 2, 2012. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the Reporting Persons are members of a group with the other stockholders who had each entered into separate Voting Agreements for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such membership is expressly disclaimed. In addition, neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the Reporting Persons are the beneficial owner of any Common Stock beneficially owned by any of the other stockholders who have each entered into separate Voting Agreements for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

The Reporting Persons do not as of the date of this Statement have any specific plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

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- (a) and (b) As of the date hereof, each of the Reporting Persons no longer hold any shares of Common Stock of the Issuer.
- (c) Except as described above, the Reporting Persons have not engaged in any transactions with respect to the Issuer's Common Stock in the past 60 days.
- (d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale, of the shares of Common Stock covered by this Statement.
- (e) Upon consummation of the Merger, the Reporting Persons ceased to be the beneficial owners of more than 5% of the shares of Common Stock of the Issuer.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

The responses in Items 4 and 5 are incorporated herein by reference. Except as set forth in response to other Items of the Statement, the agreements incorporated herein by reference and set forth as exhibits hereto, and the other agreements in connection with the Merger as described in the Issuer's Current Reports on Form 8-K filed on August 6, 2012 and August 23, 2012, to the best knowledge of the Reporting Persons, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and between such persons and any person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting or investment power over the securities of the Issuer.

**Item 7. Material to be Filed as Exhibits.**

Exhibit 1 Joint Filing Agreement, dated November 13, 2008 among the Reporting Persons relating to the filing of a joint statement on Schedule 13D (incorporated by reference to Exhibit 1 filed with the Reporting Persons' Schedule 13D on November 19, 2008).

Exhibit 2 Second Lien Subordinated Note Purchase Agreement, dated October 9, 2008, among NextWave Wireless Inc., NextWave Wireless LLC, as issuer, NextWave Broadband Inc., NW Spectrum Co., AWS Wireless Inc., WCS Wireless License Subsidiary, LLC, IP Wireless, Inc., and Packetvideo Corporation, as guarantors, Avenue AIV US, L.P. and Sola Ltd, as the note purchasers, and The Bank of New York Mellon, as collateral agent (incorporated by reference to Exhibit 4.1 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

Exhibit 3 Warrant Agreement dated as of October 9, 2008, between Avenue AIV US, L.P. and NextWave Wireless Inc., (incorporated by reference to Exhibit 4.3 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

Exhibit 4 Designated Director Agreement dated as of October 9, 2008, between Avenue Capital II and NextWave Wireless Inc., (incorporated by reference to Exhibit 4.7 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

Exhibit 5 Third Lien Subordinated Exchange Note Exchange Agreement, dated October 9, 2008, among NextWave Wireless Inc., NextWave LLC, certain subsidiary guarantors, the purchasers party thereto, and The Bank of New York Mellon, as collateral agent (incorporated by reference to Exhibit 4.2 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

Exhibit 6 Registration Rights Agreement dated as of October 9, 2008, among NextWave Wireless Inc., Avenue AIV US, L.P. and Sola, Ltd. (incorporated by reference to Exhibit 4.5 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

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Exhibit 7 Additional Warrant Agreement dated as of April 8, 2009, between Avenue AIV US, L.P. and NextWave Wireless Inc. (incorporated by reference to Exhibit 4.14 filed with the Issuer's Current Report on Form 8-K filed with the SEC on April 14, 2009).

Exhibit 8 Second Lien Incremental Indebtedness Agreement, dated July 2, 2009, among NextWave Wireless Inc. as parent guarantor, NextWave Wireless LLC, as issuer, NextWave Broadband Inc., NW Spectrum Co., AWS Wireless Inc., WCS Wireless License Subsidiary, LLC, as guarantors, Avenue AIV US, L.P. as the note purchaser, and The Bank of New York Mellon, as collateral agent (incorporated by reference to Exhibit 8 filed with the Reporting Persons' Amendment No. 2 to Schedule 13D on July 10, 2009).

Exhibit 9 Warrant Agreement dated as of July 2, 2009, between Avenue AIV US, L.P. and NextWave Wireless Inc. (incorporated by reference to Exhibit 9 filed with the Reporting Persons' Amendment No. 2 to Schedule 13D on July 10, 2009).

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Exhibit 10 Registration Rights Agreement Acknowledgement, dated as of July 2, 2009, entered into by NextWave Wireless Inc. (incorporated by reference to Exhibit 10 filed with the Reporting Persons Amendment No. 2 to Schedule 13D on July 10, 2009).

Exhibit 11 Note Purchase Agreement, dated as of August 1, 2012, among AT&T Inc., the Holders listed on Schedule I thereto and Wilmington Trust, National Association as Holder Representative, in respect of the Third Lien Notes (incorporated by reference to Exhibit 99.3 filed with the Issuer's Current Report on Form 8-K filed with the SEC on August 6, 2012).

Exhibit 12 Voting Agreement dated as of August 1, 2012, by and between AT&T, Inc, Avenue AIV US, L.P., Avenue Investments, L.P. and Avenue Special Situations Fund IV, L.P. (incorporated by reference to Exhibit 12 filed with the Reporting Persons Amendment No. 4 to Schedule 13D on August 9, 2012)

Exhibit 13 Stock Transfer Agreement dated as of August 1, 2012, by and between Avenue AIV US, L.P., Avenue Investments, L.P. , Avenue Special Situations Fund IV, L.P. and Polygon Recovery Fund L.P. (incorporated by reference to Exhibit 13 filed with the Reporting Persons Amendment No. 4 to Schedule 13D on August 9, 2012)

Exhibit 14 Power of Attorney (incorporated by reference to Exhibit 24.2 to Form 3/A filed by Avenue Capital Management II, L.P. and other joint filers on July 27, 2010).

Exhibit 15 Amended and Restated Spinco Third Lien Subordinated Exchange Agreement, dated as of August 16, 2012, by and among NextWave Holdco LLC, NextWave Wireless LLC, AWS Wireless Inc., NextWave Broadband Inc., NW Spectrum Co. and NextWave Metropolitan, Inc., certain other guarantors named therein, certain purchasers named therein and Wilmington Trust, National Association (incorporated by reference to Exhibit 4.3 to the Issuer's Current Report on Form 8-K filed with the SEC on August 23, 2012).

Exhibit 16 Amended and Restated Parent Third Lien Subordinated Exchange Agreement, dated as of August 16, 2012, by and among NextWave Inc., NextWave Wireless LLC, AWS Wireless Inc., NextWave Broadband Inc., NW Spectrum Co. and NextWave Metropolitan, Inc., certain other guarantors named therein, certain purchasers named therein and Wilmington Trust, National Association (incorporated by reference to Exhibit 4.4 to the Issuer's Current Report on Form 8-K filed with the SEC on August 23, 2012).

Exhibit 17 Call Option/Note Redemption Agreement, dated as of August 16, 2012, among NextWave Wireless LLC, NextWave Holdco LLC, Wilmington Trust, National Association, as noteholder representative and the parties listed on Schedule A attached thereto (incorporated by reference to Exhibit 10.10 to the Issuer's Current Report on Form 8-K filed with the SEC on August 23, 2012).

Signature

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Amendment is true, complete and correct.

Dated: January 30, 2013

**MARC LASRY**

By: /s/ Eric Ross as attorney-in-fact

**AVENUE CAPITAL MANAGEMENT II GENPAR, LLC**

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE CAPITAL MANAGEMENT II, L.P.**

By: Avenue Capital Management II GenPar, LLC,  
its General Partner

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE SPECIAL SITUATIONS FUND IV, L.P.**

By: Avenue Capital Partners IV, LLC,  
its General Partner

By: GL Partners IV, LLC,  
its Managing Member

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE CAPITAL PARTNERS IV, LLC**

By: GL Partners IV, LLC,  
its Managing Member

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**GL PARTNERS IV, LLC**

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE INVESTMENTS, L.P.**

By: Avenue Partners, LLC,  
its General Partner

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE PARTNERS, LLC**

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE INTERNATIONAL MASTER, L.P.**

By: Avenue International Master Fund GenPar, Ltd.  
its General Partner

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Director

**AVENUE INTERNATIONAL MASTER FUND GENPAR, LTD.**

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Director

**AVENUE - CDP GLOBAL OPPORTUNITIES FUND, L.P.**

By: Avenue Global Opportunities Fund GenPar, LLC  
its General Partner

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE GLOBAL OPPORTUNITIES FUND GENPAR, LLC**

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE AIV US, L.P.**

By: Avenue AIV US GenPar, LLC  
its General Partner

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE AIV US GENPAR, LLC**

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member



**AVENUE SPECIAL SITUATIONS FUND V, L.P.**

By: Avenue Capital Partners V, LLC,  
its General Partner

By: GL Partners V, LLC,  
its Managing Member

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**AVENUE CAPITAL PARTNERS V, LLC**

By: GL Partners V, LLC,  
its Managing Member

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member

**GL PARTNERS V, LLC**

By: /s/ Eric Ross as attorney-in-fact  
Name: Marc Lasry  
Title: Managing Member