

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 III

(Last) (First) (Middle)

350 N. ORLEANS STREET, SUITE 2N

(Street)

CHICAGO, IL 60654-1975

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock	11/01/2016		J ⁽¹⁾	286,671 A	\$ 0 ⁽¹⁾ 286,671	I	By Trust ⁽¹⁾
Common Stock	11/01/2016		S ⁽²⁾	286,671 D	\$ 5.225 ⁽³⁾ 0	I	By Trust ⁽¹⁾ ⁽²⁾
Common Stock					3,248,508 ⁽⁴⁾	D ⁽⁴⁾	

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Beneficially Owned (Instr. 5)
				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 III 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975		X		
Ronin Capital, LLC 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975		X		

Signatures

/s/ John S. Stafford, III
 **Signature of Reporting Person
 11/03/2016
 Date

/s/ Agnes Burda, authorized signatory
 **Signature of Reporting Person
 11/03/2016
 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).
- (1) On November 1, 2016, John S. Stafford, III was appointed trustee of a family trust (the "2011 Gift Trust") that beneficially owned 286,671 shares of common stock (the "Shares") of Aware, Inc. (the "Company"). The Shares were acquired by the 2011 Gift Trust more than six months prior to November 1, 2016. Mr. Stafford has no direct or indirect pecuniary interest in the Shares beneficially owned by

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the 2011 Gift Trust. Pursuant to Rule 13d-4, Mr. Stafford disclaims beneficial ownership of all Shares beneficially owned by the 2011 Gift Trust.

On November 1, 2016 Mr. Stafford engaged in a series of private transactions for estate planning purposes with members of his immediate family that resulted in the transfer of all of the Shares beneficially owned by the 2011 Gift Trust to a revocable trust (the

(2) "Revocable Trust") whose grantor is Mr. Stafford's father. As the 2011 Gift Trust received replacement assets in the form of cash consideration for the Shares based on the then fair market value of the shares, the transfer to the Revocable Trust is deemed to be a sale of the Shares.

(3) Represents the average of the high and low prices for the Shares as reported on the Nasdaq Global Market on October 31, 2016.

The reported shares of common stock of the Company are held in a Class C Capital Account of Mr. Stafford at Ronin Capital, LLC

(4) ("Ronin"), 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 the Company held of record by Ronin.

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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