

AWARE INC /MA/  
Form 4  
November 03, 2016

**FORM 4**

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

OMB APPROVAL

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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

(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) |                        |   |                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|-------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                        |   |                         |
| Common Stock                    | 11/01/2016                           |  | P <sup>(1)</sup>               |   | 286,671   | A  | \$ 5.225 <sup>(2)</sup>                               | 321,671                | D |                         |
| Common Stock                    | 11/01/2016                           |  | G <sup>(3)</sup>               | V   | 286,671   | D  | \$ 0 <sup>(3)</sup>                                   | 35,000                 | D |                         |
| Common Stock                    | 11/01/2016                           |  | G <sup>(3)</sup>               | V   | 286,671   | A  | \$ 0 <sup>(3)</sup>                                   | 286,671                | I | By Revocable Trust      |
| Common Stock                    |                                      |  |                                |   |   |  |   | 275,899 <sup>(4)</sup> | I | By Proxy <sup>(4)</sup> |

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

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(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<br>350 N. ORLEANS STREET<br>SUITE 2N<br>CHICAGO, IL 60654-1975                          | X             |           |         |       |
| Stafford Susan Yang<br>C/O RONIN CAPITAL, LLC<br>350 N. ORLEANS STREET, SUITE 2N<br>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.

- (2) Represents the average of the high and low prices for the Shares as reported on the Nasdaq Global Market on October 31, 2016.
- (3) 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.
- (4)

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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