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AWARE INC /MA/  
Form 8-K  
September 07, 2007

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

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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Date of Report (date of earliest event reported): September 7, 2007  
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AWARE, INC.  
(Exact name of registrant as specified in its charter)

MASSACHUSETTS (State or other jurisdiction of incorporation)	000-21129 (Commission File Number)	04-2911026 (IRS Employer Identification No.)
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40 MIDDLESEX TURNPIKE, BEDFORD, MA, 01730  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (781) 276-4000

NOT APPLICABLE  
(Former Name or Former Address, if Changed Since Last Report)

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ITEM 1.01. Entry into a Material Definitive Agreement

ITEM 3.03. Material Modification to Rights of Security Holders

On October 2, 2001, we entered into a Rights Agreement, which generally provides that any person who or which, together with all affiliates of such person, beneficially owns 15% or more of our common stock then outstanding is an "Acquiring Person" for purposes of the Rights Agreement.

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On September 6, 2007, our Board of Directors determined that it would be advisable to amend the Rights Agreement to exempt John S. Stafford, Jr., John S. Stafford, III, James M. Stafford and their respective affiliates from the definition of "Acquiring Person" in the Rights Agreement. Accordingly, on September 6, 2007, we executed Amendment No. 1 to the Rights Agreement with Computershare Trust Company, N.A. as successor rights agent, to implement this amendment. The other provisions of the Rights Agreement continue in full force as set forth therein and were not affected in any way by the amendment.

A copy of the amendment is attached as exhibit 4.1 to this current report and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

No financial statements are required to be filed as part of this Report. The following exhibits are filed as part of this report:

(d) EXHIBITS.

Number -----	Description -----
4.1	Amendment No. 1 to Rights Agreement dated September 6, 2007 by and between Aware, Inc. and Computershare Trust Company, N.A.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AWARE, INC.

Dated: September 7, 2007

By: /s/ Michael A. Tzannes  
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Michael A. Tzannes  
Chief Executive Officer

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EXHIBIT INDEX

Number -----	Description -----
4.1	Amendment No. 1 to Rights Agreement dated September 6, 2007, by and between Aware, Inc. and Computershare Trust Company, N.A.

