

AWARE INC /MA/  
Form 8-K  
September 04, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 29, 2013**

**Aware, Inc.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 000-21129**

**Massachusetts**                      **04-2911026**  
**(State or other jurisdiction of**   **(IRS Employer**  
**incorporation)**                      **Identification No.)**

**40 Middlesex Turnpike, Bedford, MA, 01730**

**(Address of principal executive offices, including zip code)**

**(781) 276-4000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

**Item 2.05 Costs Associated with Exit or Disposal Activities.**

On August 29, 2013, Aware's Board of Directors approved the shutdown of Aware's DSL Service Assurance business, effective immediately. The decision was made after a strategic analysis was performed to determine the best course of action for this business. The conclusion to shutdown the DSL Service Assurance business was made in order to better position Aware strategically and to reduce costs.

At this time, Aware cannot estimate all of the potential costs associated with its shutdown of the DSL Service Assurance business. Aware can estimate at this time that it will incur costs related to the shutdown of at least \$500,000, most of which will be severance and employee-related costs and will be paid in cash. In addition, Aware will be required to make approximately \$400,000 in cash payments to certain customers for reimbursement for prepaid amounts. In the event Aware determines that it will have additional costs or cash payments associated with the shutdown, it will file an amendment to this current report on Form 8-K with an estimate of any such additional costs.

**Safe Harbor Warning**

Portions of this filing contain forward-looking statements regarding future events and are subject to risks and uncertainties, such as estimates or projections of future costs and cash expenditures of shutting down Aware's DSL Service Assurance business. These statements are based on management's current expectations and are subject to risks, uncertainty and changes in circumstances, which may cause actual results, performance or actions taken by Aware to differ materially from anticipated results, performance or actions. All statements contained herein that are not clearly historical in nature are forward-looking and the words "anticipate," "believe," "expect," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. Aware wishes to caution you that there are factors that could cause actual results to differ materially from the results indicated by such statements. Aware is under no obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise. We refer you to the documents Aware files from time to time with the Securities and Exchange Commission, specifically the section titled Risk Factors in our annual report on Form 10-K for the fiscal year ended December 31, 2012 and other reports and filings made with the Securities and Exchange Commission.

**Signature(s)**

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.**

By: /s/ Richard P. Moberg  
Richard P. Moberg  
co-Chief Executive Officer & co-President  
Chief Financial Officer

Date: September 4, 2013