

AWARE INC /MA/  
Form 8-K  
March 28, 2014

**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): March 26, 2014**

**Aware, Inc.**

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

**Commission File Number: 000-21129**

|   |  |
|---|--|
| <b>Massachusetts</b>                                  | <b>04-2911026</b>                        |
| <b>(State or other jurisdiction of incorporation)</b> | <b>(IRS Employer Identification No.)</b> |

**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 1.01. Entry into a Material Definitive Agreement.**  
**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 26, 2014, the Compensation Committee of the Board of Directors of Aware, Inc. (“Aware”) approved the following grants of unrestricted common stock of Aware to the executive officers and directors of Aware under Aware’s 2001 Nonqualified Stock Plan in recognition of their ongoing contributions to Aware:

| <u>Name</u>           | <u># of Shares</u> |
|-----------------------|--------------------|
| Richard P. Moberg     | 35,000             |
| Kevin T. Russell      | 35,000             |
| John S. Stafford, Jr. | 10,000             |
| John S. Stafford, III | 10,000             |
| Adrian F. Kruse       | 10,000             |
| Brian D. Connolly     | 10,000             |
| Brent P. Johnstone    | 10,000             |

The unrestricted shares will be issued to each executive and director in two (2) equal installments on June 30, 2014 and December 31, 2014 provided each executive officer and director is serving as a director, officer or employee of the Company or any subsidiary of the Company on such date.

**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/ Kevin T. Russell

Kevin T. Russell  
Co-President & co-Chief Executive  
Officer, General Counsel

Date: March 28, 2014

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