

AWARE INC /MA/  
Form 4  
November 03, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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>

By  
Revocable  
Trust

By Proxy  
<sup>(4)</sup>

# Edgar Filing: AWARE INC /MA/ - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975	X
Stafford Susan Yang C/O RONIN CAPITAL, LLC 350 N. ORLEANS STREET, SUITE 2N CHICAGO, IL 60654-1975	X

## Signatures

/s/ John S. Stafford, Jr. 11/03/2016

\*\*Signature of Reporting Person

Date

/s/ John S. Stafford, Jr.,  
Attorney-in-fact 11/03/2016

\*\*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).

## Edgar Filing: AWARE INC /MA/ - Form 4

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.