AWARE INC /MA/ Form 8-K May 04, 2006

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): MAY 4, 2006

AWARE, INC. (Exact name of registrant as specified in its charter)

(State or other jurisdiction of incorporation)

000-21129
(Commission of incorporation) 000-21129

04-2911026 (IRS Employer File Number) Identification No.)

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)

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On May 4, 2006, Aware, Inc. issued the press release, attached to this Form 8-K as Exhibit 99.1, describing the results of operations and financial condition of the company as of and for the quarter ended March 31, 2006.

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:

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(c) EXHIBITS.

NUMBER DESCRIPTION

99.1 Press release issued by Aware, Inc. on May 4, 2006

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: MAY 4, 2006 By: /S/ MICHAEL A. TZANNES _____

Michael A. Tzannes Chief Executive Officer

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EXHIBIT INDEX

NUMBER DESCRIPTION

Press release issued by Aware, Inc. on May 4, 2006. 99.1