

AWARE INC /MA/  
Form 8-K  
April 27, 2012

---

---

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): April 27, 2012

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.)

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)

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 8.01. OTHER EVENTS.

On April 27, 2012, Aware Inc. announced that its Board of Directors declared a special cash dividend of \$1.15 per share payable to the company's common stockholders (approximately \$24 million in the aggregate). The record date for the special cash dividend will be the close of business on May 11, 2012 and the payable date for the special cash dividend will be May 25, 2012.

The special cash dividend will be funded with cash on hand as the Board of Directors has determined that the company's current cash balances exceed the company's capital requirements.

A copy of the press release issued by the company with respect to the foregoing matters is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibits are filed as part of this report:

(d) EXHIBITS.

| Number | Description   |
|--------|---|
| 99.1   | Press release issued by Aware, Inc. on April 27, 2012, entitled "Aware, Inc. Declares Special Cash Dividend of \$1.15 Per Share, Or Approximately \$24 Million In Total." |

---

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: April 27, 2012

By:

/s/Richard P. Moberg  
Richard P. Moberg  
co-Chief Executive Officer and co-President  
Chief Financial Officer

EXHIBIT INDEX

| Number | Description   |
|--------|---|
| 99.1   | Press release issued by Aware, Inc. on April 27, 2012, entitled "Aware, Inc. Declares Special Cash Dividend of \$1.15 Per Share, Or Approximately \$24 Million In Total." |

- 3 -