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AWARE INC /MA/
Form S-8
June 27, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 27,

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

MASSACHUSETTS
(State or other jurisdiction of incorporation or organization)

40 MIDDLESEX TURNPIKE, BEDFORD, MASSACHUSETTS
(Address of principal executive offices)

AWARE, INC.
AWARE, INC. 2001 NONQUALIFIED STOCK PLAN
(Full title of the plan)

MICHAEL A. TZANNES
CHIEF EXECUTIVE OFFICER
AWARE, INC.
40 MIDDLESEX TURNPIKE
BEDFORD, MASSACHUSETTS 01730
(Name and address of agent for service)

(781) 276-4000
(Telephone number, including area code, of agent for service)

WITH COPIES TO:
WILLIAM R. KOLB, ESQ.
FOLEY HOAG LLP
155 SEAPORT BOULEVARD
BOSTON, MASSACHUSETTS 02210
(617) 832-1000

CALCULATION OF REGISTRATION FEE

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAX AGGREGAT OFFERING PR
common stock, \$0.01 par value	5,000,000 (1)	\$ 2.40 (2)	\$12,000,000

- (1) Represents shares of common stock issuable upon exercise of stock options available for grant under the Nonqualified Stock Plan.
- (2) Calculated pursuant to Rules 457(c) and (h)(1) under the Securities Act of 1933 based on the closing prices of the common stock as reported on the Nasdaq National Market on June 25, 2003.

This Registration Statement covers 5,000,000 shares of common stock, par value \$0.01 per share, issuable pursuant to the Aware, Inc. 2001 Nonqualified Stock Plan. These shares are in addition to the 3,000,000 shares of common stock registered pursuant to Aware's Registration Statement on Form S-8, File No. 333-62020, filed with the Securities and Exchange Commission on May 31, 2001.

The contents of Aware's Registration Statement on Form S-8, File No. 333-62020, as filed with the Securities and Exchange Commission on May 31, 2001, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION
4.1	Aware, Inc. 2001 Nonqualified Stock Plan (filed as Exhibit 99(d)(4) to the Company's Schedule TO filed with the Securities and Exchange Commission on March 3, 2003 and incorporated herein by reference).
5.1	Opinion of Foley Hoag LLP.
23.1	Consent of Foley Hoag LLP (contained in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
24.1	Power of attorney (contained on the signature page of this registration statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bedford, Massachusetts, as of June 27, 2003.

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AWARE, INC.

By: /s/ Michael A. Tzannes

Michael A. Tzannes
Chief Executive Officer

- 2 -

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below hereby constitutes and appoints Michael A. Tzannes and Richard P. Moberg, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing which they, or any of them, may deem necessary or advisable to be done in connection with this registration statement, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or any substitute or substitutes for him, any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the indicated capacities as of June 27, 2003.

SIGNATURE -----	TITLE -----
/s/ John K. Kerr ----- John K. Kerr	Chairman of the Board of Directors
/s/ Michael A. Tzannes ----- Michael A. Tzannes	Chief Executive Officer and Director (PRINCIPAL EXECUTIVE OFFICER)
/s/ Edmund C. Reiter ----- Edmund C. Reiter	President and Director
/s/ Richard P. Moberg ----- Richard P. Moberg	Chief Financial Officer and Treasurer (PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)
/s/ Frederick D. D'Alessio ----- Frederick D. D'Alessio	Director
/s/ David Ehreth ----- David Ehreth	Director

Edgar Filing: AWARE INC /MA/ - Form S-8

Director

G. David Forney, Jr.

- 3 -

EXHIBIT INDEX

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