

AWARE INC /MA/  
Form 8-K  
October 28, 2010

---

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): October 28, 2010

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

|                                                                       |                                          |                                                       |
|-----------------------------------------------------------------------|------------------------------------------|-------------------------------------------------------|
| Massachusetts<br>(State or other<br>jurisdiction<br>of incorporation) | 000-21129<br>(Commission<br>File Number) | 04-2911026<br>(IRS Employer<br>Identification<br>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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 28, 2010, 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 September 30, 2010.

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:

(d) EXHIBITS.

| Number | Description                                             |
|--------|---------------------------------------------------------|
| 99.1   | Press release issued by Aware, Inc. on October 28, 2010 |

---

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: October 28, 2010 | By: /s/ Edmund C. Reiter<br>Edmund C. Reiter<br>President and Chief Executive Officer |
|-------------------------|---------------------------------------------------------------------------------------|

EXHIBIT INDEX

| Number | Description                                              |
|--------|----------------------------------------------------------|
| 99.1   | Press release issued by Aware, Inc. on October 28, 2010. |