

AWARE INC /MA/  
Form 8-K  
June 26, 2014

**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): June 26, 2014

**AWARE, INC.**

(Exact name of registrant as specified in its charter)

**Massachusetts**                      **000-21129**    **04-2911026**  
(State or other jurisdiction    (Commission (IRS Employer  
of incorporation)                      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)

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 June 26, 2014, Aware Inc. announced that its Board of Directors declared a special cash dividend of \$1.75 per share payable to the company's common stockholders (approximately \$40 million in the aggregate). The record date for the special cash dividend will be the close of business on July 10, 2014 and the payable date for the special cash dividend will be July 24, 2014.

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 June 26, 2014 entitled "Aware, Inc. Declares Special Cash Dividend of \$1.75 Per Share, Or Approximately \$40 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: June 26, 2014 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 June 26, 2014 entitled “Aware, Inc. Declares Special Cash Dividend of \$1.75 Per Share, Or Approximately \$40 Million In Total.”

-4-