

AWARE INC /MA/
Form 8-K
March 20, 2008

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 **March 15, 2008**
of Report (date of earliest event reported):

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

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(Former Name or Former Address, if
Changed Since Last Report)

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On March 15, 2008, Frederick D'Alessio, a director of Aware, Inc., informed the Board of Directors of Aware, Inc. that he did not want to stand for election for another term. Mr. D'Alessio's tenure as a director of Aware, Inc. will end at the Annual Meeting of Stockholders on May 21, 2008. On March 18, 2008, in recognition of his years of service, the Compensation Committee of Aware, Inc. approved a payment to Mr. D'Alessio of \$40,000 to be paid on the date of the Annual Meeting of Stockholders.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

No financial statements or exhibits are required to be filed as part of this Report.

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: March 20, 2008

By: /s/ Michael A. Tzannes
Michael A. Tzannes
Chief Executive Officer