

AWARE INC /MA/  
Form 8-K  
June 02, 2010

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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): May 26, 2010

Aware, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 000-21129

Massachusetts  
(State or other jurisdiction of  
incorporation)

04-2911026  
(IRS Employer  
Identification No.)

40 Middlesex Turnpike, Bedford, MA, 01730  
(Address of principal executive offices, including zip code)

(781) 276-4000  
(Registrant's telephone number, including area code)

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))
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Item 5.07.

Submission of Matters to a Vote of Security Holders.

On May 26, 2010, we held an annual meeting of stockholders. A total of 19,926,970 shares of our common stock were outstanding as of April 8, 2010, the record date for the annual meeting. The only matter acted upon at the annual meeting was the election of two Class II directors of our board of directors. Our stockholders elected John K. Kerr and Mark G. McGrath as members of our board of directors as Class II directors for a three-year term. The final results of the vote, as reported by our inspector of elections, were as follows:

Nominee	For	Withheld	Broker Non-Votes
John K. Kerr	10,475,257	462,501	0
Mark G. McGrath	10,472,957	464,801	0

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Signature(s)

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.

By:/s/ Edmund C. Reiter  
Edmund C. Reiter  
President and Chief Executive Officer

Date: June 2, 2010