

AUTHENTEC INC
Form 3
June 26, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---------|----------|--|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Last) | (First) | (Middle) | 06/26/2007 | AUTHENTEC INC [AUTH] | |
| 1025 WEST NASA BOULEVARD (Street) | | | (Check all applicable) | | |
| MELBOURNE, FL 32919-0001 (City) (State) (Zip) | | | 4. Relationship of Reporting Person(s) to Issuer | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

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| | | | | | | | |
|--|-------|------------|--------------------------------------|-----------------|---------------|---|---|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,223,750 (1) | \$ (1) | D | Â |
| Series B Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 797,330 (1) | \$ (1) | D | Â |
| Series C Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 833,080 (1) | \$ (1) | D | Â |
| Series D Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 375,979 (1) | \$ (1) | D | Â |
| Preferred Stock Purchase Warrant | Â (2) | 09/25/2010 | Series B Convertible Preferred Stock | 42,365 (2) | \$ 9 (2) | D | Â |
| Warrant to Purchase Shares of Series C Preferred Stock | Â (2) | 12/31/2007 | Series C Convertible Preferred Stock | 355,154 (2) | \$ 2.0048 (2) | D | Â |
| 4% Senior Secured Convertible Promissory Note due 2010 | Â (3) | 12/31/2010 | Common Stock | \$ 1,544,441.51 | \$ 6 (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRIS CORP /DE/ 1025 WEST NASA BOULEVARD MELBOURNE, FL 32919-0001 | Â | Â X | Â | Â |

Signatures

Harris Corporation Name and Title: /s/ Scott T. Mikuen Vice President, Associate General Counsel and Corporate Secretary

06/26/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Convertible Preferred Stock is convertible into Common Stock at any time, at the holder's election, on a one-for-one basis and has no expiration date. The number of underlying shares of Common Stock reported in Column 3 reflects a 1-for-4 reverse stock split effected on June 26, 2007, pursuant to which each share of Common Stock was exchanged for 1/4 of a share of Common Stock.

(2) The warrants are fully exercisable as of the date hereof. The number of underlying shares of Common Stock reported in Column 3 and the exercise price reported in Column 4 reflect a 1-for-4 reverse stock split effected on June 26, 2007, pursuant to which each share of Common Stock was exchanged for 1/4 of a share of Common Stock. Upon the closing of the issuer's initial public offering, each warrant to purchase Convertible Preferred Stock will automatically become a warrant to purchase Common Stock.

(3) The note is to be automatically converted into shares of Common Stock upon the closing of the issuer's public offering or upon the consummation of a qualifying transaction resulting in a change of control of the issuer.

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- (4) Reflects a 1-for-4 reverse stock split effected on June 26, 2007, pursuant to which each share of Common Stock was exchanged into 1/4 of a share of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.