

AWARE INC /MA/
Form 8-K
July 24, 2018

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): July 24, 2018

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

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. “

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On July 24, 2018, 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 June 30, 2018.

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 July 24, 2018.

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: July 24, 2018 By: /s/ Kevin T. Russell

Kevin T. Russell
Chief Executive Officer and President
General Counsel

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EXHIBIT INDEX

Number Description

99.1 Press release issued by Aware, Inc. on July 24, 2018.

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er the Proposed Transaction. Consummation of the Proposed Transaction, which includes the transactions contemplated by the Purchase Agreement, is subject to stockholder approval. If CUSIP NO. 741511109 SCHEDULE 13D/A PAGE 6 OF 9 PAGES such approval is obtained, the Proposed Transaction is expected to be consummated within five business days after such approval. Also on October 4, 2004, the Investors and PriceSmart entered into a Stockholder Voting Agreement (the "Voting Agreement") pursuant to which the Investors agreed to, among other things, (i) vote in favor of the Proposed Transaction and (ii) appoint PriceSmart as the Investors' proxy to vote the shares of Common Stock held by the Investors in favor of the Proposed Transaction. Each of the Purchase Agreement and the Voting Agreement has been incorporated by reference as an exhibit to this Schedule 13D and is hereby incorporated herein in its entirety in response to this Item 6. ITEM 7. MATERIALS TO BE FILED AS EXHIBITS. Item 7 of the Schedule 13D is hereby amended to add the following information: Exhibit No. Description of Exhibit ----- 9 Common Stock Purchase Agreement, dated as of October 4, 2004, by and among PriceSmart, Inc., the Sol and Helen Price Trust, the Robert and Allison Price Trust UTD 1/10/75, the Price Family Charitable Fund, The Price Group LLC, and the Robert and Allison Price Charitable Remainder Trust (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by PriceSmart, Inc. with the SEC on October 8, 2004). 10 Stockholder Voting Agreement, dated as of October 4, 2004, by and among PriceSmart, Inc., The Price Group LLC, the Sol and Helen Price Trust, the Robert and Allison Price Trust UTD 1/10/75, the Price Family Charitable Fund and the Robert and Allison Price Charitable Remainder Trust (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by PriceSmart, Inc. with the SEC on October 8, 2004). CUSIP NO. 741511109 SCHEDULE 13D/A PAGE 7 OF 9 PAGES SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Dated: October 27, 2004 ROBERT E. PRICE /s/ Robert E. Price ----- CUSIP NO. 741511109 SCHEDULE 13D/A PAGE 8 OF 9 PAGES EXHIBIT INDEX Exhibit No. Description of Exhibit ----- 1 Right of First Refusal Agreement by and among Grupo Gigante, S.A. de C.V. and Robert E. Price, Sol Price, The Price Family Charitable Fund, The Price Group LLC, the Robert and Allison Price Trust, the Robert & Allison Price Charitable Remainder Trust, the Price Family Charitable Trust and the Sol and Helen Price Trust dated as of January 15, 2002 (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by PriceSmart, Inc. with the SEC on January 24, 2002). 2 Series A Preferred Stock Purchase Agreement dated as of January 18, 2002 between PriceSmart and the Investors Listed on Exhibit A Thereto (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by PriceSmart, Inc. with the SEC on January 24, 2002). 3

Amended and Restated Certificate of Incorporation of PriceSmart, Inc. (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed by PriceSmart, Inc. with the SEC on November 26, 1997). 4 Certificate of Designations, Preferences and Relative, Participating, Optional and Other Special Rights of 8% Series A Cumulative Convertible Redeemable Preferred Stock and Qualifications, Limitations and Restrictions Thereof dated January 15, 2002 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed by PriceSmart, Inc. with the SEC on January 24, 2002). 5 Pledge and Security Agreement, dated as of April 24, 2003, by and among San Diego Revitalization Corporation in favor of the Price Family Charitable Trust (incorporated by reference to Exhibit 2 to the Schedule 13D filed by San Diego Revitalization Corporation with the SEC on May 5, 2003). 6 Series B Preferred Stock Purchase Agreement dated July 9, 2003 between PriceSmart and the Investors listed on Exhibit A Thereto (incorporated by reference to Exhibit 5 to Amendment No. 3 to Schedule 13D filed by the Price Family Charitable Fund with the SEC on July 18, 2003). 7 Certificate of Designations, Preferences, and Relative, Participating, Optional and Other Special Rights of 8% Series B Cumulative Convertible Redeemable Preferred Stock and Qualifications, Limitations and Restrictions Thereof dated July 9, 2003 (incorporated by reference to Exhibit 6 to Amendment No. 3 to Schedule 13D filed by the Price Family Charitable Fund with the SEC on July 18, 2003). 8 Common Stock Purchase Agreement, dated as of October 22, 2003, by and among PriceSmart, Inc., the Sol and Helen Price Trust, and the Robert and Allison Price Trust UTD 1/10/75 (incorporated by reference to Exhibit 8 to Amendment No. 7 to Schedule 13D filed by Sol Price with the SEC on October 29, 2003). CUSIP NO. 741511109 SCHEDULE 13D/A PAGE 9 OF 9 PAGES 9 Common Stock Purchase Agreement, dated as of October 4, 2004, by and among PriceSmart, Inc., the Sol and Helen Price Trust, the Robert and Allison Price Trust UTD 1/10/75, the Price Family Charitable Fund, The Price Group LLC, and the Robert and Allison Price Charitable Remainder Trust (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by PriceSmart, Inc. with the SEC on October 8, 2004). 10 Stockholder Voting Agreement, dated as of October 4, 2004, by and among PriceSmart, Inc., The Price Group LLC, the Sol and Helen Price Trust, the Robert and Allison Price Trust UTD 1/10/75, the Price Family Charitable Fund and the Robert and Allison Price Charitable Remainder Trust (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by PriceSmart, Inc. with the SEC on October 8, 2004).