

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Under Rule 14a-12

AWARE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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P.O. BOX 8016, CARY, NC 27512-9903

Aware, Inc.
Important Notice Regarding the Availability of
Proxy Materials for the Stockholders Meeting To
Be Held On January 17, 2024
For Stockholders of record as of November 8,
2023

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend the meeting, go to: www.proxydocs.com/AWRE

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



For a convenient way to view proxy materials and VOTE go to
www.proxydocs.com/AWRE

Have the 12 digit control number located in the shaded box above available
when you access the website and follow the instructions.

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before January 5, 2024.

To order paper materials, use one of the following methods.



INTERNET

www.investorelections.com/AWRE



TELEPHONE
(866) 648-8133



*** E-MAIL**

paper@investorelections.com

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

Aware, Inc.

Meeting Materials: Notice of Special Meeting and Proxy Statement

Meeting Type: Special Meeting of Stockholders

Date: Wednesday, January 17, 2024

Time: 10:00 AM, Eastern Time

Place: The Offices of Aware, Inc.

76 Blanchard Road, Burlington, Massachusetts 01803

SEE REVERSE FOR FULL AGENDA

Aware, Inc.
Special Meeting of Stockholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR ON PROPOSALS 1 AND 2

PROPOSAL

1. To approve a stock option exchange program for certain eligible employees, including executive officers, to exchange certain outstanding stock options for stock options with a lower exercise price;
 2. To approve the Aware, Inc. 2023 Equity and Incentive Plan, which will replace the 2001 Nonqualified Stock Plan; and
 3. To transact such other business as may properly come before the Special Meeting and any adjournments or postponements of the Special Meeting.
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