

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Lazzouni Mohamed</u> (Last) (First) (Middle) <u>C/O AWARE, INC.</u> <u>40 MIDDLESEX TURNPIKE</u> (Street) <u>BEDFORD</u> <u>MA</u> <u>01730</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AWARE INC /MA/ [AWRE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/03/2022		P		5,000	A	\$2.15	40,907	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Unrestricted Stock Award	\$0.00							(1)	(1)	Common Stock	10,000		20,000	D	
Stock Option (right to buy)	\$4.73							(2)	02/23/2031	Common Stock	300,000		300,000	D	
Stock Option (right to buy)	\$4.5							(3)	02/23/2031	Common Stock	18,750		18,750	D	
Stock Option (right to buy)	\$5.5							(3)	02/23/2031	Common Stock	18,750		18,750	D	
Stock Option (right to buy)	\$6.5							(3)	02/23/2031	Common Stock	18,750		18,750	D	
Stock Option (right to buy)	\$7.5							(3)	02/23/2031	Common Stock	18,750		18,750	D	

Explanation of Responses:

1. Shares of unrestricted stock awarded to reporting person under Aware, Inc. 2001 Nonqualified Stock Plan. The shares will be issued on December 31, 2022 provided the reporting person is serving as a director, officer or employee of the Company or any subsidiary of the Company on said dates.
2. Fifty percent of the option will vest on February 24, 2023, with the remainder vesting in 24 equal monthly installments starting on March 24, 2023.
3. Vests in 16 equal quarterly installments on the last day of each quarter from February 19, 2020 through November 19, 2023.

Remarks:

/s/ Mohamed Lazzouni

08/05/2022

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.