

Stafford Susan Yang
Form SC 13G/A
November 15, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934*

(Amendment No. 3)*

Aware, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

05453N-10-0
(CUSIP Number)

November 13, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 05453N-10-0

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Susan Yang Stafford

(a)
o

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(b)
o

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S.A.

NUMBER OF

SOLE VOTING POWER: 2,748,581

5

SHARES BENEFICIALLY

SHARED VOTING POWER: 0

6

OWNED BY EACH

SOLE DISPOSITIVE POWER: 2,748,581

7

SHARED DISPOSITIVE POWER:

8

REPORTING PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,748,581

9

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

12.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

2

CUSIP No. 05453N-10-0

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1
Susan Stafford 2010 Kimborana Trust

45-6628341

(a)
o

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(b)
o

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
U.S.A.

NUMBER OF SHARES SOLE VOTING POWER: 2,431,188
5

BENEFICIALLY SHARED VOTING POWER: 0
6

OWNED BY EACH SOLE DISPOSITIVE POWER: 2,431,188
7

8 SHARED DISPOSITIVE POWER: 0

REPORTING PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,431,188

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.9%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

3

CUSIP No. 05453N-10-0

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1
Kimberly Stafford 2004 Irrevocable Trust

20-2689858

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
o

2
(b)
o

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
U.S.A.

NUMBER OF SHARES SOLE VOTING POWER: 315,693
5

BENEFICIALLY SHARED VOTING POWER: 0
6

OWNED BY EACH SOLE DISPOSITIVE POWER: 315,693
7

8 SHARED DISPOSITIVE POWER: 0

REPORTING PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 315,693

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.4%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

4

CUSIP No. 05453N-10-0

Item
1(a). Name of Issuer:

Aware, Inc.

Item
1(b). Address of Issuer's Principal Executive Offices:

40 Middlesex Turnpike

Bedford, MA 01730

Item
2(a). Name of Person Filing:

Susan Yang Stafford

Susan Stafford 2010 Kimborana Trust

Kimberly Stafford 2004 Irrevocable Trust

Item
2(b). Address of Principal Business Office or, if none, Residence:

c/o Ronin Capital, LLC

350 N. Orleans Street, Suite 2N

Chicago, IL 60654

Item 2
(c). Citizenship:

Susan Yang Stafford is a citizen of the United States of America.

The Susan Stafford 2010 Kimborana Trust and the Kimberly Stafford 2004 Irrevocable Trust are trusts organized under the laws of the state of Illinois.

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share

Item 2(e). CUSIP Number:

05453N-10-0

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J);

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

The information contained in Items 5 -11 of the cover pages is herein incorporated by reference. Susan Yang Stafford, in her capacity as trustee of the Susan Stafford 2010 Kimborana Trust, the Kimberly Stafford 2004 Irrevocable Trust and the Kimberly Stafford 2011 Irrevocable Trust, has the power to vote and dispose of the common stock held by such trusts.

(a) Amount beneficially owned:

2,748,581 shares

(b) Percent of class:

12.3%

The percentage of shares of Common Stock beneficially owned by the Reporting Person is based on a total of 22,356,815 shares of Common Stock of the Issuer outstanding as of October 31, 2011, as reported on the most recent quarterly report of the Issuer on Form 10-Q for the quarter ended September 30, 2012.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 2,748,581

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 2,746,881

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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:

November 15, 2012 ***

Susan Yang Stafford

Dated: The Susan Stafford 2010 Kimborana Trust

November 15, 2012 ***

Susan Yang Stafford, Trustee

Dated: The Kimberly Stafford 2004 Irrevocable Trust

November 15, 2012 ***

Susan Yang Stafford, Trustee

***By: /s/ John S. Stafford, Jr.

Attorney-in-fact

Exhibit 1

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree, as of November 15, 2012, that only one statement containing the information required by Schedule 13G, and each amendment thereto, need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Aware, Inc. (the "Issuer") and such statement to which this Joint Filing Agreement is attached as Exhibit 1 is filed on behalf of each of the undersigned.

Dated:

November 15, 2012 ***

Susan Yang Stafford

Dated: The Susan Stafford 2010 Kimborana Trust

November 15, 2012 ***

Susan Yang Stafford, Trustee

Dated: The Kimberly Stafford 2004 Irrevocable Trust

November 15, 2012 ***

Susan Yang Stafford, Trustee

***By: /s/ John S. Stafford, Jr.

Attorney-in-fact