

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				4. Relationship of Reporting Person(s) to Issuer	
(Street)				(Check all applicable)	
MELBOURNE, FL 32919-0001				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<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)
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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.