

**MITEK SYSTEMS INC**  
Reported by  
**CUNNINGHAM VINTON PAUL**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 03/15/17 for the Period Ending 03/13/17

Address 8911 BALBOA AVE.  
SAN DIEGO, CA 92123  
Telephone 858-309-1700  
CIK 0000807863  
Symbol MITK  
SIC Code 3577 - Computer Peripheral Equipment, Not Elsewhere Classified  
Industry Software  
Sector Technology  
Fiscal Year 09/30

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

<b>1. Name and Address of Reporting Person *</b>  <b>CUNNINGHAM VINTON PAUL</b>  (Last) (First) (Middle)  <b>600 B STREET, SUITE 100</b>  (Street)  <b>SAN DIEGO, CA 92101</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>MITEK SYSTEMS INC [ MITK ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/13/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/13/2017		S		10000	D	\$6.0077 (1)	181600	D	
Common Stock	3/14/2017		S		10000	D	\$5.7397 (2)	171600	D	
Common Stock	3/15/2017		S		10000	D	\$5.85	161600 (3)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				

**Explanation of Responses:**

- ( The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.9750 - \$6.0500, inclusive. The reporting person undertakes to provide to Mitek Systems, Inc., any security holder of Mitek Systems, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 1.
- ( The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.7000 - \$5.8000, inclusive. The reporting person undertakes to provide to Mitek Systems, Inc., any security holder of Mitek Systems, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2.
- ( Comprised of 25,000 shares of common stock and 136,600 shares subject to restricted stock units held by the reporting person.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CUNNINGHAM VINTON PAUL 600 B STREET, SUITE 100 SAN DIEGO, CA 92101</b>	<b>X</b>			

**Signatures**

/s/ Russell C. Clark, by Power of Attorney

3/15/2017

\*\*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.

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