

MITEK SYSTEMS INC

Reported by
RITTER STEPHEN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/13/17 for the Period Ending 03/10/17

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**

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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

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

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			

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				
Performance Restricted Stock Units	(1)(2)	3/10/2017		A		400000		(3)	(3)	Common Stock	400000	\$0.00	400000	D	

Explanation of Responses:

- (Each performance restricted stocked unit represents a contingent right to receive one share of Mitek common stock. No performance restricted stock unit vests
- 1) (and thus no shares of common stock are issued) unless the fair market value of Mitek's common stock at the end of a set performance period or upon a change of control during such performance period is equal to or exceeds \$16.00 per share. To incentivize relative performance of Mitek's stock price, reduced vesting could occur in the event Mitek's common stock price appreciation during the performance period underperforms against the Russell 2000 Index.
- (The fair market value of Mitek's common stock at the end of the performance period is determined based on the average closing price of Mitek's common
- 2) stock for the last 20 trading days of the performance period. The fair market value of Mitek's common stock upon a change of control shall equal (i) the consideration to be received by Mitek's stockholders with respect to one share of Mitek common stock upon such change of control or (ii) upon an asset sale, the consideration that would be distributable to Mitek's stockholders with respect to each share of Mitek common stock if Mitek distributed all of the consideration received in connection with the asset sale to its stockholders, less adjustments for debt, expenses and other amounts.
- (The vesting date for the performance restricted stock units, if such a date occurs, will not be determined until the end of the performance period or upon a
- 3) change of control during the performance period. The performance period begins on March 1, 2017 and ends on the date that is 25 trading days after the first filing of an Annual Report on Form 10-K or Quarterly Report on Form 10-Q by Mitek following September 30, 2019.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritter Stephen 600 B STREET, SUITE 100 SAN DIEGO, CA 92101			Chief Technology Officer	

Signatures

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

3/13/2017

**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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