

MITEK SYSTEMS INC  
Form 4  
July 23, 2015

**FORM 4**

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

OMB APPROVAL

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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, 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 \*  
**DEBELLO JAMES B**

(Last) (First) (Middle)

8911 BALBOA AVENUE, SUITE B

(Street)

SAN DIEGO, CA 92123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MITEK SYSTEMS INC [MITK]**

3. Date of Earliest Transaction  
(Month/Day/Year)

07/21/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 07/21/2015                           |  | M                              |   | 13,397 A \$ 0.8   | 536,989  | D                                 |
| Common Stock                    | 07/21/2015                           |  | M                              |   | 10,251 A \$ 0.82  | 547,240  | D                                 |
| Common Stock                    | 07/21/2015                           |  | S                              |   | 23,648 (1) D \$ 4   | 523,592  | D                                 |
| Common Stock                    | 07/22/2015                           |  | M                              |   | 15,921 A \$ 0.82  | 539,513  | D                                 |
| Common Stock                    | 07/22/2015                           |  | S                              |   | 15,921 (2) D \$ 4   | 523,592 (3)  | D                                 |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Stock Option (Right to Buy)                | \$ 0.8   | 07/21/2015                           |  | M                              | 13,397  | 10/19/2005   | 10/19/2015  | Common Stock               | 13,397 |
| Stock Option (Right to Buy)                | \$ 0.82  | 07/21/2015                           |  | M                              | 10,251  | 11/18/2005   | 11/18/2015  | Common Stock               | 10,251 |
| Stock Option (Right to Buy)                | \$ 0.82  | 07/21/2015                           |  | M                              | 15,921  | 11/18/2005   | 11/18/2015  | Common Stock               | 15,921 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| DEBELLO JAMES B<br>8911 BALBOA AVENUE<br>SUITE B<br>SAN DIEGO, CA 92123 | X             |           | President & CEO |       |

## Signatures

/s/ John M. Thornton, by Power of Attorney  
07/23/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

This sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 4,

(1) 2015 (the "Trading Plan"). Pursuant to the Trading Plan, Mr. DeBello, may sell, on a periodic basis, vested stock options that would otherwise expire on October 19, 2015, and November 18, 2015.

(2) This sale was effected pursuant to the Trading Plan. In addition to the common stock and restricted stock units referenced in footnote 3 below, following this sale Mr. DeBello holds 1,255,658 Mitek stock options.

(3) Comprised of 434,636 shares of common stock and 88,956 shares subject to restricted stock awards held by the reporting person.

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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