

MITEK SYSTEMS INC  
Form SC 13G  
February 14, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No.    )\***

**MITEK SYSTEMS, INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**  
**(Title of Class of Securities)**

**606710-20-0**  
**(CUSIP Number)**

**December 31, 2011**  
**(Date of Event Which Requires Filing of this Statement)**

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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 the disclosure provided in a prior cover page. The information required in 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. 606710-20-0

1 NAME OF REPORTING PERSONS

James B. DeBello

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

(A)  (B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

1,864,861

6 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

0

7 SOLE DISPOSITIVE POWER

WITH

1,864,861

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,864,861<sup>(1)</sup>

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12 7.06%<sup>(2)</sup>  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Comprised of options to purchase 1,864,861 shares of common stock issuable pursuant to stock options exercisable within 60 days of December 31, 2011.
- (2) Percentage of class calculated based on an aggregate of 24,542,255 shares issued and outstanding as of December 31, 2011.

**Item 1(a). Name of Issuer:**

Mitek Systems, Inc.

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

5911 Balboa Avenue

Suite B

San Diego, CA 92123

**Item 2(a). Name of Person Filing:**

James B. DeBello (the Reporting Person )

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

5911 Balboa Avenue

Suite B

San Diego, CA 92123

**Item 2(c). Citizenship:**

The Reporting Person is a citizen of the United States of America.

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

Common stock, par value \$0.001 per share ( Common Stock )

**Item 2(e). CUSIP Number:**

606710-20-0

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(ii)(F).

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(g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).

- (h) " A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) " Group in accordance with § 240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Comprised of options to purchase 1,864,861 shares of Common Stock issuable pursuant to stock options exercisable within 60 days of December 31, 2011.

- (b) Percent of class:

7.06%\*

- (c) Number of shares to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:	1,864,861
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	1,864,861
(iv) Shared power to dispose or to direct the disposition of:	0

\* Percentage of class calculated based on an aggregate of 24,542,255 shares issued and outstanding as of December 31, 2011.

**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 securities, check the following ".

**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 or Control Person.**

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. Certifications.**

Not applicable

**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.

Date: February 13, 2012

By: /s/ Russell C. Clark  
Russell C. Clark  
Attorney-in-Fact for James B. DeBello pursuant to Power  
of Attorney attached to this Schedule 13G

**EXHIBIT A**

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Russell C. Clark and Fred Hutton, and each of them, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) prepare, execute, and deliver for and on behalf of the undersigned, an employee of Mitek Systems, Inc., a Delaware corporation (the Company), Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules and regulations promulgated thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Schedules 13D and 13G, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority, as required; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to the undersigned until revocation by the undersigned in a signed writing delivered to the Company and each of the foregoing attorneys-in-fact. This Power of Attorney shall terminate with respect to a foregoing attorney-in-fact, individually, at such time as such attorney-in-fact is no longer employed by the Company or any of its subsidiaries.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February, 2012.

*/s/ James B. DeBello*  
James B. DeBello