#### MITEK SYSTEMS INC

Form 4

December 02, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THORNTON JOHN M			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
		W: III.	MITEK SYSTEMS INC [MITK]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
			(Month/Day/Year)	X Director 10% Owner				
8911 BALBOA AVENUE, SUITE B			12/01/2015	Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line)  X Form filed by One Reporting Person				

#### SAN DIEGO, CA 92123

(City)	(State)	(Zip) Tak	-Derivative	nired, 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				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)
Common Stock	12/01/2015		S	100	D	\$ 5.22	403,584	I	By Trust
Common Stock	12/02/2015		S	76,300	D	\$ 5.15	327,284	I	By Trust
Common Stock	12/02/2015		S	600	D	\$ 5.1525	326,684	I	By Trust
Common Stock	12/02/2015		S	41,100	D	\$ 5.155	285,584	I	By Trust
Common Stock	12/02/2015		S	10,800	D	\$ 5.16	274,784	I	By Trust
	12/02/2015		S	400	D		274,384	I	By Trust

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Common Stock					\$ 5.1625			
Common Stock	12/02/2015	S	2,000	D	\$ 5.165	272,384	I	By Trust
Common Stock	12/02/2015	S	6,400	D	\$ 5.17	265,984	I	By Trust
Common Stock	12/02/2015	S	200	D	\$ 5.175	265,784	I	By Trust
Common Stock	12/02/2015	S	4,700	D	\$ 5.18	261,084	I	By Trust
Common Stock						101,246	I	By Wife
Common Stock						15,000	I	By Foundation
Common Stock						171,044 (1)	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctio	Number	Expiration Da	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative					Securities			(Instr.	. 3 and 4)	
	Security					Acquired					
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
							Date	Expiration	m: .1	or	
							Exercisable	Date	Title	Number	
										of	
				Code	V	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

THORNTON JOHN M 8911 BALBOA AVENUE SUITE B SAN DIEGO, CA 92123

X

## **Signatures**

/s/ James B. DeBello, by Power of Attorney

12/03/2015

\*\*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).
- (1) Comprised of 81,044 shares of common stock and 90,000 shares subject to restricted stock units 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. 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.

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