

MITEK SYSTEMS INC  
Form 4  
February 15, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)

MITEK SYSTEMS, INC., 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)  
02/13/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/13/2013		M		33,520 \$ 1.06	366,853	D
Common Stock	02/13/2013		S		33,520 (1)	333,333	D
Common Stock	02/14/2013		M		45,703 \$ 1.06	379,036	D
Common Stock	02/14/2013		S		45,703 (1)	333,333	D
Common Stock	02/15/2013		M		82,131 \$ 1.06	415,464	D

Edgar Filing: MITEK SYSTEMS INC - Form 4

Common Stock	02/15/2013	S	58,964 <u>(1)</u>	D	\$ 5	356,500	D
Common Stock	02/15/2013	M	319,000	A	\$ 0.35	675,500 <u>(2)</u>	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (Right to Buy)	\$ 1.06	02/13/2013		M	33,520	06/19/2003 05/19/2013	Common Stock 33,520
Stock Option (Right to Buy)	\$ 1.06	02/14/2013		M	45,703	06/19/2003 05/19/2013	Common Stock 45,703
Stock Option (Right to Buy)	\$ 1.06	02/15/2013		M	82,131	06/19/2003 05/19/2013	Common Stock 82,131
Stock Option (Right to Buy)	\$ 0.35	02/15/2013		M	319,000	01/04/2008 12/04/2017	Common Stock 319,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBELLO JAMES B MITEK SYSTEMS, INC.	X		President & CEO	

8911 BALBOA AVENUE SUITE B  
SAN DIEGO, CA 92123

## Signatures

/s/ Fred Hutton, by power of  
attorney

02/15/2013

\_\_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) This sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 4, 2013.

(2) Comprised of 642,167 shares of common stock and 33,333 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.

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.