

Gray Jason
Form 4
August 10, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gray Jason

(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]

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

08/10/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

GC, Secretary & Admin Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(D)	Price

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
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units	(1) (2)	08/10/2017	A	75,000			(3)	(3)			Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gray Jason 600 B STREET, SUITE 100 SAN DIEGO, CA 92101			GC, Secretary & Admin Officer	

Signatures

/s/ Trevor Renfield, by Power of Attorney
08/10/2017

__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) Each performance restricted stocked unit represents a contingent right to receive one share of Mitek common stock. No performance restricted stock unit vests (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.

(2) 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 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.

(3) 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 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.

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.