

MITEK SYSTEMS INC  
Form 4  
December 02, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
**THORNTON JOHN M**

(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)  
**11/30/2015**

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)

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	11/30/2015		S		299,165 D \$ 5.25	831,419	I By Trust
Common Stock	11/30/2015		S		400 D \$ 5.2525	831,019	I By Trust
Common Stock	11/30/2015		S		78,084 D \$ 5.255	752,935	I By Trust
Common Stock	11/30/2015		S		2,351 D \$ 5.26	750,584	I By Trust
Common Stock	11/30/2015		S		1,000 D \$ 5.265	749,584	I By Trust
	12/01/2015		S		31,070 D \$ 5	718,514	I By Trust

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Common Stock								
Common Stock	12/01/2015	S	19,700	D	\$ 5.005	698,814	I	By Trust
Common Stock	12/01/2015	S	24,949	D	\$ 5.01	673,865	I	By Trust
Common Stock	12/01/2015	S	11,331	D	\$ 5.02	662,534	I	By Trust
Common Stock	12/01/2015	S	20,350	D	\$ 5.03	642,184	I	By Trust
Common Stock	12/01/2015	S	10,000	D	\$ 5.035	632,184	I	By Trust
Common Stock	12/01/2015	S	20,000	D	\$ 5.04	612,184	I	By Trust
Common Stock	12/01/2015	S	6,640	D	\$ 5.05	605,544	I	By Trust
Common Stock	12/01/2015	S	5,700	D	\$ 5.06	599,844	I	By Trust
Common Stock	12/01/2015	S	1,060	D	\$ 5.065	598,784	I	By Trust
Common Stock	12/01/2015	S	4,100	D	\$ 5.07	594,684	I	By Trust
Common Stock	12/01/2015	S	100	D	\$ 5.075	594,584	I	By Trust
Common Stock	12/01/2015	S	31,168	D	\$ 5.08	563,416	I	By Trust
Common Stock	12/01/2015	S	85,872	D	\$ 5.1	477,544	I	By Trust
Common Stock	12/01/2015	S	1,600	D	\$ 5.105	475,944	I	By Trust
Common Stock	12/01/2015	S	27,868	D	\$ 5.11	448,076	I	By Trust
Common Stock	12/01/2015	S	21,300	D	\$ 5.115	426,776	I	By Trust
Common Stock	12/01/2015	S	11,560	D	\$ 5.12	415,216	I	By Trust
Common Stock	12/01/2015	S	2,932	D	\$ 5.13	412,284	I	By Trust
Common Stock	12/01/2015	S	100	D	\$ 5.14	412,184	I	By Trust
	12/01/2015	S	2,200	D	\$ 5.2	409,984	I	By Trust

Common Stock									
Common Stock	12/01/2015		S	6,300	D	\$ 5.21	403,684	I	By Trust
Common Stock							101,246	I	By Wife
Common Stock							15,000	I	By Foundation
Common Stock							171,044 <sup>(1)</sup>	D	

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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.

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