

MITEK SYSTEMS INC
 Form 3
 April 15, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SARAH CLARK		(Month/Day/Year)	MITEK SYSTEMS INC [MITK]	
(Last)	(First)	(Middle)	04/06/2016	
8911 BALBOA AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN DIEGO,Â CAÂ 92123			<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			General Manager	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	80,000	D ⁽¹⁾	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	11/04/2014	11/04/2024	Common Stock	20,000 ⁽²⁾	\$ 2.66	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARAH CLARK 8911 BALBOA AVENUE SAN DIEGO, CA 92123	Â	Â	Â	General Manager

Signatures

/s/ Shannon Catalano, by power of attorney. 04/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 8,740 shares of common stock and 71,250 shares of common stock subject to restricted stock units (RSU) held by the reporting person. Of the total 71,250 shares, 2,500 of the shares subject to the RSU award vest in two equal installments on 11/5/16 and 11/5/2017; 18,750 shares vest in 3 equal installments on 4/29/2016, 4/29/2017, and 4/29/2018; and 50,000 shares vest in 4 equal installments on 11/16/2016, 11/16/2017, 11/16/2018 and 11/16/2019.

(2) Represents a non-qualified stock option granted on November 4, 2014. Twenty-five percent of the shares subject to the award vested on the first anniversary of the grant date and the remaining shares subject to the award began vesting monthly thereafter in thirty-six equal installments.

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.