

MITEK SYSTEMS INC
 Form 4
 February 19, 2016

FORM 4

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

OMB APPROVAL

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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)
02/17/2016

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/17/2016		S		1,100	D	\$ 5.05
Common Stock	02/17/2016		S		35,398	D	\$ 5.06
Common Stock	02/17/2016		S		100	D	\$ 5.0625
Common Stock	02/17/2016		S		7,100	D	\$ 5.065
Common Stock	02/17/2016		S		33,259	D	\$ 5.07
Common Stock	02/17/2016		S		700	D	
							285,137
							249,739
							249,639
							242,539
							209,280
							208,580

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Common Stock					\$ 5.0725		
Common Stock	02/17/2016	S	4,200	D	\$ 5.075	204,380	D
Common Stock	02/17/2016	S	2,400	D	\$ 5.08	201,980	D
Common Stock	02/17/2016	S	300	D	\$ 5.0801	201,680	D
Common Stock	02/17/2016	S	300	D	\$ 5.0815	201,380	D
Common Stock	02/17/2016	S	600	D	\$ 5.085	200,780	D
Common Stock	02/17/2016	S	600	D	\$ 5.09	200,180	D
Common Stock	02/17/2016	S	3,100	D	\$ 5.1	197,080	D
Common Stock	02/17/2016	S	400	D	\$ 5.11	196,680	D
Common Stock	02/18/2016	S	10,000	D	\$ 5.05	186,680	D
Common Stock	02/18/2016	S	8,801	D	\$ 5.07	177,879	D
Common Stock	02/18/2016	S	200	D	\$ 5.075	177,679	D
Common Stock	02/18/2016	S	1,900	D	\$ 5.08	175,779	D
Common Stock	02/18/2016	S	800	D	\$ 5.085	174,979	D
Common Stock	02/18/2016	S	19,000	D	\$ 5.09	155,979	D
Common Stock	02/18/2016	S	49,526	D	\$ 5.1	106,453	D
Common Stock	02/18/2016	S	300	D	\$ 5.1025	106,153	D
Common Stock	02/18/2016	S	700	D	\$ 5.105	105,453	D
Common Stock	02/18/2016	S	44,300	D	\$ 5.11	61,153	D
Common Stock	02/18/2016	S	4,199	D	\$ 5.115	56,954	D
	02/18/2016	S	10,080	D	\$ 5.12	46,874	D

Common Stock								
Common Stock	02/18/2016		S	1,000	D	\$ 5.1201	45,874	D
Common Stock	02/18/2016		S	2,900	D	\$ 5.13	42,974	D
Common Stock	02/18/2016		S	400	D	\$ 5.14	42,574	D
Common Stock							120,000 ⁽¹⁾	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

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

02/19/2016

__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 120,000 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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