

MITEK SYSTEMS INC  
 Form 3  
 November 05, 2013

**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 <b>and</b> Ticker or Trading Symbol	
Â Diamond Michael E		(Month/Day/Year)	MITEK SYSTEMS INC [MITK]	
(Last)	(First)	(Middle)	11/05/2013	
8911 BALBOA AVENUE,Â SUITE B			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 <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<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
			Chief Revenue Officer	

**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	22,665 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title		

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	06/29/2013 <sup>(2)</sup>	06/29/2022	Common Stock	175,000	\$ 3.89	D	Â
Stock Option (Right to Buy)	11/16/2013 <sup>(3)</sup>	11/16/2022 <sup>(3)</sup>	Common Stock	10,000	\$ 2.34	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diamond Michael E 8911 BALBOA AVENUE SUITE B SAN DIEGO, CA 92123	Â	Â	Â Chief Revenue Officer	Â

## Signatures

/s/ Fred Hutton, by power of attorney  
11/05/2013

\_\_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 3,915 shares of common stock and 18,750 shares of common stock subject to restricted stock units (RSU) granted on June 29, 2012. The shares subject to the RSU award vest in equal annual installments over four years from the date of grant.
- (2) Represents an incentive stock option granted on June 29, 2012. Twenty-five percent of the shares subject to the award vest on the first anniversary of the date of grant and thereafter in 36 equal monthly installments.
- (3) Represents a non-qualified stock option granted on November 16, 2012. Twenty-five percent of the shares subject to the award vest on the first anniversary of the date of grant and thereafter in 36 equal monthly 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.