

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 17, 2024

MITEK SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35231
(Commission File Number)

87-0418827
(IRS Employer
Identification No.)

600 B Street, Suite 100
San Diego, California
(Address of principal executive offices)

92101
(Zip Code)

Registrant's telephone number, including area code: (619) 269-6800

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MITK	The NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 17, 2024, Mitek Systems, Inc. (the "Company") received a notice (the "Notice") from the Nasdaq Hearings Panel (the "Panel") notifying the Company that the Panel has granted the Company's request to extend the automatic stay of suspension of the Company's common stock from The Nasdaq Stock Market LLC ("Nasdaq") pending the Company's hearing before the Panel scheduled for March 19, 2024 and a final determination regarding the Company's listing status.

As previously reported, the Company is subject to a Mandatory Panel Monitor for a period of one year, or until November 6, 2024, which requires the Nasdaq Listing Qualifications Department to promptly issue a delisting determination in the event that the Company fails to maintain compliance with Nasdaq Listing Rule 5250(c). As previously disclosed on December 18, 2023, the Company intended to appeal a determination by the Nasdaq Listing Qualifications Department to delist the Company's securities due to the Company's failure to timely file its Annual Report on Form 10-K for the period ended September 30, 2023 (the "Form 10-K") with the Securities and Exchange Commission. On December 26, 2023 the Company timely requested a hearing before the Panel and requested that the automatic stay of suspension be extended through the completion of the hearings process and the expiration of any additional extension period granted by the Panel following the hearing.

While the Company intends to file its Form 10-K as quickly as possible to regain compliance, it currently anticipates that, as a result of the Company's previously delayed filings, it will be delayed in filing its Quarterly Report on Form 10-Q for the period ended December 31, 2023 which is due on February 9, 2024 and which cannot be completed and filed until the Form 10-K has been filed.

Item 8.01 Other Events.

On January 17, 2024, the Company issued a press release announcing its receipt of the Notice. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Mitek Systems, Inc. on January 17, 2024
104	Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Mitek Systems, Inc.

January 17, 2024

By: _____ /s/ David Lyle
David Lyle
Chief Financial Officer

Mitek Announces Extension of Nasdaq Stay and Hearing Date

Nasdaq panel maintains status quo of the Company's securities pending hearing

SAN DIEGO, CA, January 17, 2024 - Mitek Systems, Inc. (NASDAQ: MITK, www.miteksystems.com, "Mitek" or the "Company"), a global leader in digital identity and fraud prevention, today announced that on January 17, 2024, the Company was notified by the Nasdaq Hearings Panel (the "Panel") that the Panel has granted the Company's request to extend the automatic stay of suspension of the Company's common stock from The Nasdaq Stock Market LLC ("Nasdaq") pending the Company's hearing before the Panel scheduled for March 19, 2024, and a final determination regarding the Company's listing status.

As previously reported, the Company is subject to a Mandatory Panel Monitor for a period of one year, or until November 6, 2024, which requires the Nasdaq Listing Qualifications Department to promptly issue a delisting determination in the event that the Company fails to maintain compliance with Nasdaq Listing Rule 5250(c). As previously disclosed on December 18, 2023, the Company intended to appeal a determination by the Nasdaq Listing Qualifications Department to delist the Company's securities due to the Company's failure to timely file its Annual Report on Form 10-K for the period ended September 30, 2023 (the "Form 10-K") with the Securities and Exchange Commission. On December 26, 2023 the Company timely requested a hearing before the Panel and requested that the automatic stay of suspension be extended through the completion of the hearings process and the expiration of any additional extension period granted by the Panel following the hearing.

While the Company intends to file its Form 10-K as quickly as possible to regain compliance, it currently anticipates that, as a result of the Company's previously delayed filings, it will be delayed in filing its Quarterly Report on Form 10-Q for the period ended December 31, 2023 which is due on February 9, 2024 and which cannot be completed and filed until the Form 10-K has been filed.

About Mitek Systems, Inc.

Mitek (NASDAQ: MITK) is a global leader in digital access, founded to bridge the physical and digital worlds. Mitek's advanced identity verification technologies and global platform make digital access faster and more secure than ever, providing companies with new levels of control, deployment ease and operation, while protecting the entire customer journey. Trusted by 99% of U.S. banks for mobile check deposits and 7,900 of the world's largest organizations, Mitek helps companies reduce risk and meet regulatory requirements. Learn more at www.miteksystems.com.

Follow Mitek on LinkedIn, Twitter and YouTube, and read Mitek's latest blog posts here.

Notice Regarding Forward-Looking Statements

Statements contained in this news release relating to the Company or its management's intentions, hopes, beliefs, expectations or predictions of the future, including, but not limited to, statements relating to the Company or its management's intentions, hopes, beliefs, expectations or predictions of the future, including, but not limited to, statements relating to the Company's listing status and the Company's filing of its Annual Report on Form 10-K for the period ended September 30, 2023 and its Quarterly Report Form 10-Q for the period ended December 31, 2023 constitute forward looking statements. Such forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to, risks related to the Company's ability to withstand negative conditions in the global economy, a lack of demand for or market acceptance of the Company's products, the impact of the Company's acquisition of HooYu Ltd. including any operational or cultural difficulties associated with the integration of the businesses of Mitek and HooYu Ltd., the Company's ability to continue to develop, produce and introduce innovative new products in a timely manner, the Company's ability to capitalize on a growing market,

quarterly variations in revenue, the profitability of certain sectors of the Company, the performance of the Company's growth initiatives, the outcome of any pending or threatened litigation, and the timing of the implementation and launch of the Company's products by the Company's signed customers.

Additional risks and uncertainties faced by the Company are contained from time to time in the Company's filings with the U.S. Securities and Exchange Commission (SEC), including, but not limited to, the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2022, as filed with the SEC on July 31, 2023 and its quarterly reports on Form 10-Q and current reports on Form 8-K, which you may obtain for free on the SEC's website at www.sec.gov. Collectively, these risks and uncertainties could cause the Company's actual results to differ materially from those projected in its forward-looking statements and you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company disclaims any intention or obligation to update, amend or clarify these forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Investor Contact:

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