FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Gray Jason					2. Issuer Name and Ticker or Trading Symbol MITEK SYSTEMS INC [MITK]								(Che	ck all app Direc	ctor	10% (Owner
(Last) (First) (Middle) 600 B STREET, SUITE 100					3. Date of Earliest Transaction (Month/Day/Year) 04/27/2017								7	belov	N) .	below)`
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	Forn	n filed by One Reporting Person n filed by More than One Reporting			
	Tabl	e I - Non	-Deriva	ative	Sec	uritie	s Ac	quired,	Dis	osed o	f, or E	Benet	ficiall	y Own	ed		
Date				/Day/Year) Ex		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					Securi Benefi Owner	ties cially I Following	(D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A (D) or)	Price	Transa	action(s)		(111341. 4)
Common Stock 04/				/2017			S		7,789 ⁽¹⁾ D		D	\$8.2	87,211		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
of ive Conversion of Exercise Price of Derivative Security 3. Transaction Date Execution Date if any (Month/Day/Year)		Date,	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration		Amount or Number of		r. 3	erivative ecurity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(Final Conversion or Exercise Price of Derivative (Final Conversion or Exercise Price Or Exercis	(First) (First	(First) (Middle) CREET, SUITE 100 CGO CA 92101 (State) (Zip) Table I - Non Security (Instr. 3) Stock Table II - D (6 Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Mear)	(First) (Middle) CREET, SUITE 100 CA 92101 (State) (Zip) Table I - Non-Derivation (Month/D) Stock Table II - Derivation (e.g., pu 2. Transaction Date (Month/Day/Year) Price of Derivative Security Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	(First) (Middle) CREET, SUITE 100 3. D 04/2 4. If (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative Security 2. Conversion Date (Month/Day/Year) A. 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Explanation of Responses:

1. Represents the disposition of shares that were automatically sold by Mitek Systems, Inc. to pay withholding taxes upon the vesting of 20,000 restricted stock units.

Remarks:

/s/ Jason Gray

05/01/2017

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.