

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Gray Jason</u> (Last) (First) (Middle) 600 B STREET, SUITE 100 (Street) SAN DIEGO CA 92101 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MITEK SYSTEMS INC [MITK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>GC, Secretary & Admin Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/08/2024		A		46,909 ⁽¹⁾	A	\$9.06	170,564	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units	(2)(3)(4)(5)	12/08/2024		A		46,909		(2)	(2)	Common Stock	46,909	\$0	82,567	D	

Explanation of Responses:

- Represents restricted stock units granted on December 8, 2024 under the Issuer's Amended and Restated 2020 Incentive Plan (the "2020 Plan"). Shares subject to the award vest as follows: 25% shall vest on the first anniversary of the date grant and thereafter an additional 25% shall vest on each subsequent anniversary of the date of grant.
- Represents performance restricted stock units ("Performance RSUs") granted on December 8, 2024 under the 2020 Plan, which vest based upon the achievement of certain performance criteria over the three-year period following the date of grant (each such year, a "Performance Period"). Performance criteria is measured on an annual basis as described below. Additionally, based on the attainment of certain above-target performance criteria, the final potential payout will range 100% to 200% of the number of awarded Performance RSUs.
- With respect to the Performance RSUs, the annual performance criteria for each annual Performance Period shall be for the percentage increase in value of the Issuer's common stock to meet or exceed the percentage increase in value of the Russell 2000 Index over the applicable annual Performance Period.
- Up to 33% of the Performance RSUs shall vest on each one-year anniversary of the date of grant if the annual performance criteria for the applicable Performance Period has been met. For the Issuer's common stock performance between 75% through 100% of the performance of the Russell 2000 Index, a pro-rata portion of the Performance RSUs will vest.
- For the purposes of determining the percentage increase in value of the Issuer's common stock and the Russell 2000 Index, a hypothetical investment of \$100 will be made in both the Issuer's common stock and the Russell 2000 Index with a purchase price equal to the average closing price of each for the 20-trading days immediately preceding the start of the applicable Performance Period. At the end of the applicable Performance Period, the value of the hypothetical investments shall be determined by assuming the sale of each based on the average closing price of each from the immediately preceding 20-trading days. The percentage change shall be determined by comparing the increase in value to the starting investment of \$100.

Remarks:

/s/ Jonathan O'Brien, by Power of Attorney 12/10/2024

** 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.