

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

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number 0-15235

MITEK SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

87-0418827

(I.R.S. Employer Identification No.)

8911 Balboa Ave., Suite B

San Diego, California

(Address of principal executive offices)

92123

(Zip Code)

Registrant's telephone number: **(858) 503-7810**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 16,751,137 shares outstanding of the registrant's common stock as of August 12, 2009.

MITEK SYSTEMS, INC.

FORM 10-Q

For the quarterly period ended June 30, 2009

| | |
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PART I - FINANCIAL INFORMATION

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Special Note About Forward-Looking Statements

We make forward-looking statements in this report, particularly in Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations", and in the documents that are incorporated by reference into this report, if any. These forward-looking statements relate to Mitek's outlook or expectations for earnings, revenues, expenses, asset quality or other future financial or business performance, strategies or expectations, or the impact of legal, regulatory or supervisory matters on Mitek's business, results of operations or financial condition. Specifically, forward looking statements used in this report may include statements relating to future business prospects, revenue, income and financial condition of Mitek.

Forward-looking statements can be identified by the use of words such as "estimate," "may," "plan," "project," "forecast," "intend," "expect," "anticipate," "believe," "seek," "target" or similar expressions. These statements reflect Mitek's judgment based on currently available information and involve a number of risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements.

In addition to those factors discussed under the heading "Risk Factors" in Part II, Item 1A of this report, and in Mitek's other public filings with the Securities and Exchange Commission or "SEC," important factors could cause actual results to differ materially from our expectations. These factors include, but are not limited to:

- adverse economic conditions;
- general decreases in demand for Mitek products and services;
- competition (including entry of new competitors) with competitors with substantially greater resources than Mitek;
- loss of key customers or contracts;
- increased or adverse federal, state and local government regulation;
- inadequate capital;
- unexpected costs;
- lower revenues or lower net income than forecast;
- inability to raise prices;
- the risk of litigation and administrative proceedings;
- higher than anticipated labor costs;
- the possible fluctuation and volatility of operating results and financial condition;
- adverse publicity and news coverage;
- inability to carry out marketing and sales plans;
- loss of key employees and executives;
- changes in interest rates; and
- inflationary factors.

You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof, or in the case of a document incorporated by reference, as of the date of that document. Except as required by law, we undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

The above list is not intended to be exhaustive and there may be other factors that would preclude us from realizing the predictions made in the forward-looking statement. We operate in a continually changing business environment and new factors emerge from time to time. We cannot predict such factors or assess the impact, if any, of such factors on their respective financial positions or results of operations.

In this report, unless the context indicates otherwise, the terms "Mitek," "Company," "we," "us," and "our" refer to Mitek Systems, Inc., a Delaware corporation.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**MITEK SYSTEMS, INC
BALANCE SHEETS**

| | June 30, 2009 (Unaudited) | September 30, 2008 |
|---|--|-------------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 537,216 | \$ 1,300,281 |
| Accounts receivable including related party of \$637 and \$4,591, respectively, net of allowance of \$24,268 and \$47,877, respectively | 638,745 | 912,831 |
| Inventory, prepaid expenses and other current assets | 114,454 | 100,000 |
| Total current assets | <u>1,290,415</u> | <u>2,313,112</u> |
| PROPERTY AND EQUIPMENT-net | 69,692 | 91,066 |
| SOFTWARE DEVELOPMENT COSTS-net | 400,043 | 347,738 |
| OTHER ASSETS | 29,465 | 29,465 |
| TOTAL ASSETS | <u><u>\$ 1,789,615</u></u> | <u><u>\$ 2,781,381</u></u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$ 347,996 | \$ 403,925 |
| Accrued payroll and related taxes | 165,854 | 289,300 |
| Deferred revenue | 681,147 | 676,085 |
| Other accrued liabilities | 112,908 | 24,712 |
| Total current liabilities | <u>1,307,905</u> | <u>1,394,022</u> |
| Deferred rent, long-term portion | 51,763 | 55,745 |
| TOTAL LIABILITIES | <u><u>1,359,668</u></u> | <u><u>1,449,767</u></u> |
| STOCKHOLDERS' EQUITY: | | |
| Preferred stock, \$0.001 par value, 1,000,000 shares authorized, none issued and outstanding | - | - |
| Common stock, \$0.001 par value; 40,000,000 shares authorized, 16,751,137 issued and outstanding | 16,751 | 16,751 |
| Additional paid-in capital | 14,896,921 | 14,804,884 |
| Accumulated deficit | (14,483,725) | (13,490,021) |
| Total stockholders' equity | <u>429,947</u> | <u>1,331,614</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | <u><u>\$ 1,789,615</u></u> | <u><u>\$ 2,781,381</u></u> |

The accompanying notes form an integral part of these financial statements.

MITEK SYSTEMS, INC
STATEMENTS OF OPERATIONS
(Unaudited)

| | For the three months ended June 30, | | For the nine months ended June 30, | |
|--|--|-------------------|---------------------------------------|---------------------|
| | 2009 | 2008 | 2009 | 2008 |
| SALES | | | | |
| Software including sales to a related party of \$0 for the three months ended June 30, 2009 and 2008, and \$0 and \$227,712 for the nine months ended June 30, 2009 and 2008, respectively | \$ 418,778 | \$ 1,279,070 | \$ 1,346,869 | \$ 2,861,346 |
| Professional services including sales to a related party of \$15,010 and \$15,998 for the three months ended June 30, 2009 and 2008, respectively and \$45,522 and \$40,961 for the nine months ended June 30, 2009 and 2008, respectively | 495,960 | 402,420 | 1,467,600 | 1,344,259 |
| | <u>914,738</u> | <u>1,681,490</u> | <u>2,814,469</u> | <u>4,205,605</u> |
| COSTS AND EXPENSES: | | | | |
| Cost of sales-software | 117,473 | 316,302 | 338,273 | 550,678 |
| Cost of sales-professional services, education and other | 70,268 | 41,750 | 180,104 | 124,887 |
| Operations | - | 23,377 | 29,840 | 71,906 |
| Selling and marketing | 133,340 | 413,239 | 684,397 | 1,093,246 |
| Research and development | 409,903 | 432,443 | 1,413,588 | 1,464,287 |
| General and administrative | 268,737 | 414,572 | 1,160,843 | 1,366,409 |
| Total costs and expenses | <u>999,721</u> | <u>1,641,683</u> | <u>3,807,045</u> | <u>4,671,413</u> |
| OPERATING (LOSS) INCOME | <u>(84,983)</u> | <u>39,807</u> | <u>(992,576)</u> | <u>(465,808)</u> |
| OTHER (EXPENSE) INCOME: | | | | |
| Interest and other expense | (1,337) | - | (3,770) | - |
| Interest income | 643 | 2,057 | 4,442 | 7,096 |
| Total other (expense) income – net | <u>(694)</u> | <u>2,057</u> | <u>672</u> | <u>7,096</u> |
| (LOSS) INCOME BEFORE INCOME TAXES | <u>(85,677)</u> | <u>41,864</u> | <u>(991,904)</u> | <u>(458,712)</u> |
| PROVISION FOR INCOME TAXES | - | - | (1,800) | (2,800) |
| NET (LOSS) INCOME | <u>\$ (85,677)</u> | <u>\$ 41,864</u> | <u>\$ (993,704)</u> | <u>\$ (461,512)</u> |
| NET (LOSS) INCOME PER SHARE – BASIC | <u>\$ (0.01)</u> | <u>\$ 0.00</u> | <u>\$ (0.06)</u> | <u>\$ (0.03)</u> |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC | | | | |
| | <u>16,751,137</u> | <u>16,751,137</u> | <u>16,751,137</u> | <u>16,751,137</u> |
| NET (LOSS) INCOME PER SHARE – DILUTED | <u>\$ (0.01)</u> | <u>\$ 0.00</u> | <u>\$ (0.06)</u> | <u>\$ (0.03)</u> |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES AND COMMON SHARE EQUIVALENTS OUTSTANDING – DILUTED | | | | |
| | <u>16,751,137</u> | <u>16,751,137</u> | <u>16,751,137</u> | <u>16,751,137</u> |

The accompanying notes form an integral part of these financial statements.

MITEK SYSTEMS, INC
STATEMENTS OF CASH FLOWS
(Unaudited)

| | For the nine months ended | |
|---|----------------------------------|---------------------|
| | June 30, | |
| | 2009 | 2008 |
| OPERATING ACTIVITIES | | |
| Net loss | \$ (993,704) | \$ (461,512) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Stock-based compensation expense | 92,037 | 181,881 |
| Depreciation and amortization | 28,587 | 27,150 |
| Amortization of software development costs | 11,430 | - |
| Loss on disposal of property and equipment | 1,767 | - |
| Provision for bad debts | (23,609) | 38,669 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 297,695 | (948,526) |
| Inventory, prepaid expenses, and other current assets | (14,454) | 19,813 |
| Accounts payable | (55,929) | 399,391 |
| Accrued payroll and related taxes | (123,446) | 74,068 |
| Deferred revenue | 5,062 | 99,019 |
| Other accrued liabilities | 88,196 | (13,305) |
| Deferred rent | (3,982) | 8,759 |
| Net cash used in operating activities | <u>(690,350)</u> | <u>(574,593)</u> |
| INVESTING ACTIVITIES | | |
| Investment in software development costs | (63,735) | (124,160) |
| Purchases of property and equipment | (9,050) | (27,958) |
| Proceeds from sale of property and equipment | 70 | - |
| Net cash used in investing activities | <u>(72,715)</u> | <u>(152,118)</u> |
| FINANCING ACTIVITIES | | |
| | - | - |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | <u>(763,065)</u> | <u>(726,711)</u> |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 1,300,281 | 2,096,282 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | <u>\$ 537,216</u> | <u>\$ 1,369,571</u> |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid for interest | <u>\$ 2,003</u> | <u>\$ -</u> |
| Cash paid for income taxes | <u>\$ 1,800</u> | <u>\$ 2,800</u> |

The accompanying notes form an integral part of these financial statements.

MITEK SYSTEMS, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The accompanying unaudited financial statements as of June 30, 2009 of Mitek Systems, Inc. (the "Company") have been prepared in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X and accordingly, they do not include all information and footnote disclosures required by accounting principles generally accepted in the United States of America. Refer to the Company's financial statements on Form 10-K for the year ended September 30, 2008 for additional information. The financial statements do, however, reflect all adjustments (solely of a normal recurring nature) which are, in the opinion of management, necessary for a fair statement of the results of the interim periods presented.

Results for the three and nine months ended June 30, 2009 are not necessarily indicative of results which may be reported for any other interim period or for the year as a whole.

Going Concern

The Company incurred a net loss of approximately \$86,000 for the three months ended June 30, 2009, compared to a net income of approximately \$42,000 for three months ended June 30, 2008. In the nine months ended June 30, 2009 and 2008, the Company had net losses of approximately \$994,000 and \$462,000, respectively. As of June 30, 2009, the Company has incurred an accumulated deficit of approximately \$14.5 million. Cash used for operations increased from approximately \$575,000 in the first nine months of fiscal 2008 to approximately \$690,000 in the same period of fiscal 2009. Cash used in investing activities during the nine months ended June 30, 2009 was approximately \$73,000, compared to approximately \$152,000 in the nine months ended June 30, 2008. The Company's cash balance was approximately \$537,000 as of June 30, 2009.

Based on its current operating plan, the Company's existing working capital may not be sufficient to meet the cash requirements to fund its planned operating expenses, capital expenditures, and working capital requirements for the next twelve months without additional sources of cash and/or the deferral, reduction or elimination of significant planned expenditures. The Company is taking expense reduction measures to conserve cash and has retained an investment banking firm to explore strategic alternatives. In addition, the Company may need to raise significant additional funds to continue its operations. In the absence of positive cash flows from operations, the Company may be dependent on its ability to secure additional funding through the issuance of debt or equity instruments. If adequate funds are not available, the Company may be forced to significantly curtail its operations or to obtain funds through entering into additional collaborative agreements or other arrangements that may be on unfavorable terms, if available at all.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of liabilities in the normal course of business. In addition, these financial statements do not include any adjustments to the specific amounts and classifications of assets and liabilities, which might be necessary should the Company be unable to continue as a going concern.

On January 9, 2009, the Company implemented a plan to decrease its operating expenses by reducing its workforce in light of the economic contraction of the financial services market into which the Company primarily sells its products. The staff reduction included general and administrative, sales and marketing and technical staff. The Company has diligently maintained key resources to adequately pursue new sales opportunities and support its operations. The Company's management does not believe that such reductions will impair the Company's ability to market its ImageNet Mobile Deposit application and other mobile capture products, or to provide technical support to its current and prospective customers.

2. Accounting for Stock-Based Compensation

The Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards ("SFAS") No. 123(R), Share-Based Payment ("SFAS No. 123(R)").

SFAS No. 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The estimated average forfeiture rates at June 30, 2009 of approximately 17% for stock option grants were based on historical forfeiture experience. The estimated expected remaining contractual life of stock option grants at June 30, 2009 was approximately 1.7 years on grants to directors and 6.9 years on grants to employees.

SFAS No. 123(R) requires the cash flows resulting from the tax benefits ensuing from tax deductions in excess of the compensation cost recognized for those options to be classified as financing cash flows. Due to the Company's valuation allowance from losses in the previous years, there was no such tax benefits during the three and nine month periods ended June 30, 2009. Prior to the adoption of SFAS No. 123(R) those benefits would have been reported as operating cash flows had the Company received any tax benefits related to stock option exercises.

The fair value of stock-based awards to employees and directors is calculated using the Black-Scholes option pricing model. The Black-Scholes model requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate selected to value any particular grant is based on the U.S Treasury rate that corresponds to the expected life of the grant effective as of the date of the grant. The expected volatility is based on the historical volatility of the Company's stock price. These factors could change in the future, affecting the determination of stock-based compensation expense in future periods.

The value of stock-based compensation is based on the single option valuation approach under SFAS No. 123(R). It is assumed no dividends will be declared. The estimated fair value of stock-based compensation awards to employees is amortized using the straight-line method over the vesting period of the options.

The fair value calculations for stock-based compensation awards to employees for the nine month periods ended June 30, 2009 and 2008 were based on the following assumptions:

| | <u>2009</u> | <u>2008</u> |
|-------------------------|---------------|---------------|
| Risk-free interest rate | 0.44% - 2.29% | 1.74% - 3.67% |
| Expected life (years) | 5.31 | 5.40 |
| Expected volatility | 192% | 97% |
| Expected dividends | None | None |

The following table summarizes stock-based compensation expense related to stock options under SFAS No. 123(R) for the three and nine month periods ended June 30, 2009 and 2008 which was allocated as follows:

| | Three Months Ended June 30, | | Nine Months Ended June 30, | |
|---|--------------------------------|------------------|-------------------------------|-------------------|
| | <u>2009</u> | <u>2008</u> | <u>2009</u> | <u>2008</u> |
| Research and development | \$ 7,807 | \$ 8,676 | \$ 25,376 | \$ 26,516 |
| Sales and marketing | 2,350 | 14,561 | 11,074 | 38,486 |
| General and administrative | <u>13,130</u> | <u>40,104</u> | <u>55,587</u> | <u>116,879</u> |
| Stock-based compensation expense related to employee stock options included in operating expenses | <u>\$ 23,287</u> | <u>\$ 63,341</u> | <u>\$ 92,037</u> | <u>\$ 181,881</u> |

The following table summarizes vested and unvested options, fair value per share weighted average remaining term and aggregate intrinsic value at June 30, 2009:

| | Number of Shares | Weighted Average Grant Date Fair Value Per Share | Weighted Average Remaining Contractual Life (in Years) | Aggregate Intrinsic Value |
|--------------|---------------------|--|---|---------------------------|
| Vested | 2,506,287 | 0.40 | 5.15 | \$ 50,186 |
| Unvested | 995,228 | 0.16 | 9.21 | 133,914 |
| Total | 3,501,515 | 0.33 | 6.31 | \$ 184,100 |

As of June 30, 2009, the Company had \$149,250 of unrecognized compensation expense expected to be recognized over a weighted average period of approximately 1.07 years.

A summary of option activity under the Company's stock equity plans during the nine months ended June 30, 2009 is as follows:

| | Number of Shares | Weighted Average Exercise Price Per Share | Weighted Average Remaining Contractual Term (in Years) |
|-----------------------------------|------------------|---|---|
| Outstanding, September 30, 2008 | 3,740,158 | \$ 0.71 | 6.52 |
| Granted: | | | |
| Board of Directors | 150,000 | \$ 0.09 | 2.66 |
| Executive Officers | 249,000 | \$ 0.09 | 9.66 |
| Employees | 505,000 | \$ 0.09 | 9.61 |
| Forfeited | (1,142,643) | \$ 0.67 | 6.37 |
| Outstanding, June 30, 2009 | 3,501,515 | \$ 0.56 | 6.31 |

The following table summarizes significant ranges of outstanding and exercisable options as of June 30, 2009:

| Range of Exercise Prices | Number of Options Outstanding | Weighted Average Remaining Contractual Life (in Years) | Weighted Average Exercise Price | Number of Exercisable Options | Weighted Average Exercise Price of Exercisable Options | Number of Unvested Options |
|--------------------------------|-------------------------------------|---|---------------------------------------|-------------------------------------|--|----------------------------------|
| \$ 0.07 - \$ 0.69 | 2,301,194 | 7.17 | \$ 0.29 | 1,311,534 | \$ 0.36 | 989,660 |
| \$ 0.70 - \$ 0.92 | 426,000 | 4.64 | \$ 0.79 | 420,432 | \$ 0.79 | 5,568 |
| \$ 1.06 - \$ 1.68 | 725,000 | 4.82 | \$ 1.11 | 725,000 | \$ 1.11 | - |
| \$ 2.13 - \$ 2.68 | 38,500 | 2.65 | \$ 2.28 | 38,500 | \$ 2.28 | - |
| \$ 3.25 - \$12.37 | 10,821 | 0.67 | \$ 6.18 | 10,821 | \$ 6.18 | - |
| | <u>3,501,515</u> | 6.31 | \$ 0.56 | <u>2,506,287</u> | \$ 0.71 | <u>995,228</u> |

The per-share weighted average fair value of options granted during the nine months ended June 30, 2009 was \$0.09.

On June 10, 2009, the Company's 1999 Stock Option Plan (the "1999 Plan") expired in accordance with the terms the plan. Options granted under the plan that were outstanding at such date remain in effect until such options are exercised, forfeited or expire in accordance with the plan. As of June 30, 2009, options to purchase 727,571 shares of the Company's common stock were outstanding under the 1999 Plan and no options were available for future grants.

3. Income Taxes

On October 1, 2007, the Company adopted the provisions of the Financial Accounting Standards Board ("FASB") Interpretation No. 48, Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109 ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Further, FIN 48 gives guidance regarding the recognition of a tax position based on a "more likely than not" recognition threshold; that is, evaluating whether the position is more likely than not of being sustained upon examination by the appropriate taxing authorities, based on the technical merits of the position. The adoption of FIN 48 did not impact the Company's financial condition, results or operations or cash flows.

At September 30, 2008, the Company had net deferred tax assets of approximately \$6.72 million. The deferred tax assets are primarily comprised of federal and state net operating loss carryforwards (approximately 83% of the net deferred tax assets at October 1, 2008). Such carryforwards expire between 2008 and 2023. Under the Tax Reform Act of 1986, the amount of and the benefit from net operating losses that can be carried forward may be limited in certain circumstances. The Company carries a deferred tax valuation allowance equal to 100% of total net deferred assets. In recording this allowance, management has considered a number of factors, but chiefly, the Company's recent history of sustained operating losses. Management has concluded that a valuation allowance is required for 100% of the total deferred tax assets as it is more likely than not that the deferred tax assets will not be realized.

The Company has not determined the amount of the annual limitation on operating loss carryforwards that can be utilized in a taxable year. Any operating loss carryforwards that will expire prior to utilization as a result of such limitations will be removed from deferred tax assets with a corresponding reduction of the valuation allowance. Based on the 100% valuation allowance on the deferred tax assets, the Company does not anticipate that future changes in the Company's unrecognized tax benefits will impact its effective tax rate.

The Company's policy is to classify interest and penalties related to income tax matters as income tax expense. The Company had no accrual for interest or penalties as of September 30, 2008 or June 30, 2009, and has not recognized interest and/or penalties in the statement of operations for the three and nine month periods ended June 30, 2009.

4. Commitments and Contingencies

The Company leases office space located at 8911 Balboa Avenue, San Diego, California under a non-cancelable operating lease. The lease costs are expensed on a straight-line basis over the lease term. The Company signed the lease, which has an initial term of seven years in September 2005. The lease was effective and binding on the parties as of September 19, 2005; however, the term of the lease began on December 9, 2005, which was the date on which certain improvements were substantially complete. On February 1, 2009, the lease was amended to allow the Company to defer the payment of fifty percent (50%) of the basic rent due for the months of February through September 2009. The Company will repay the deferred rent with interest at an annual rate of six percent (6%) in equal monthly installments payable on the first day of each calendar month commencing October 1, 2009 and continuing through March 1, 2010. In addition, in connection with the amendment, the Company waived its right to exercise an early termination option.

5. Related Party Transactions

John H. Harland Company ("JHH Co.") made investments in the Company in February and May 2005. JHH Co. acquired a total of 2,142,856 shares of unregistered common stock for an aggregate purchase price of \$1,500,000 or \$0.70 per share. As part of the acquisition of shares, JHH Co. received warrants to purchase 321,428 additional shares of common stock at \$0.70 per share. This transaction resulted in JHH Co. and its subsidiary, Harland Financial Solutions (collectively "John Harland"), being considered related parties of the Company due to the amount of the Company's common stock beneficially owned by John Harland. John Harland is not involved in the management decisions of the Company and does not participate in any board meetings, unless invited.

Below is a summary of revenues recognized from John Harland during the three and nine months ended June 30, 2009 and 2008:

| | Three Months Ended June 30, | | Nine Months Ended June 30, | |
|-----------------------------|--------------------------------|---------------|-------------------------------|----------------|
| | 2009 | 2008 | 2009 | 2008 |
| Related party revenue | | | | |
| Software | - | - | - | 227,712 |
| Professional services | 15,010 | 15,998 | 45,422 | 40,961 |
| Total related party revenue | <u>15,010</u> | <u>15,998</u> | <u>45,422</u> | <u>268,673</u> |

There was an outstanding accounts receivable balance due from John Harland of approximately \$637 and \$37 at June 30, 2009 and 2008, respectively.

6. Product Revenues and Sales Concentrations

Product Revenues

During the three and nine months ended June 30, 2009 and 2008, the Company's revenues were derived primarily from its Character Recognition Product line.

Below is a summary of the revenues by product lines:

| | Three Months Ended June 30, | | Nine Months Ended June 30, | |
|--|--------------------------------|---------------------|-------------------------------|---------------------|
| | 2009 | 2008 | 2009 | 2008 |
| Revenue | | | | |
| Software licenses | \$ 418,778 | \$ 1,279,070 | \$ 1,346,869 | \$ 2,861,346 |
| Professional services, maintenance and other | 495,960 | 402,420 | 1,467,600 | 1,344,259 |
| Total revenue | <u>\$ 914,738</u> | <u>\$ 1,681,490</u> | <u>\$ 2,814,469</u> | <u>\$ 4,205,605</u> |

Sales Concentration

The Company sells its products primarily to original equipment manufacturers, system integrators and resellers who ultimately sell to depository institutions. For the three and nine months ended June 30, 2009 and 2008, the Company had the following sales concentrations:

| | Three Months Ended June 30, | | Nine Months Ended June 30, | |
|--|--------------------------------|-------|-------------------------------|-------|
| | 2009 | 2008 | 2009 | 2008 |
| Customers to which sales were in excess of 10% of total sales: | | | | |
| Number of customers | 2 | 1 | 1 | 1 |
| Aggregate percentage of sales | 30.5% | 57.6% | 14.8% | 23.9% |

Below is a summary of sales to customers to which sales were in excess of 10% of total sales and the corresponding accounts receivable balances for the three and nine months ended June 30, 2009 and 2008:

| | Three Months Ended June 30, | | Nine Months Ended June 30, | |
|-----------------------------|--------------------------------|---------|-------------------------------|-----------|
| | 2009 | 2008 | 2009 | 2008 |
| Sales | 279,000 | 968,000 | 418,000 | 1,004,000 |
| Accounts receivable balance | 177,000 | 964,000 | 100 | 964,000 |

7. Capitalized Software Development Costs

The Company has developed Mobile Capture software, a software solution that captures and reads data from mobile devices using proprietary technology. The Company has completed all of the planning, designing, coding, and testing activities necessary to establish technological feasibility of the product and has determined that the product can be produced to meet its design specifications including functions, features, and technical performance requirements.

Costs of internally developed software are expensed until the technological feasibility of the software product has been established. Thereafter, software development costs, to the extent that management expects such costs to be recoverable against future revenues, are capitalized until the product's general availability to customers in accordance with SFAS No. 86, Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed ("SFAS No. 86").

The Company evaluates its capitalized software development costs at each balance sheet date to determine if the unamortized balance related to any given product exceeds the estimated net realizable value of that product. Any such excess is written off through accelerated amortization in the quarter it is identified. Determining net realizable value, as defined by SFAS No. 86, requires making estimates and judgments in quantifying the appropriate amount to write off, if any. Actual amounts realized from the software products could differ from those estimates. Also, any future changes to the Company's product portfolio could result in significant increases to its cost of license revenue as a result of the write-off of capitalized software development costs. Software development costs of approximately \$0 and \$64,000 were capitalized in the three and nine months ended June 30, 2009, respectively. The Company completed its first production general release of ImageNet Mobile DepositTM on October 31, 2008, and entered into an agreement with a major financial institution on November 4, 2008 to conduct a performance evaluation of the product. In accordance with SFAS No. 86, the Company ceased capitalizing software development costs related to this product on the date that it completed its first production general release.

In June 2009, the Company began to recognize revenue from the sale of ImageNet Mobile DepositTM, at which time it started amortizing the capitalized software development costs associated with the product in accordance with SFAS No. 86. Under SFAS No. 86, the annual amortization shall be the greater of the amount computed using (a) the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that or (b) the straight-line method over the remaining estimated economic life of the product including the period being reported on. The Company determined it was appropriate to amortize the related capitalized software development costs over the remaining economic life of the product, estimated to be three years. In the three and nine months ended June 30, 2009, the Company recorded approximately \$11,000 in amortization of software development costs. No amortization of software development costs were recorded in the three and nine months ended June 30, 2008.

8. Recently Issued Accounting Pronouncements

Effective October 1, 2008, the Company adopted SFAS No. 157, Fair Value Measurements ("SFAS No. 157"). In February 2008, the FASB issued FASB Staff Position ("FSP") FAS 157-2, Effective Date of FASB Statement No. 157, which provides a one year deferral of the effective date of SFAS No. 157 for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value at least annually. As a result, the Company only partially adopted SFAS No. 157 as it relates to its financial assets and liabilities until the Company is required to apply this pronouncement to its non-financial assets and liabilities beginning with fiscal year 2010. The adoption of SFAS No. 157 did not have a material impact on the Company's financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities—Including an Amendment of FASB Statement No. 115 ("SFAS No. 159"). This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. Most of the provisions in SFAS No. 159 are elective; however, the amendment to SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities ("SFAS No. 115"), applies to all entities with available-for-sale and trading securities. The fair value option established by SFAS No. 159 permits all entities to choose to measure eligible items at fair value at specified election dates. Under SFAS No. 159, the Company would report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. This statement became effective for the Company October 1, 2008; however, the Company did not elect the fair value option for any of its financial assets or financial liabilities.

On April 1, 2009, the FASB issued SFAS No. 165, Subsequent Events (“SFAS No. 165”). SFAS No. 165 establishes general standards for accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. SFAS No. 165 sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition in the financial statements, identifies the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that should be made about events or transactions that occur after the balance sheet date. In preparing these financial statements, the Company evaluated the events and transactions that occurred from June 30, 2009 through August 14, 2009, the date these financial statements were issued.

On April 1, 2009, the FASB issued FSP FAS 141(R)-1, “Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies.” The FSP amends the guidance in FASB Statement No. 141 (Revised 2007) (“SFAS No. 141R”), “Business Combinations,” to: (i) require that assets acquired and liabilities assumed in a business combination that arise from contingencies be recognized at fair value if fair value can be reasonably estimated. If fair value of such an asset or liability cannot be reasonably estimated, the asset or liability would generally be recognized in accordance with FASB Statement No. 5, “Accounting for Contingencies,” and FASB Interpretation No. 14, “Reasonable Estimation of the Amount of a Loss;” (ii) eliminate the requirement to disclose an estimate of the range of outcomes of recognized contingencies at the acquisition date. For unrecognized contingencies, the FASB decided to require that entities include only the disclosures required by Statement No. 5 and that those disclosures be included in the business combination footnote; and (iii) require that contingent consideration arrangements of an acquiree assumed by the acquirer in a business combination be treated as contingent consideration of the acquirer and should be initially and subsequently measured at fair value in accordance with Statement No. 141R. This FSP is effective for assets or liabilities arising from contingencies in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company is currently evaluating the impact, if any, that the adoption of this FSP will have on its financial statements.

On April 9, 2009, the FASB issued FSP FAS 157-4, “Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly,” providing guidelines for making fair value measurements more consistent with the principles presented in SFAS No. 157. FSP FAS 157-4 must be applied prospectively and retrospective application is not permitted. FSP FAS 157-4 is effective for interim and annual periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. An entity early adopting FSP FAS 157-4 must also early adopt FSP FAS 115-2 and FAS 124-2. The adoption of FSP FAS 157-4 did not have a material impact on the Company’s financial statements.

On April 9, 2009, the FASB issued FSP FAS 115-2 and FAS 124-2, “Recognition and Presentation of Other-Than-Temporary Impairments,” providing additional guidance designed to create greater clarity and consistency in accounting for and presenting impairment losses on debt securities. FSP FAS 115-2 and FAS 124-2 is effective for interim and annual periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. An entity may early adopt this FSP only if it also elects to early adopt FSP FAS 157-4. The adoption of FSP FAS 115-2 and FAS 124-2 did not have a material impact on the Company’s financial statements.

On April 9, 2009, the FASB issued FSP FAS 107-1 and APB 28-1, “Interim Disclosures about Fair Value of Financial Instruments,” enhancing consistency in financial reporting by increasing the frequency of fair value disclosures. FSP 107-1 and APB 28-1 is effective for interim periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. However, an entity may early adopt these interim fair value disclosure requirements only if it also elects to early adopt FSP FAS 157-4 and FSP FAS 115-2 and FAS 124-2. The adoption of FSP FAS 107-1 and APB 28-1 did not have a material impact on the Company’s financial statements.

On April 13, 2009, the SEC Office of the Chief Accountant and Division of Corporation Finance issued SEC Staff Accounting Bulletin 111 (“SAB 111”). SAB 111 amends and replaces SAB Topic 5M, “Miscellaneous Accounting—Other Than Temporary Impairment of Certain Investments in Equity Securities” to reflect FSP FAS 115-2 and FAS 124-2. SAB 111 provides guidance for assessing whether an impairment of a debt security is other than temporary, as well as how such impairments are presented and disclosed in the financial statements. The amended SAB Topic 5M maintains the prior staff views related to equity securities but has been amended to exclude debt securities from its scope. SAB 111 is effective upon the adoption of FSP FAS 115-2 and FAS 124-2. The adoption of SAB 111 did not have a material impact on the Company’s financial statements.

In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46(R) ("SFAS No. 167"), which amends the consolidation guidance related to variable interest entities including removing the scope exemption for qualifying special-purpose entities. This statement is effective as of the first fiscal year that begins after November 15, 2009 with early adoption prohibited. The Company does not expect its adoption of SFAS No. 167 on October 1, 2010. The Company does not anticipate the adoption of SFAS No. 167 to have a material effect on its financial statements.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles ("SFAS No. 168"). SFAS No. 168 replaces SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles, and establishes the FASB Accounting Standards Codification as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with Generally Accepted Accounting Principles. SFAS No. 168 is effective for interim and annual periods ending after September 15, 2009 and is not expected to have a material impact on the Company's financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Special Note Regarding Forward-Looking Statements

In addition to historical information, this management's discussion and analysis of financial condition and results of operation contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. As contained herein, the words "expects," "anticipates," "believes," "intends," "will," and similar types of expressions identify forward-looking statements, which are based on information that is currently available to us, speak only as of the date hereof, and are subject to certain risks and uncertainties. You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Also, new risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. We do not undertake and specifically decline any obligation to update any forward-looking statements or to publicly announce the results of any revisions to any statements to reflect new information or future events or developments.

To the extent that this management's discussion and analysis of financial condition and results of operation contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of the Company, please be advised that our actual financial condition, operating results and business performance may differ materially from those projected or estimated by us in forward-looking statements. We have attempted to identify certain of the factors that we currently believe may cause actual future experiences and results to differ from our current expectations. Please see "Note About Forward-Looking Statements" at the beginning of this report. Please consider our forward-looking statements in light of those risks as you read this report.

Outlook

Historically, our business has been primarily focused on document image processing and image analytics. Our business also focuses on intelligent character recognition and forms processing technology, products and services used in the financial services markets. We also develop fraud detection and prevention products, which find signatures on any document and, using patented algorithms, convert them into compact numeric codes, which are then compared against one or more reference codes of trusted signatures for highly accurate signature verification.

Our primary strategy for fiscal 2009 has been and continues to be to expand our business focus to include a software product that captures and reads data from mobile devices using our proprietary technology. We refer to this software product as Mobile Capture. Mobile Capture technology converts a camera-equipped mobile phone into a mobile scanner that has the ability to read and extract data from any digital photo or video image. We have, however, continued to devote efforts to growing the identified markets for our other products and enhance the functionality and marketability of our image based recognition and forgery detection technologies. In particular, we have been working on expanding the installed base of our Recognition Toolkits and leveraging existing technology by devising recognition-based applications to detect potential fraud and loss at financial institutions. We also continue to seek to expand the installed base of our Check Forgery detection solutions by pursuing relationships with key resellers who we believe are better able to penetrate the market and provide us entrée into a larger base of community banks.

Application of Critical Accounting Policies

Our financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates by management are affected by management's application of accounting policies, are subjective and may differ from actual results. Critical accounting policies for Mitek include revenue recognition, allowance for doubtful accounts receivable, fair value of equity instruments and accounting for income taxes.

Revenue Recognition

We enter into contractual arrangements with integrators, resellers and end users that may include licensing of our software products, product support and maintenance services, consulting services, resale of third-party hardware, or various combinations thereof, including the sale of such products or services separately. Our accounting policies regarding the recognition of revenue for these contractual arrangements are fully described in the notes to our financial statements filed with our annual report on Form 10-K for the year ended September 30, 2008.

We consider many factors when applying generally accepted accounting principles to revenue recognition. These factors include, but are not limited to:

- The actual contractual terms, such as payment terms, delivery dates, and pricing of the various product and service elements of a contract;
- Time period over which services are to be performed;
- Creditworthiness of the customer;
- The complexity of customizations to our software required by service contracts;
- The sales channel through which the sale is made (direct, VAR, distributor, etc.);
- Discounts given for each element of a contract; and
- Any commitments made as to installation or implementation "go live" dates.

Each of the relevant factors is analyzed to determine its impact, individually and collectively with other factors, on the revenue to be recognized for any particular contract with a customer. Management is required to make judgments regarding the significance of each factor in applying the revenue recognition standards. Any misjudgment or error by management in its evaluation of the factors and the application of the standards, especially with respect to complex or new types of transactions, could have a material adverse affect on our future revenues and operating results.

Accounts Receivable

We constantly monitor collections from our customers and maintain a provision for estimated credit losses that is based on historical experience and on specific customer collection issues. While such credit losses have historically been within our expectations and the provisions established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. Since our revenue recognition policy requires customers to be deemed creditworthy, our accounts receivable are based on customers whose payment is reasonably assured. Our accounts receivable are derived from sales to a wide variety of customers. We do not believe a change in liquidity of any one customer or our inability to collect from any one customer would have a material adverse impact on our financial position.

Fair Value of Equity Instruments

The valuation of certain items, including valuation of warrants, beneficial conversion feature related to convertible debt and compensation expense related to stock options granted, involve significant estimates with underlying assumptions judgmentally determined. The valuation of warrants and stock options are based upon a Black Scholes valuation model, which involve estimates of stock volatility, expected life of the instruments and other assumptions.

Deferred Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We maintain a valuation allowance against the deferred tax asset due to uncertainty regarding the future realization based on historical taxable income, projected future taxable income, and the expected timing of the reversals of existing temporary differences. Until such time as we can demonstrate that we will no longer incur losses or if we are unable to generate sufficient future taxable income we could be required to maintain the valuation allowance against our deferred tax assets.

Capitalized Software Development Costs

Research and development costs are charged to expense as incurred. However, the costs incurred for the development of computer software that will be sold, leased, or otherwise marketed are capitalized when technological feasibility has been established. These capitalized costs are subject to an ongoing assessment of recoverability based on anticipated future revenues and changes in hardware and software technologies. Costs that are capitalized include direct labor and related overhead.

Amortization of capitalized software development costs begins when product sales commence. Amortization is provided on a product-by-product basis on either the straight-line method over periods not exceeding three years or the sales ratio method. Unamortized capitalized software development costs determined to be in excess of net realizable value of the product are expensed immediately.

Analysis of Financial Condition and Results of Operations

Comparison of the Three and Nine Months Ended June 30, 2009 and 2008

Net Sales

Net sales were approximately \$915,000 and \$1,681,000 for three months ended June 30, 2009 and 2008, respectively, a decrease of approximately \$766,000, or 46%. In the nine months ended June 30, 2009, net sales were approximately \$2,814,000, compared to approximately \$4,206,000 in the nine months ended June 30, 2008, a decrease of approximately \$1,392,000, or 33%. The decrease in revenue primarily relates to reduced sales of our core products due to, among other factors, the recent downturn in the banking and financial services industry.

We recognized no revenue from Harland Financial Solutions, a subsidiary of John H. Harland Company (collectively "John Harland"), for software licenses in the three months ended June 30, 2009 and 2008. Revenue from John Harland for maintenance support fees was approximately \$15,000 and \$16,000 in the three months ended June 30, 2009 and 2008, respectively. In the nine months ended June 30, 2009 and 2008, revenue recognized from software licenses sold to John Harland was approximately \$0 and \$228,000, respectively. Revenue from maintenance support fees was approximately \$46,000 and \$41,000 in the nine months ended June 30, 2009 and 2008, respectively. John Harland is a related party as discussed in greater detail in Note 5 to our financial statements included in this report.

Cost of Sales

Cost of sales were approximately \$188,000 and \$358,000 for the three months ended June 30, 2009 and 2008, respectively, a decrease of approximately \$170,000 or 47%. Stated as a percentage of net sales, cost of sales were approximately 21% for the three months ended June 30, 2009 and 2008. Cost of sales were approximately \$518,000 and \$676,000 for the nine months ended June 30, 2009 and 2008, respectively, a decrease of approximately \$158,000 or 23%. Cost of sales, as a percentage of net sales, were 18% in the nine months ended June 30, 2009, compared to 16% in the nine months ended June 30, 2008. The decrease in cost of sales in the three and nine months ended June 30, 2009 is primarily due to decreased sales, partially offset by an increase in third-party license fees.

Operations Expenses

Operations expenses include payroll, employee benefits, and other personnel-related costs associated with purchasing, shipping and receiving. Due to the workforce reduction implemented in January 2009, we eliminated our operations department. Other costs previously included in this department have been reallocated to the other departments. Operations expenses were \$0 and approximately \$23,000 for the three months ended June 30, 2009 and 2008, respectively.

Operations expenses decreased by approximately \$42,000 or 58% to approximately \$30,000 in the nine months ended June 30, 2009 from approximately \$72,000 in the nine months ended June 30, 2008. The decrease in the first nine months of fiscal 2009 primarily relates to reduced personnel-related cost and other direct operating expenses due to the workforce reduction. Stated as a percentage of net sales, operations expenses were 1% and 2% in the nine months ended June 30, 2009 and 2008, respectively.

Selling and Marketing Expenses

Selling and marketing expenses include payroll, employee benefits, and other headcount-related costs associated with sales and marketing personnel and advertising, promotions, trade shows, seminars, and other programs. In the three months ended June 30, 2009 and 2008, selling and marketing expenses were approximately \$133,000 and \$413,000, respectively, a decrease of approximately \$280,000 or 68%. The decrease in the current three-month period primarily relates to a decrease in personnel costs due to the workforce reduction implemented in January 2009, reduced commissions due to the lower sales volume, cost savings in public relations and other promotion expenses and reduced travel and other direct operating expenses. Stated as a percentage of net sales, selling and marketing expenses for the three months ended June 30, 2009 and 2008 were 15% and 25%, respectively.

Selling and marketing expenses were approximately \$684,000 in the nine months ended June 30, 2009, compared to approximately \$1,093,000 in the nine months ended June 30, 2008, a decrease of approximately \$409,000 or 37%. The decrease in the first nine months of fiscal 2009 primarily relates to lower personnel costs due to the workforce reduction, decreased commissions due to declining sales and to cost savings in outside services, travel expenses, website development and other promotional costs and stock-based compensation. Stated as a percentage of net sales, selling and marketing expenses were 24% in the nine months ended June 30, 2009, compared to 26% in the nine months ended June 30, 2008.

Research and Development Expenses

Research and development expenses include payroll, employee benefits, consultant expenses and other headcount-related costs associated with product development. These costs are incurred to maintain and enhance existing products. We retain what we believe to be sufficient staff to sustain our existing product lines, including development of new, more feature-rich versions of our existing product, as we determine the marketplace demands. We also employ research personnel, whose efforts are instrumental in ensuring product paths from current technologies to anticipated future generations of products within our area of business.

Research and development expenses for the three months ended June 30, 2009 were approximately \$410,000, compared to approximately \$432,000 for the three months ended June 30, 2008, a decrease of approximately \$22,000 or 5%. The decrease in the current three month period primarily relates to the decrease in personnel costs due to the workforce reduction implemented in January 2009, partially offset by increased outside services. Stated as a percentage of net sales, research and development expenses were 45% and 26% in the three months ended June 30, 2009 and 2008, respectively.

In the nine months ended June 30, 2009 and 2008, research and development expenses were approximately \$1,414,000 and \$1,464,000, respectively, a decrease of approximately \$50,000 or 3%. The decrease in the current nine month period is primarily due to decreases personnel costs and certain direct operating expenses, such as software licenses, materials and supplies, repairs and maintenance and recruitment costs, partially offset by increases in outside services and telephone. Stated as a percentage of net sales, research and development expenses were 50% and 35% in the nine months ended June 30, 2009 and 2008, respectively.

General and Administrative Expenses

General and administrative expenses include payroll, employee benefits, and other personnel-related costs associated with the finance, facilities, and legal, accounting and other administrative fees. General and administrative expenses were approximately \$269,000 in the three months ended June 30, 2009 compared to approximately \$415,000 in the three months ended June 30, 2008, a decrease of approximately \$146,000 or 35%. The decrease in the current three month period primarily relates to reduced personnel costs, including salaries, taxes, vacation and other benefits due to the workforce reduction implemented in January 2009 and decreases in other direct operating expenses, including repairs and maintenance, travel expenses, bad debt expense and stock-based compensation, partially offset by an increase in legal expenses. Stated as a percentage of net sales, general and administrative expenses were 29% and 25% for the three months ended June 30, 2009 and 2008, respectively.

In the nine months ended June 30, 2009 and 2008, general and administrative expenses were approximately \$1,161,000 and \$1,366,000, respectively, a decrease of approximately \$205,000 or 15%. The decrease in the nine months ended June 30, 2009 was primarily due to decreased personnel costs due to the workforce reduction, reduced bad debt expense and decreases in other direct operating expenses, including stock-based compensation, travel and charitable contributions, partially offset by increased accounting and legal fees and other outside services. Stated as a percentage of net sales, general and administrative expenses were 41% and 32% for the nine months ended June 30, 2009 and 2008, respectively.

Other (Expense) Income

We recorded interest expense of approximately \$1,000 and \$2,000 for the three and nine months ended June 30, 2009. No interest expense was recorded in the three and nine months ended June 30, 2008. In the three and nine months ended June 30, 2009, we recorded a loss on the disposal of fixed assets of approximately \$2,000. There was no loss related to the disposal of fixed assets in the three and nine months ended June 30, 2008. Interest income in the three months ended June 30, 2009 and 2008 was approximately \$1,000 and \$2,000, respectively. In the nine months ended June 30, 2009 and 2008, interest income was approximately \$4,000 and \$7,000, respectively. The decrease in interest income in the current periods was due to lower average cash balances.

Liquidity and Capital Resources

On June 30, 2009, we had approximately \$537,000 in cash and cash equivalents compared to approximately \$1,300,000 on September 30, 2008, a decrease of approximately \$763,000 or 59%. The balance of accounts receivable at June 30, 2009 was approximately \$639,000, a decrease of approximately \$274,000 or 30% from the September 30, 2008 balance of approximately \$913,000. The decrease in accounts receivable was primarily due reduced sales, better collection efforts and the timing of customer billings and the receipt of payments.

Deferred revenue, which consists of maintenance and support service fees that are deferred and recognized as income over the contract period on a straight-line basis, was approximately \$681,000 and \$676,000 at June 30, 2009 and September 30, 2008, respectively. We believe that as the installed base of our products grows and as customers purchase additional complementary products, the maintenance and support service fees that are deferred, as well those recognized as income over the contract term, will increase.

We financed our cash needs during the nine months ended June 30, 2009 and for the same period in fiscal 2008 primarily from collections of accounts receivable and existing cash and cash equivalents.

Net cash used in operating activities during the nine months ended June 30, 2009 was approximately \$690,000, compared to approximately \$575,000 during the nine months ended June 30, 2008, an increase of approximately \$115,000 or 20%. The primary uses of cash from operating activities during the nine months ended June 30, 2009 included the net loss of approximately \$994,000, decreases in accounts receivable of approximately \$274,000, accrued payroll and related taxes of approximately \$123,000 and accounts payable of approximately \$56,000, partially offset by an increase in other accrued liabilities of approximately \$88,000. Net cash used in operating activities in the current nine-month period also included non-cash stock-based compensation of approximately \$92,000, depreciation and amortization of fixed assets of approximately \$29,000 and amortization of software development costs of approximately \$11,000.

Net cash used in investing activities during the nine months ended June 30, 2009 was approximately \$73,000, compared to approximately \$152,000 during the nine months ended June 30, 2008, a decrease of approximately \$79,000 or 52%. The decrease in cash used in investing activities in the current period is primarily due to a decrease of approximately \$60,000 in software development costs related to our Mobile Capture software application, which costs we ceased capitalizing when we completed our first production general release in November 2008, and a reduction of approximately \$19,000 in purchases of property and equipment. We do not have any significant capital expenditures planned for the foreseeable future.

We had negative working capital of approximately \$18,000 and current ratio 0.99 at June 30, 2009, compared to working capital of approximately \$919,000 and a current ratio 1.66 at September 30, 2008. On June 30, 2009, our total liability to equity ratio was 3.17 to 1 compared to 1.09 to 1 on September 30, 2008. We have experienced a significant decline in working capital since September 30, 2008. We do not currently have any credit facilities in place, or any arrangement that we can draw upon for additional capital.

We evaluate our cash requirements on a quarterly basis. Historically, we have managed our cash requirements principally from cash generated from operations and financing transactions, and we may need to raise additional capital to fund continuing operations in the future. If our financing efforts are not successful, we will need to explore alternatives to continue operations, which may include a merger, asset sale, joint venture, loans or further expense reductions. Based on our current operating plan, our existing working capital may not be sufficient to fund our planned operating expenses, capital expenditures, and working capital requirements for the next twelve months without additional sources of cash and/or the deferral, reduction or elimination of significant planned expenditures

On January 9, 2009, we implemented a plan to decrease our operating expenses by reducing our workforce in light of the economic contraction of the financial services market into which we primarily sells our products. The staff reduction included general and administrative, sales and marketing and technical staff. We have diligently maintained key resources to adequately pursue new sales opportunities and support our operations. Our management does not believe that such reductions have impaired or will impair our ability to market our ImageNet Mobile Deposit application and other mobile capture products, or to provide technical support to our current and prospective customers. While we believe our strategy to reduce our operating expenses will allow us to support our operations in the short term, if our cost cutting efforts are not successful or if we continue to experience a decrease in sales of our products and services, we may not be able to continue as a going concern.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Disclosure not required as a result of the Company's status as a smaller reporting company.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this report, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of June 30, 2009, our disclosure controls and procedures were designed and functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to management including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

Changes in Internal Controls over Financial Reporting

There have not been any changes in our internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d - 15(f) under the Exchange Act) during the quarter ended June 30, 2009 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not aware of any legal proceedings or claims that we believe may have, individually or in the aggregate, a material adverse effect on our business, financial condition, operating results, cash flow or liquidity.

ITEM 1A. RISK FACTORS.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in “Part I. Item 1—Description of Business—Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008. These risks and uncertainties have the potential to materially affect our business, financial condition, results of operations, cash flows, projected results and future prospects. As of the date of this report, other than the risk factors set forth below, we do not believe that there have been any material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

We have a history of losses and we may not achieve profitability in the future.

Our operations resulted in net losses of approximately \$86,000 and \$994,000 for the three and nine months ended June 30, 2009, respectively. In addition, as a public company, we incur significant legal, accounting, and other expenses related to being a public company. As a result of these expenditures, we will have to generate and sustain increased revenue to achieve and maintain future profitability. We may not achieve sufficient revenue to achieve or maintain profitability. We have incurred and may continue to incur significant losses in the future for a number of reasons, including due to the other risks described in this report, and we may encounter unforeseen expenses, difficulties, complications, delays, and other unknown factors. Accordingly, we may not be able to achieve or maintain profitability and we may continue to incur significant losses for the foreseeable future.

We depend upon our key personnel.

Our future success depends in large part on the continued service of our key technical and management personnel. We do not have employment contracts with or “key person” life insurance policies on, any of our employees, including Mr. John M. Thornton, our Chairman and Mr. James B. DeBello, our President, Chief Executive Officer and Chief Financial Officer. Loss of services of key employees could have a material adverse effect on our operations and financial condition. We are also dependent on our ability to identify, hire, train, retain and motivate high quality personnel, especially highly skilled engineers involved in the ongoing developments required to refine our technologies and to introduce future applications. The high technology industry is characterized by a high level of employee mobility and aggressive recruiting of skilled personnel.

We cannot assure you that we will be successful in attracting, assimilating and retaining additional qualified personnel in the future. If we were to lose the services of one or more of our key personnel, or if we failed to attract and retain additional qualified personnel, it could materially and adversely affect our customer relationships, competitive position and revenues.

A few of our stockholders have significant control over our voting stock which may make it difficult to complete some corporate transactions without their support and may prevent a change in control.

As of June 30, 2009, John M. Thornton, who is our Chairman of the Board and his spouse, Sally B. Thornton, who is also a member of our board of directors, beneficially owned 2,869,959 shares of common stock or approximately 17% of our outstanding common stock. Our directors and executive officers as a whole, beneficially own 4,618,955 shares of common stock, or approximately 25% of our common stock. John H. Harland Company beneficially owns 2,464,284 shares of common stock or approximately 14%, which includes 321,428 shares of common stock issuable upon exercise of warrants. Laurus Funds may acquire up to 1,060,000 shares of our common stock upon exercise of its warrant or approximately 6% of our common stock.

The above-described significant stockholders may have considerable influence over the outcome of all matters submitted to our stockholders for approval, including the election of directors. In addition, this ownership could discourage the acquisition of our common stock by potential investors and could have an anti-takeover effect, possibly depressing the trading price of our common stock.

Our common stock price has been volatile. You may not be able to sell your shares of our common stock for an amount equal to or greater than the price at which you acquire your shares of common stock.

The market price of our common stock has been, and is likely to continue to be, highly volatile. Future announcements concerning us or our competitors, quarterly variations in operating results, announcements of technological innovations, the introduction of new products or changes in our product pricing policies or those of our competitors, claims of infringement of proprietary rights or other litigation, changes in earnings estimates by analysts or other factors could cause the market price of our common stock to fluctuate substantially. In addition, the stock market has from time to time experienced significant price and volume fluctuations that have particularly affected the market prices for the common stocks of technology companies and that have often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of our common stock. During the fiscal year ended September 30, 2008, the closing price of our common stock ranged from \$0.16 to \$0.55. During the first nine months of fiscal 2009, the closing price our common stock price ranged from \$0.05 to \$0.35.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS

See the exhibit index immediately following signature page to this report.

SIGNATURES

In accordance with 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.

August 14, 2009

MITEK SYSTEMS, INC.

By: _____ /s/ James B. De Bello

James B. DeBello
President, Chief Executive Officer, and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Exhibit Title |
|----------------|--|
| 31.1 | Certification of Periodic Report by the Chief Executive Officer Pursuant to Rules 13a-14(a) of the Securities Exchange Act of 1934 |
| 31.2 | Certification of Periodic Report by the Chief Financial Officer Pursuant to Rules 13a-14(a) of the Securities Exchange Act of 1934 |
| 32.1* | Certification of Periodic Report by the Chief Executive Officer Pursuant to Section 906 of the Sarbanes Oxley Act of 2002 |
| 32.2* | Certification of Periodic Report by the Chief Financial Officer Pursuant to Section 906 of the Sarbanes Oxley Act of 2002 |

* Furnished herewith

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER**

I, James B. DeBello, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mitek Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2009

/s/ James B. DeBello

James B. DeBello, Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF
CHIEF FINANCIAL OFFICER**

I, James B. DeBello, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mitek Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2009

/s/ James B. DeBello

James B. DeBello, Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, James B. DeBello, Chief Executive Officer of Mitek Systems, Inc. (the "Registrant"), do hereby certify pursuant to Rule 13a of the Securities and Exchange Act of 1934, as amended, and Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of Chapter 63 of Title 18 of the United States Code that:

- (1) the Registrant's Quarterly Report on Form 10-Q of the Registrant for the period ended June 30, 2009 (the "Report"), to which this statement is filed as an exhibit, fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: August 14, 2009

/s/ James B. DeBello

James B. DeBello
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, James B. DeBello, Chief Financial Officer of Mitek Systems, Inc. (the "Registrant"), do hereby certify pursuant to Rule 13a of the Securities and Exchange Act of 1934, as amended, and Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of Chapter 63 of Title 18 of the United States Code that:

- (1) the Registrant's Quarterly Report on Form 10-Q of the Registrant for the period ended June 30, 2009 (the "Report"), to which this statement is filed as an exhibit, fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: August 14, 2009

/s/ James B. DeBello

James B. DeBello
Chief Financial Officer
