

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 4, 2020

MITEK SYSTEMS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35231
(Commission File Number)

87-0418827
(IRS Employer
Identification No.)

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

92101
(Zip Code)

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

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

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

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

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

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

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

Emerging growth company

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

Item 5.07. Submission of Matters to a Vote of Security Holders.

On March 4, 2020, Mitek Systems, Inc. (the “Company”) held an annual meeting of its stockholders (the “Annual Meeting”). As of January 17, 2020, the record date for the Annual Meeting, there were 40,894,897 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, a total of 33,983,608 shares of the Company’s common stock were represented in person or by proxy. Set forth below is a brief description of each matter voted upon at the Annual Meeting and the voting results with respect to each matter. These proposals, each of which was approved by our stockholders at the Annual Meeting, are more fully described in the Company’s definitive proxy statement for the Annual Meeting filed with the U.S. Securities and Exchange Commission on January 24, 2020 (the “Proxy Statement”).

1. A proposal to elect the following seven directors to serve until the Company’s 2021 annual meeting of stockholders and until their respective successors have been elected and qualified: William K. “Bill” Aulet, Scipio “Max” Carnecchia, James C. Hale, Bruce E. Hansen, Alex W. “Pete” Hart, Jane J. Thompson, and Donna C. Wells.

	For	Withheld	Broker Non-Votes
William K. “Bill” Aulet	22,173,951	602,243	11,207,414
Scipio “Max” Carnecchia	22,556,894	219,300	11,207,414
James C. Hale	21,371,520	1,404,674	11,207,414
Bruce E. Hansen	22,325,266	450,928	11,207,414
Alex W. “Pete” Hart	22,328,513	447,681	11,207,414
Jane J. Thompson	22,219,558	556,636	11,207,414
Donna C. Wells	22,505,737	270,457	11,207,414

2. A proposal to approve the adoption of the Mitek Systems, Inc. 2020 Incentive Plan.

For	Against	Abstained	Broker Non-Votes
17,538,124	5,159,898	78,172	11,207,414

3. A proposal to ratify the selection of Mayer Hoffman McCann P.C. as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2020.

For	Against	Abstained	Broker Non-Votes
30,886,363	1,052,142	2,045,103	—

4. A proposal to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as presented in the Proxy Statement.

For	Against	Abstained	Broker Non-Votes
18,505,539	4,082,274	188,381	11,207,414

SIGNATURES

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

Mitek Systems, Inc.

March 6, 2020

By:

/s/ Jeffrey C. Davison

Jeffrey C. Davison
Chief Financial Officer