

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SARAH CLARK</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/06/2016</u>	3. Issuer Name and Ticker or Trading Symbol <u>MITEK SYSTEMS INC [MITK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>General Manager</u>	5. 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
(Last) (First) (Middle) <u>8911 BALBOA AVENUE</u>			
(Street) <u>SAN DIEGO CA 92123</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>80,000</u>	<u>D⁽¹⁾</u>	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (Right to Buy)</u>	<u>11/04/2014</u>	<u>11/04/2024</u>	<u>Common Stock</u>	<u>20,000⁽²⁾</u>	<u>2.66</u>	<u>D</u>

Explanation of Responses:

1. Comprised of 8,740 shares of common stock and 71,250 shares of common stock subject to restricted stock units (RSU) held by the reporting person. Of the total 71,250 shares, 2,500 of the shares subject to the RSU award vest in two equal installments on 11/5/16 and 11/5/2017; 18,750 shares vest in 3 equal installments on 4/29/2016, 4/29/2017, and 4/29/2018; and 50,000 shares vest in 4 equal installments on 11/16/2016, 11/16/2017, 11/16/2018 and 11/16/2019.

2. Represents a non-qualified stock option granted on November 4, 2014. Twenty-five percent of the shares subject to the award vested on the first anniversary of the grant date and the remaining shares subject to the award began vesting monthly thereafter in thirty-six equal installments.

Remarks:

/s/ Shannon Catalano, by 04/14/2016
power of attorney.

** 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 5 (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.

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