

**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): September 20, 2017

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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Jane J. Thompson to the Board of Directors of Mitek Systems, Inc.

Effective September 20, 2017, Jane J. Thompson was appointed to the Board of Directors (the “Board”) of Mitek Systems, Inc. (the “Company”).

Ms. Thompson previously served as a member of the Company’s Advisory Board since 2012. As founder and former president of Walmart Financial Services for nearly a decade, Ms. Thompson is recognized as an innovator in financial services, achieving significant profit growth based on her consumer insights and operating leadership skills.

In connection with her appointment to the Board, Ms. Thompson was granted an option to purchase 40,000 shares of common stock of the Company and 10,471 restricted stock units, each of which will vest on the one year anniversary of the date of grant. As a non-employee director, Ms. Thompson will be entitled to receive the Company’s standard fees for her service as a member of the Board.

The Company entered into its standard form of indemnification agreement with Ms. Thompson, a copy of which was filed as Exhibit 10.21 to the Company’s Form 10-K filed with the Securities Exchange Commission on December 5, 2014 and is incorporated herein by reference.

Resignation of Vinton P. Cunningham

On September 20, 2017, Vinton P. Cunningham, a member of the Board since May 2005, informed the Board that he will retire from the Board effective as of December 31, 2017. Mr. Cunningham informed the Board that his decision to retire was based on personal and professional considerations and did not involve any disagreement with the Company.

Item 8.01. Other Events

On September 21, 2017, the Company issued a press release announcing the appointment of Ms. Thompson as a member of the Board and the resignation of Mr. Cunningham from the Board, a copy of which is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release issued on September 21, 2017

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.

September 21, 2017

By: _____ /s/ Jason L. Gray

Jason L. Gray
General Counsel

Exhibit Index

**Exhibit
Number**

Description

99.1

[Press Release issued on September 21, 2017](#)

Mitek Names Jane J. Thompson, Former President of Walmart Financial Services to Board of Directors

SAN DIEGO, CA and LONDON, UK, Sept. 21, 2017 – Mitek (NASDAQ: MITK, www.miteksystems.com), a global leader in mobile capture and identity verification software solutions, today announced the appointment of Jane J. Thompson to its Board of Directors, effective immediately. In addition, Vinton Cunningham has informed the Board of his intention to retire from the Board at the end of calendar year 2017.

Jane J. Thompson brings more than 30 years of leadership experience from several multi-billion dollar organizations in a variety of industries including payments, lending and prepaid cards. Notably, she was the founder and President of Walmart Financial Services for almost 10 years and Partner at McKinsey & Company. She has served in senior executive roles at Sears Roebuck & Co. and Procter & Gamble, and has served as an Advisory Board member for Mitek since 2012. Ms. Thompson also currently serves on the Boards of VeriFone Systems, Navient, OnDeck and Blackhawk Network Holdings, and was previously an Advisory Board member for the Consumer Financial Protection Bureau.

“Ms. Thompson’s years of experience in corporate governance and driving business growth will be invaluable for Mitek as we look at innovative new ways to create trust for the global digital economy,” said James DeBello, Chairman and CEO, Mitek. “We welcome her to our Board of Directors and thank Mr. Cunningham for more than a decade of service and guidance to Mitek.”

Ms. Thompson is a distinguished thought leader in the financial services industry, recognized by *American Banker* as 2011’s Innovator of the Year and as one of the 25 Most Powerful Women in Finance. Ms. Thompson has a Master of Business Administration from Harvard Business School and Bachelor of Business Administration from the University of Cincinnati.

About Mitek

Mitek (NASDAQ: MITK) is a global leader in mobile capture and identity verification software solutions. Mitek’s ID document verification allows an enterprise to verify a user’s identity during a mobile transaction, enabling financial institutions, payments companies and other businesses operating in highly regulated markets to transact business safely while increasing revenue from the mobile channel. Mitek also reduces the friction in the mobile users’ experience with advanced data prefill. These innovative mobile solutions are embedded into the apps of more than 5,800 organizations and used by more than 80 million consumers for mobile check deposit, new account opening, insurance quoting, and more. For more information, visit www.miteksystems.com or www.miteksystems.co.uk. (MITK-F)

Follow Mitek on LinkedIn: <https://www.linkedin.com/company/mitek-systems-inc->

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Read Mitek’s latest blog post: <http://www.miteksystems.com/blog>

Mitek Contact:

Ann Reichert
Senior Director of Marketing
pr@miteksystems.com

Katherine Verducci
MIX Public Relations
pr@mix-pr.com

Mitek Investor Contacts:
Todd Kehrli or Jim Byers
MKR Group, Inc.
mitk@mkr-group.com