

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Diamond Michael E</u>  (Last) (First) (Middle) 600 B STREET, SUITE 100  (Street) SAN DIEGO CA 92101  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MITEK SYSTEMS INC [ MITK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____  <b>General Manager</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/21/2022		M		12,376 <sup>(1)</sup>	A	\$0	208,714	D	
Common Stock	03/22/2022		S		3,696 <sup>(2)</sup>	D	\$14.2	206,243 <sup>(3)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units	(4)(5)	03/21/2022		M			12,376	(4)	(4)	Common Stock	12,376	\$0	54,583	D	

**Explanation of Responses:**

- Performance restricted stock units convert into common stock on a one-for-one basis.
- Represents the disposition of shares that were automatically sold by Mitek Systems, Inc. to pay withholding taxes upon the vesting of 12,376 performance restricted stock units.
- Includes 1,225 shares acquired under the Mitek employee stock purchase plan on February 15, 2022 in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- On March 20, 2020, the reporting person was granted restricted stock units under Mitek's 2020 Incentive Plan (the "Performance RSUs"), which vest based upon the achievement of certain performance criteria over the three year period following the date of grant (each such year, a "Performance Period"), with up to 33% of such units vesting (on each anniversary of the date of grant) with respect to each applicable Performance Period. Performance criteria is measured on both an annual and cumulative basis as described below.
- The annual performance criteria for each annual Performance Period shall be for the % increase in value of Mitek's common stock to meet or exceed the % increase in value of the Russell 2000 Index over the applicable annual Performance Period, based on a hypothetical investment in both Mitek's common stock and the Russell 2000 Index with a purchase price equal to the average closing price of each for the 20-trading days immediately preceding the start of the applicable Performance Period. At the end of the applicable Performance Period, the value of the hypothetical investments shall be determined by assuming the sale of each based on the average closing price of each from the immediately preceding 20-trading days. The % change shall be determined by comparing the increase in value to the starting investment. The performance criteria for the second Performance Period was met, resulting in the vesting of 33% of the Performance RSUs.

**Remarks:**

/s/ Jason Gray, by Power of Attorney 03/23/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.