

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MITEK SYSTEMS, INC.  
(Exact name of Registrant as specified in its charter)

10070 CARROLL CANYON ROAD  
SAN DIEGO, CALIFORNIA 92131  
(Address of principal executive offices)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

87-0418827  
(I.R.S. Employer  
Identification No.)

AMENDED AND RESTATED 1996 STOCK OPTION PLAN  
(Full title of the plan)

MITEK SYSTEMS, INC.  
10070 CARROLL CANYON ROAD  
SAN DIEGO, CALIFORNIA 92131  
(619) 635-5900  
(Name, address, and telephone number,  
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of<br>Securities<br>to be Registered | Amount<br>to be<br>Registered | Offering<br>Price Per<br>Share(1) | Proposed<br>Maximum<br>Aggregate<br>Offering<br>Price(1) | Proposed<br>Maximum<br>Amount of<br>Registration<br>Fee |
|--|-------------------------------|-----------------------------------|--|---|
| Common Stock,<br>\$.001 par value          | 1,372,547 shares              | \$1.25                            | \$1,715,684  | \$477   |

- (1) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(h) based on the average of the high and low prices of the Common Stock of Mitek Systems, Inc. as reported on January 25, 1999 on the NASDAQ SmallCap Market.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Mitek Systems, Inc., a Delaware corporation ("Registrant"), hereby files this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 (Registration No. 333-23707 which is incorporated herein by reference) ("Registration Statement") for the purposes of registering an additional 1,372,547 shares of the Registrant's common stock, par value \$.001 per share ("Common Stock") issuable to employees of the Registrant under the Mitek Systems, Inc. Amended and Restated 1996 Stock Option Plan (the "Plan").

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other, subsequently filed document that also is or is deemed to be incorporated herein by reference modifies or supersedes such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on January 26, 1999.

MITEK SYSTEMS, INC.

By: /s/ JOHN M. THORNTON

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John M. Thornton, Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints JOHN M. THORNTON his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, at any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, with full powers and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the date indicated.

| Signature<br>- - - - -                                  | Title<br>-----   | Date<br>----     |
|---|--|------------------|
| /s/ JAMES D. DEBELLO<br>- - - - -<br>James B. DeBello   | Director   | January 26, 1999 |
| /s/ GERALD I. FARMER<br>- - - - -<br>Gerald I. Farmer   | Director   | January 26, 1999 |
| /s/ DANIEL E. STEIMLE<br>- - - - -<br>Daniel E. Steimle | Director   | January 26, 1999 |
| /s/ JOHN M. THORNTON<br>- - - - -<br>John M. Thornton   | Chairman of the Board, Chief<br>Executive Officer and Director | January 26, 1999 |
| /s/ SALLY B. THORNTON<br>- - - - -<br>Sally B. Thornton | Director   | January 26, 1999 |

January 27, 1999

Mitek Systems, Inc.  
10070 Carroll Canyon Road  
San Diego, CA 92131

Re: Post Effective Amendment No. 1 to Registration Statement on Form S-8  
for an additional 1,372,547 Shares of Common Stock, \$.001 Par Value Per  
Share

Ladies and Gentlemen:

We have acted as your counsel in the preparation of Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission to register an additional 1,372,547 shares of common stock, \$.001 par value per share (the "Common Stock"), of Mitek Systems, Inc., a Delaware corporation (the "Company"), to be issued pursuant to the Company's Amended and Restated 1996 Stock Option Plan (the "Plan").

For purposes of rendering this opinion, we have made such legal and factual examinations as we have deemed necessary under the circumstances and, as part of such examination, we have examined, among other things, originals and copies, certified or otherwise, identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate. For the purposes of such examination, we have assumed the genuineness of all signatures on original documents and the conformity to original documents of all copies submitted to us.

On the basis of and in reliance upon the foregoing examination and assumptions, we are of the opinion that assuming the Registration Statement shall have become effective pursuant to the provisions of the Securities Act of 1933, as amended, the shares of Common Stock being offered under the Plan, when issued in accordance with the Registration Statement and the provisions of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

LUCE, FORWARD, HAMILTON & SCRIPPS LLP

INDEPENDENT AUDITOR'S CONSENT

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-23707 of Mitek Systems, Inc. on Form S-8 of our report dated November 6, 1998, appearing in the Annual Report on Form 10-K of Mitek Systems, Inc. for the year ended September 30, 1998.

DELOITTE & TOUCHE LLP  
San Diego, California  
January 27, 1999