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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 8, 2016**

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**MITEK SYSTEMS, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35231**  
Commission  
file number

**87-0418827**  
(I.R.S. Employer  
identification number)

**8911 Balboa Ave., San Diego, California 92123**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (858) 309-1700**

**N/A**  
(Former name, or Former Address, if Changed Since Last Report)

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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:

- 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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 8, 2016, John Thornton notified the Board of Directors (the “Board”) of Mitek Systems, Inc. (the “Company”) of his desire to retire from the Board, effective immediately. On such date, the Board accepted Mr. Thornton’s resignation and expressed its gratitude to Mr. Thornton for his 30 years of distinguished service to the Board and the Company. Mr. Thornton, age 83, retired for personal reasons and not as a result of any disagreement with the Company relating to the Company’s operations, policies or practices.

The Board has appointed Mr. James DeBello, age 57, the Company’s Chief Executive Officer, as Chairman of the Board. Mr. DeBello will now serve as both the Company’s Chairman and Chief Executive Officer.

In connection with Mr. DeBello’s appointment as Chairman of the Board, the Board felt that it was important to also create a Lead Independent Director position to lead the Board’s independent directors to engagement and consensus and to ensure that such independent consensus is heard and implemented. The Board appointed an existing director, Bruce Hansen, age 56, as the Lead Independent Director, effective immediately.

The Board determined that Mr. Hansen is an “independent director” under the NASDAQ Listing Rules. As Lead Independent Director, Mr. Hansen will, among other things, serve as liaison between the Chairman and the independent directors and will be responsible for approving information sent to the Board, approving meeting agendas for the Board, and approving meeting schedules to assure that there is sufficient time for discussion of all agenda items. Mr. Hansen will also have the authority to call meetings of the independent directors, and if requested by major shareholders, be available for consultation and direct communication. Mr. Hansen will continue to serve on the Audit Committee and the Compensation Committee of the Board.

The Company is in the process of seeking potential director candidates to fill the Board vacancy created by Mr. Thornton’s resignation.

**Item 8.01. Other Events.**

On March 9, 2016, the Company issued a press release, announcing Mr. Thornton’s resignation from the Board, the appointment of Mr. DeBello as Chairman of the Board, and Mr. Hansen as the Lead Independent Director. A copy of such press release is attached as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

99.1 Press Release issued on March 9, 2016.

**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.**

By: /s/ Jason L. Gray

Jason L. Gray  
General Counsel

Date: March 10, 2016

**Mitek's James DeBello Appointed Chairman*****John M. Thornton Retires from Board After 30 Years of Service;  
Bruce Hansen Named Lead Independent Director***

**SAN DIEGO, CA, March 9, 2016** – Mitek (NASDAQ: MITK, [www.miteksystems.com](http://www.miteksystems.com)), a global leader in mobile capture and identity verification software solutions, today announced that its board of directors has elected its CEO James B. DeBello, 57, as Chairman of the Board. The appointment follows the retirement and resignation today of current Chairman, John M. Thornton, 83, who served Mitek for 30 years.

“This election reflects the Board’s confidence in Jim’s leadership and his ability to successfully execute the strategic vision of the company and drive innovation,” said director Bill Aulet, chairman of the nominating and governance committee. “After careful consideration, the Board strongly believes the alignment of Jim’s duties as chairman and CEO streamlines the implementation of our high growth strategy and continues our momentum in the marketplace.”

Mr. DeBello has served as a director since November 1994 and as Mitek’s president and Chief Executive Officer since May 2003. He created and implemented the company’s successful strategy to enter the emerging mobile capture and ID verification markets which has generated significant shareholder value over the last decade. He is co-inventor of the company’s flagship Mobile Deposit™ product and is named on five of its patents. He is widely credited for creating the mobile check deposit market in the financial industry. DeBello holds a BA, magna cum laude, from Harvard University and an MBA from the Harvard Graduate School of Business, and was a Rotary Scholar at the University of Singapore where he studied economics and Chinese.

“I am grateful to Mr. Thornton for his three decades of extraordinary leadership and unflinching commitment to Mitek during which he helped the company become a global leader in mobile capture and identity verification software solutions,” said James B. DeBello. “I would like to thank our Board of Directors for their leadership and their confidence in my expanded role to drive our high growth strategy.”

In addition, the company also appointed Bruce Hansen as Lead Independent Director of the Board with increased responsibility. In his new role, Hansen will serve as liaison between the Chairman and the independent directors approving information sent to the Board, approving meeting agendas for the Board and approving meeting schedules. He will also have the authority to call meetings of the independent directors, and if requested by major shareholders, be available for consultation and direct communication.

Mr. Hansen has served as a director since October 2012 and prior to that was on Mitek’s advisory board for two years. He co-founded ID Analytics Inc., a consumer risk management company, and served as its Chairman and CEO from its inception until it was acquired by LifeLock, Inc. in 2012. He currently serves on the boards of Verisk Analytics (NASDAQ: VRSK), Performant Financial Corporation (NASDAQ: PFMT), and Zyme Solutions, Inc. Mr. Hansen holds a BA in economics from Harvard University and an MBA from the University of Chicago.

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**About Mitek**

Mitek (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 user experience with advanced data prefill. These innovative mobile solutions are embedded into the apps of more than 4,800 organizations and used by tens of millions of consumers daily for new account opening, insurance quoting, mobile check deposit and more. Learn more at [www.miteksystems.com](http://www.miteksystems.com). (MITK-F)

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**Investor Contact:**

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