

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended September 30, 2015

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from

to

Commission File Number 001-35231

**MITEK SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)  
  
8911 Balboa Ave.  
San Diego, California  
(Address of principal executive offices)

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

92123  
(Zip Code)

Registrant's telephone number: (858) 309-1700

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  (Do not check if a smaller reporting company) Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing sale price of the registrant's common stock on March 31, 2015, the last business day of the registrant's most recently completed second fiscal quarter, as reported on the NASDAQ Capital Market, was \$87,524,482. Shares of stock held by officers and directors have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

There were 31,856,784 shares of the registrant's common stock outstanding as of November 30, 2015.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for the 2016 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A are incorporated by reference into Part III of this Form 10-K to the extent stated herein.

**MITEK SYSTEMS, INC.**  
**FORM 10-K**  
**For The Fiscal Year Ended September 30, 2015**

[Important Note About Forward-Looking Statements](#)

i

**Part I**

Item 1.	<a href="#">Business</a>	1
Item 1A.	<a href="#">Risk Factors</a>	7
Item 1B.	<a href="#">Unresolved Staff Comments</a>	17
Item 2.	<a href="#">Properties</a>	17
Item 3.	<a href="#">Legal Proceedings</a>	18
Item 4.	<a href="#">Mine Safety Disclosures</a>	18

**Part II**

Item 5.	<a href="#">Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	19
Item 6.	<a href="#">Selected Financial Data</a>	21
Item 7.	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	22
Item 7A.	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	30
Item 8.	<a href="#">Financial Statements and Supplementary Data</a>	30
Item 9.	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	30
Item 9A.	<a href="#">Controls and Procedures</a>	30
Item 9B.	<a href="#">Other Information</a>	31

**Part III**

Item 10.	<a href="#">Directors, Executive Officers and Corporate Governance</a>	32
Item 11.	<a href="#">Executive Compensation</a>	32
Item 12.	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	32
Item 13.	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	32
Item 14.	<a href="#">Principal Accountant Fees and Services</a>	32

**Part IV**

Item 15.	<a href="#">Exhibits and Financial Statement Schedules</a>	33
	<a href="#">Exhibit Index</a>	33
	<a href="#">Signatures</a>	35

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In this Annual Report on Form 10-K (“Form 10-K”), unless the context indicates otherwise, the terms “Mitek,” “the Company,” “we,” “us,” and “our” refer to Mitek Systems, Inc., a Delaware corporation.

## IMPORTANT NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Form 10-K contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”) that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially and adversely from those expressed or implied by such forward-looking statements. The forward-looking statements are contained principally in Item 1—“Business,” Item 1A.—“Risk Factors” and Item 7 —“Management’s Discussion and Analysis of Financial Condition and Results of Operations,” but appear throughout this Form 10-K. Forward-looking statements may include, but are not limited to, statements relating to our outlook or expectations for earnings, revenues, expenses, asset quality or other future financial or business performance, strategies, expectations or business prospects, or the impact of legal, regulatory or supervisory matters on our business, results of operations or financial condition. Specifically, forward- looking statements may include statements relating to our future business prospects, revenue, income and financial condition.

Forward-looking statements can be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “expect,” “anticipate,” “believe,” “seek,” “target” or similar expressions. Forward-looking statements reflect our judgment based on currently available information and involve a number of risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

In addition to those factors discussed under Item 1A—“Risk Factors,” important factors could cause actual results to differ materially from our expectations. These factors include, but are not limited to:

- adverse economic conditions;
- general decreases in demand for our products and services;
- changes in timing of introducing new products into the market;
- intense competition (including entry of new competitors), including among competitors with substantially greater resources than us;
- increased or adverse federal, state and local government regulation;
- inadequate capital;
- unexpected costs;
- revenues and net income lower than forecasted;
- litigation;
- the possible fluctuation and volatility of operating results and financial conditions;
- inability to carry out our marketing and sales plans; and
- the loss of key employees and executives.

All forward-looking statements included in this Form 10-K speak only as of the date of this Form 10-K and you are cautioned not to place undue reliance on any such forward-looking statements. Except as required by law, we undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances that arise after the date of this Form 10-K or to reflect the occurrence of unanticipated events. The above list is not intended to be exhaustive and there may be other factors that could preclude us from realizing the predictions made in the forward-looking statements. We operate in a continually changing business environment and new factors emerge from time to time. We cannot predict such factors or assess the impact, if any, of such factors on our financial position or results of operations.

**ITEM 1. BUSINESS.**

**Overview**

Mitek Systems, Inc. develops, markets and sells proprietary mobile capture and identity verification software solutions for enterprise customers.

Our mobile capture and identify verification technologies are embedded into the mobile applications of leading brands across the globe to improve usability while minimizing risk. They serve the needs of any regulated business that has Know Your Customer (“KYC”) obligations.

By licensing our proprietary technology, enterprise customers improve customer acquisition and other key objectives including securing high risk transactions, verification for age sensitive and age-restricted commerce, and meeting KYC and other compliance regulations.

Our technology uses advanced algorithms to correct image distortion, extract relevant data, route images to their desired location and process transactions. As of September 30, 2015, we have been granted 22 patents and have an additional 21 patent applications pending.

In June of 2015 (as more fully described below) Mitek acquired IDchecker, a global provider of cloud based identity document verification. The acquisition expands Mitek’s mobile ID verification capabilities through IDchecker’s ability to read several different types of passports, international driver’s licenses and identity cards from almost every nation. The acquisition also adds an international customer base in the payments, financial services and information services verticals.

The smartphone market is undergoing significant growth. More than 90% of millennials own a smartphone and its most utilized feature is the camera, according to industry analyst ComScore. A 2015 survey conducted by Zogby Analytics (“Millennials – The Next Mobile Disruptors”) revealed three key findings: millennials are embracing adoption of a mobile self-service channel; they expect to use their mobile device’s camera to deliver an easy mobile commerce experience; and the mobile camera is key for businesses looking to engage with this demographic. Mitek is leveraging the mobile camera through our Mitek Mobile Identity Suite to create a superior user experience across all versions of the Apple iPhone and Android devices.

The core of our user experience is Mitek MiSnap™, is a touch-free automated capture technology, which is incorporated universally across our product line. It provides a simple and superior user experience, making transactions on mobile devices fast and easy for the consumer while helping organizations drive revenue from the increasingly popular mobile channel.

Our Mobile Verify™ products combine the Mitek MiSnap auto capture experience with a variety of advanced computer vision techniques to provide verification of ID documents. Mobile Verify provides a check of authenticity of U.S state-issued driver’s licenses and includes full global coverage. These products enable banks and other businesses to improve KYC processes. This is especially valuable to highly regulated industries with a large and growing percentage of transactions conducted remotely via mobile devices. These products also enable trust to be achieved on peer-to-peer (“P2P”) and merchant processing networks where identity is an inherent part of the transaction. Mobile Verify customers include international money transfer, payments and global information services providers.

Mobile Fill™, our mobile identity capture solution, enables the camera to serve as a keyboard. Using Mobile Fill, consumers can quickly pre-fill any form with personal data by simply snapping a picture of their driver license, credit card, or other document. Organizations use Mobile Fill to verify identity for service. This can include streamlining the process of opening a customer checking, savings or credit card account, paying a bill, activating a ‘switch and save’ offer, and more. Mitek’s prime customers for Mobile Fill include national and regional banks, credits unions, telecom operators and insurance providers.

The second generation of our Mobile Fill product, Mobile Fill for Mobile Web™, enables potential new customers to use their camera as a keyboard right from the organization’s mobile website, eliminating the need to download an application.

Mitek’s Mobile Identity Suite has been developed pursuant to the success of Mobile Deposit®, a category leading product that allows individuals and businesses to remotely deposit checks using their camera-equipped smartphone or tablet. As of September 30, 2015, 4,495 financial institutions have signed agreements to deploy Mobile Deposit. These include all of the top ten U.S. retail banks, and nearly all of the top 50 U.S. retail banks (as ranked by SNL Financial).

We market and sell our Mitek Mobile Identity Suite line of mobile capture and identity verification software products directly to enterprise customers or through channel partners. Our mobile capture software solutions are often embedded in other mobile banking or enterprise applications developed by banks, insurance companies or their partners, and then marketed under their own proprietary brands.

On June 17, 2015, the Company completed the acquisition (the "Acquisition") of IDchecker NL B.V., a company incorporated under the laws of the Netherlands ("IDC NL"), and ID Checker, Inc., a California corporation and wholly owned subsidiary of IDC NL ("IDC Inc" and together with IDC NL, "IDchecker"), pursuant to a Share Purchase Agreement (the "Share Purchase Agreement"), dated May 26, 2015, by and among the Company, IDC NL, ID Checker Holding B.V. ("Parent"), Stichting Administratiekantoor OPID (together with Parent, the "Sellers"), and the other individuals specified therein. Upon completion of the Acquisition, IDC NL and IDC Inc became wholly owned subsidiaries of the Company. IDchecker's operating results are included in our consolidated financial statements and results of operations beginning June 17, 2015.

Mitek Systems, Inc. is headquartered in San Diego, California and was incorporated in the state of Delaware on May 29, 1986.

## **Product and Technology Overview**

Mitek Systems, Inc. is a mobile technology provider that makes doing business on a mobile device easier and safer for consumers and organizations.

Our Mitek Mobile Identity Suite of solutions is provided as a software platform. During the fiscal year ended September 30, 2015, we had one operating segment: the development, sale and service of our proprietary software solutions related to mobile capture.

Our technology processes images of documents in many ways. These include quality analysis, image repair, document identification and the extraction of hand-printed and machine-printed text. Our solutions can be deployed on any back office, industrial or desktop scanner, or on camera-equipped smartphones or tablets, to optimize and extract data from any scanned or photographed identity document, check, bill or other financial document. Our capabilities include mobile document capture, image recognition, repair and optimization, dynamic data extraction and several document-specific capabilities, such as courtesy amount recognition, legal amount recognition, passport machine readable zones, and reading of barcodes. In addition, we provide facial recognition capabilities.

Mitek's mobile capture solutions are able to read and extract data from images of financial and identification documents, essentially turning camera-equipped smartphones and tablets into digital scanning devices.

Our proprietary, patented technology combines our patented core character recognition software with advanced mobile capture processing capabilities that transform a four-color photograph of a document into a digital image equivalent in size and resolution to a scanned document. This process overcomes several critical issues inherent in mobile photography. Documents captured by camera-equipped smartphones and tablets are exposed to variable lighting conditions and various angles and focal distances. Raw photos of documents taken by a camera-equipped smartphone or tablet may be of an unknown size and resolution. They are often geometrically distorted, skewed or warped. As a result, the "raw" mobile document image is virtually unusable without Mitek's solution. Our technology uses advanced algorithms designed to identify and correct geometric and optical distortions, automatically correcting each mobile document image.

## **Mobile Capture Solutions**

Our products allow users to verify their identity, remotely deposit checks, pay bills, transfer credit card balances, open accounts and get insurance quotes by taking pictures of documents with their camera-equipped smartphones and tablets instead of using the device keyboard.

The majority of our revenue in the fiscal years ended September 30, 2015, 2014 and 2013 was generated by our Mobile Deposit ® product, which we sell through channel partners in the financial services industry who resell our solutions primarily to financial institutions. Our other mobile capture solutions, which include Mobile Fill and Mobile Verify, are primarily sold directly to enterprise customers in the financial services, m-commerce, telecom and healthcare markets.

## Identity

### *Mobile Verify™*

Mobile Verify provides insights and assurances to companies around the world. It can take many forms based upon document type, geography, and customer use case.

For example, it enables banks and other businesses to improve Know Your Customer (KYC) processes that use mobile imaging for ID document authentication. Mobile Verify instantly finds and decodes an encrypted security feature hidden on a U.S. driver's license that is imperceptible to the human eye. When Mobile Verify detects this security feature, the license authentication process is greatly enhanced. With significantly reduced false positives, the authenticity of the ID can be verified on a mobile device, benefitting both businesses and customers by eliminating the need for physical interaction when making transactions. If customers are asked to leave the mobile channel to verify their identity at a physical location, abandonment rates can be high.

Mobile Verify combines Mitek's MiSnap auto capture experience with our computer vision to perform algorithmic-based tests that verify the authenticity of several types of passports, international driver's licenses and identity cards from nearly every nation. Photo Verify Strong™ also integrates our Photo Fill technology to incorporate the benefits of data prefill into the ID document verification experience.

By ensuring that a driver license is authentic and issued by the state, Mobile Verify helps prevent the use of forged, tampered or fake licenses. It enables banks, insurance companies and other organizations to more safely and securely acquire new customers and complete high value transactions in the mobile channel. This capability is especially important for organizations that must achieve regulatory compliance, including but not limited to with KYC and Anti Money Laundering ("AML") regulations.

Mobile Verify has many use cases. These include mitigating risk for transactions such as mobile account opening, loan origination, high value money transfers, card-not-present payments, merchant onboarding, verification for age restricted mobile commerce and creating a trusted identity in the shared economy. Mobile Verify Advanced™ can also help banks safely raise Mobile Deposit limits by instantly verifying the identity of someone making a deposit on a mobile device.

Mobile Verify is available on premise or in the cloud.

### *Mobile Fill™*

Mobile Fill, which includes our touch free auto capture experience ("MiSnap"), is Mitek's mobile identity capture solution. Mobile Fill enables the mobile customer to use their camera as a keyboard for fast and accurate data pre-fill of any form requiring personal data. Simply by snapping a picture of their driver license, mobile customers can conveniently open a new account. Our technology extracts data from the driver's license to automatically populate the fields of the application form, thereby eliminating the inconvenience and errors associated with manual data entry on a mobile device. Mobile Fill™ can be used to open a new bank account, get an insurance quote, apply for a credit card, originate a loan, or enroll in other products and services. This process can be extended to capture the image of a check or credit/debit card to allow for immediate funding or payments. It can also capture data from other documents to facilitate and improve various workflows.

## Mobile Deposit®

### *Mobile Deposit® (for retail banking)*

The foundation of the Mitek Mobile Identity Suite is Mobile Deposit®, a category leading product that allows individuals and businesses to remotely deposit checks using their camera-equipped smartphone or tablet.

As of September 30, 2015, 4,495 financial institutions have signed agreements to deploy Mobile Deposit. These include all of the top ten U.S. retail banks, and nearly all of the top 50 U.S. retail banks (as ranked by SNL Financial).

According to industry analyst Celent, more than 60 million consumers are using our Mobile Deposit solution. Mitek's Mobile Deposit product was the first to utilize our patented mobile capture analytics and character recognition software to allow financial institutions to accept check deposits via images of checks taken with camera-equipped smartphones and tablets. Mobile Deposit allows users to make deposits by photographing the front and back of a check and submitting the image electronically to their bank using their smartphone or tablet. We began selling Mobile Deposit in the second fiscal quarter of 2008, and received our first patent issued for this product in August 2010. Of Mitek's 22 patents, 9 are dedicated to methods and systems used to deposit a check via a mobile device camera.

## *Commercial Mobile Deposit Capture™ (for business banking)*

Our Commercial Mobile Deposit Capture™ utilizes the same core technology as Mobile Deposit, but is specific to small and medium size businesses. It adds capabilities including mobile multi-check capture and invoice capture to help business reduce or eliminate their need for check scanners and trips to the ATM or bank branch. Of the 19 billion checks deposited in the U.S. per the 2013 Federal Reserve Payments Study, almost three out of four were deposited by businesses. Just like the retail side of banks, the commercial and treasury divisions recognize substantially lower transaction cost associated with processing checks through the mobile channel, and are thus highly motivated to drive more mobile deposit transactions as an alternative to branch or ATM transactions. In addition, many businesses are seeking to lower operating costs through mobile tools that enable them to quickly process payments without a trip to the bank, extra hardware or interchange fees associated with credit cards.

### **Mitek Developers Program**

The Mitek Developer program extends use of our mobile capture software development kit (“SDK”) and Mobile Imaging Platform™ to developers interested in creating new mobile applications that use camera-equipped smartphones and tablets to capture data from documents in markets outside financial services. Developers in the program have incorporated Mitek’s technology into apps for real estate, benefits management, elections technology and innovative uses in additional fields.

### **Maintenance and Support**

We provide ongoing software support services to assist our customers with the use and maintenance of our software. We have a customer service department that handles installation and maintenance requirements. The majority of the inquiries we receive are handled by telephone and electronic mail. We maintain our customers’ software largely through releases that provide them with technology enhancements and updated features. Substantially all of our customers purchase post-contract support from us. These services are a significant source of recurring revenue and are typically contracted on an annual basis.

Customers with maintenance agreements receive software updates from us on an ‘if-and-when-available’ basis only. Technical support is provided primarily by telephone and also by on-site technical visits, if necessary.

Maintenance and support service fees are deferred and recognized over the contract period on a straight-line basis. Costs incurred by us to provide maintenance and support services are charged to cost of revenue as incurred.

### **Intellectual Property**

Our success depends in large part upon our proprietary technology. We attempt to protect our intellectual property rights primarily through patents, copyrights, trademarks, trade secrets, employee and third party nondisclosure agreements and other measures. If we are unable to protect our intellectual property, or we infringe on the intellectual property rights of a third party, our operating results could be adversely affected.

As of September 30, 2015, the U.S. Patent and Trademark Office (the “PTO”) has issued us 22 patents and we have filed for 21 additional domestic and international patents. We have 22 registered trademarks and will continue to evaluate the registration of additional trademarks, as appropriate. We claim common law protection for, and may seek to register, other trademarks. In addition, we generally enter into confidentiality agreements with our employees.

### **Sales and Marketing**

We market our products and services through channel partners as well as through our internal, direct sales organization. We have an internal marketing group that develops corporate and product marketing strategies and executes marketing plans with the support of external resources as needed. We employ a technically oriented sales force that works with management to identify the needs of existing and prospective customers. Our indirect sales strategy concentrates on original equipment manufacturers (“OEMs”), systems integrators, distributors, and software solution companies that build, integrate and sell mobile solutions. Our direct sales strategy concentrates on large financial services organizations and other large corporations that want to deliver innovative mobile services to their customers. The sales process is supported by a broad range of marketing programs, including trade shows, public relations and digital advertising.

For the fiscal year ended September 30, 2015, we derived revenue of \$6,270,927, or 25% of our total revenue, from one customer, compared to revenue of \$5,688,973, or 30% of our total revenue, from one customer in the fiscal year ended September 30, 2014. For the fiscal year ended September 30, 2013, we derived revenue of \$3,607,417 from one customer, or 24%, of our total revenue.

International revenues accounted for 5%, 4% and 3% of our total revenue for the fiscal years ended September 30, 2015, 2014 and 2013, respectively. Revenues from our products are primarily denominated in U.S. dollars.

### **Market Opportunities, Challenges and Risks**

The increase in the acceptance of mobile banking by financial institutions and their customers has helped drive our recent growth in revenue. In the past year, we experienced a significant increase in the number of financial institutions that have integrated and launched our mobile applications, particularly our Mobile Deposit® product, as part of their offering of mobile banking choices for their customers. We believe that financial institutions see our patented solutions as a way to provide an enhanced customer experience and reduce the cost of sales and service.

To sustain our growth in 2016 and beyond, we believe we must continue to offer imaging technology for mobile applications that address a growing market for mobile banking and mobile imaging solutions sold into other vertical markets. Factors adversely affecting the pricing of or demand for our mobile applications, such as competition from other products or technologies, any decline in the demand for mobile applications, or negative publicity or obsolescence of the software environments in which our products operate, could result in lower revenues or gross margins. Further, because substantially all of our revenues are from a single type of technology, our product concentration may make us especially vulnerable to market demand and competition from other technologies, which could reduce our revenues.

The implementation cycles for our software and services by our channel partners and customers can be lengthy, often a minimum of three to six months and sometimes longer for larger customers, and require significant investments. For example, as of September 30, 2015, we executed agreements indirectly through channel partners or directly with customers covering 4,495 Mobile Deposit® customers. If implementation of our products by our channel partners and customers is delayed or otherwise not completed, our business, financial condition and results of operations may be adversely affected.

We derive revenue predominately from the sale of licenses to use the products covered by our patented technologies, such as our Mobile Deposit® product, and to a lesser extent by providing maintenance and professional services for the products we offer. The revenue we derive from the sale of such licenses is primarily derived from the sale to our channel partners of licenses to sell the applications we offer. Revenues related to most of our licenses for mobile products are required to be recognized up front upon satisfaction of all applicable revenue recognition criteria. The recognition of future revenues from these licenses is dependent upon a number of factors, including, but not limited to, the term of our license agreements, the timing of implementation of our products by our channel partners and customers and the timing of any re-orders of additional licenses and/or license renewals by our channel partners and customers.

During each of the last few years, sales of licenses to one or more channel partners have comprised a significant part of our revenue each year. This is attributable to the timing of renewals or purchases of licenses and does not represent a dependence on any single channel partner. If we were to lose a channel partner relationship, we do not believe such a loss would adversely affect our operations because either we or another channel partner could sell our products to the end-users that had purchased products from the channel partner we lost. However, in that case, we or another channel partner must establish a relationship with the end-users, which could take time to develop, if it develops at all.

We have a growing number of competitors in the mobile imaging industry, many of which have greater financial, technical, marketing and other resources. However, we believe our patented imaging and analytics technology, our growing portfolio of products for the financial services industry and our market leadership gives us a distinct competitive advantage. To remain competitive, we must continue to offer products that are attractive to the consumer as well as being secure, accurate and convenient. To help us remain competitive, we intend to further strengthen our portfolio of products through research and development as well as partnering with other technology providers.



## Competition

The market for mobile image processing software products is intensely competitive, subject to rapid change, and significantly affected by new product introductions and other market activities of industry participants. We face direct and indirect competition from a broad range of competitors who offer a variety of products and solutions to our current and potential customers. Our principal competition comes from: (i) customer-developed solutions; (ii) companies offering automated document processing systems; (iii) companies offering competing technologies capable of recognizing hand-printed and cursive characters; and (iv) companies offering check imaging systems to banks.

It is also possible that we will face competition from new industry participants or alternative technologies. Moreover, as the market for automated document processing, image recognition, check imaging and fraud detection software develops, a number of companies with significantly greater resources than we have could attempt to enter or increase their presence in our industry, either independently or by acquiring or forming strategic alliances with our competitors, or otherwise increase their focus on the industry. In addition, current and potential competitors have established or may establish cooperative relationships among themselves or with third parties to increase the ability of their products to address the needs of our current and potential customers.

Our products are compliant with Service-Oriented Architecture standards and compete, to various degrees, with products produced by a number of substantial competitors. Competition among product providers in this market generally focuses on price, accuracy, reliability and technical support. We believe our primary competitive advantages in this market are: (i) recognition accuracy with regard to hand-printed characters; (ii) flexibility resulting from the ability of our products to operate in several Microsoft Web Services environments; (iii) scalability; and (iv) an architectural software design that allows our products to be more readily modified, improved with added functionality and configured for new products, thereby allowing our software to be easily upgraded.

Increased competition may result in price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on our business, operating results and financial condition.

## Research and Development

We develop software products internally and also purchase or license rights to third-party intellectual property. We believe that our future success depends in part on our ability to maintain and improve our core technologies, enhance our existing products and develop new products that meet an expanding range of customer requirements.

Internal research and development allows us to maintain closer technical control over our products and gives us the ability to determine which modifications and enhancements are most important and when they should be implemented to ensure the proper functioning of our software products. We intend to expand our existing product offerings and introduce new mobile image processing software solutions that meet the needs of our customers. We perform all quality assurance and develop documentation internally and strive to stay abreast of hardware advances that may affect our software design. We intend to continue to support the major industry standard operating environments.

Our team of specialists in recognition algorithms, software engineering, user interface design, product documentation and quality improvement is responsible for maintaining and enhancing the performance, quality and utility of all of our products. In addition to research and development, our engineering staff provides customer technical support on an as-needed basis.

Our research and development organization includes software engineers and scientists, many of whom have advanced degrees, as well as additional personnel in quality assurance and related disciplines. All of our software engineers are involved in applications development, including our mobile imaging platforms and products with solutions for mobile image capture; mobile check deposits; mobile bill payments; form identification; image quality analysis; detection for signatures; and quality assurance.

Our research and development expenses for the years ended September 30, 2015, 2014 and 2013 were \$5,576,806, \$6,019,573 and \$6,793,412 respectively. We expect research and development expenses during fiscal year 2016 to increase as compared with those incurred in fiscal year 2015 as we continue our new product research and development efforts.

## Employees and Labor Relations

As of September 30, 2015, we had 85 employees, 77 of which are full time. Our total employee base consists of 27 sales and marketing and professional services employees, 46 research and development and support employees, and 12 employees in executive, finance, network administration and other capacities. In addition, we engaged various consultants in the areas of research and development, product development, finance and marketing during fiscal year 2015. We have never had a work stoppage and none of our employees are represented by a labor organization. Substantially all of our employees, other than certain of our executive officers and employees with customary employment arrangements within Europe, are at will employees, which means that each employee can terminate his or her relationship with us and we can terminate our relationship with him or her at any time. We consider our relations with our employees to be good.

## Available Information

Our principal offices are located at 8911 Balboa Ave., San Diego, CA 92123 and our telephone number is (858) 309-1700. We are subject to the reporting requirements of the Exchange Act. Consequently, we are required to file reports and information with the Securities and Exchange Commission (the "SEC"), including reports on the following forms: annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. These reports and other information concerning us may be accessed, free of charge, through the SEC's website at [www.sec.gov](http://www.sec.gov) and our website at [www.miteksystems.com](http://www.miteksystems.com). These reports are placed on our website as soon as reasonably practicable after they are filed with the SEC. Information contained in, or that can be accessed through, our website is not incorporated by reference into, nor is it in any way a part of, this Form 10-K.

## ITEM 1A. RISK FACTORS.

*The following risk factors and other information included in this Form 10-K should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we presently deem less significant may also impair our business operations. If any of the following risks actually occur, our business, financial condition, results of operations, cash flows, projected results and future prospects could be materially and adversely affected. In these circumstances, the market price of our common stock could decline, and you could lose all or part of your investment or interest.*

### Risks Associated With Our Business

***We have a history of losses and we may not achieve profitability in the future.***

Our operations resulted in a net loss of \$5,291,869 and \$7,275,706 for the years ended September 30, 2014 and 2013, respectively. Although we generated net income for the year ended September 30, 2015, we may experience future net losses which may limit our ability to fund our operations and we may not generate income from operations in the future. We have a history of losses and may continue to incur significant losses for the foreseeable future. As of September 30, 2015, we had an accumulated deficit of \$33,500,827. Our future profitability depends upon many factors, including several that are beyond our control. These factors include, without limitation:

- changes in the demand for our products and services;
- loss of key customers or contracts;
- the introduction of competitive software;
- the failure to gain market acceptance of our new and existing products;
- the failure to successfully and cost effectively develop, introduce and market new products, services and product enhancements in a timely manner; and
- the timing of recognition of revenue.

In addition, we incur significant legal, accounting, and other expenses related to being a public company. As a result of these expenditures, we will have to generate and sustain increased revenue to achieve and maintain future profitability.

***We may need to raise additional capital to fund continuing operations and an inability to raise the necessary capital or to do so on acceptable terms could threaten the success of our business.***

We currently anticipate that our available capital resources and operating cash flows will be sufficient to meet our expected working capital and capital expenditure requirements for at least the next 12 months. However, such resources may not be sufficient to fund the long-term growth of our business. If we determine that it is necessary to raise additional funds, we may choose to do so through strategic collaborations, licensing arrangements, public or private equity or debt financing, a bank line of credit, or other arrangements. We cannot be sure that any additional funding, if needed, will be available on terms favorable to us or at all. Furthermore, any additional equity or equity-related financing may be dilutive to our stockholders, new equity securities may have rights, preferences or privileges senior to those of existing holders of our shares of common stock, and debt or equity financing, if available, may subject us to restrictive covenants and significant interest costs. If we obtain funding through a strategic collaboration or licensing arrangement, we may be required to relinquish our rights to certain of our technologies, products or marketing territories. If we are unable to obtain the financing necessary to support our operations, we may be required to defer, reduce or eliminate certain planned expenditures or significantly curtail our operations.

***Our ability to utilize our net operating loss carryforwards and certain other tax attributes may be limited.***

Federal and state tax laws impose restrictions on the utilization of net operating loss (“NOL”) and tax credit carryforwards in the event of an “ownership change” as defined by Section 382 of the Internal Revenue Code of 1986, as amended (“Section 382”). Generally, an ownership change occurs if the percentage of the value of the stock that is owned by one or more direct or indirect “five percent shareholders” increases by more than 50% over their lowest ownership percentage at any time during the applicable testing period (typically, three years). Under Section 382, if a corporation undergoes an “ownership change,” the corporation’s ability to use its pre-change NOL carryforwards and other pre-change tax attributes to offset its post-change income may be limited. We have not completed a study to assess whether an “ownership change” has occurred or whether there have been multiple ownership changes since we became a “loss corporation” as defined in Section 382. Future changes in our stock ownership, which may be outside of our control, may trigger an “ownership change.” In addition, future equity offerings or acquisitions that have equity as a component of the purchase price could result in an “ownership change.” If an “ownership change” has occurred or does occur in the future, utilization of the NOL carryforwards or other tax attributes may be limited, which could potentially result in increased future tax liability to us.

***We currently derive substantially all of our revenue from a single type of technology. If this technology and the related products do not achieve or continue to achieve market acceptance, our business, financial condition and results of operations would be adversely affected.***

We currently derive substantially all of our product revenues from licenses and sales of software products to customers incorporating our intelligent mobile imaging technology and software products. If we are unable to achieve or continue to achieve market acceptance of our core technology or products incorporating such technology, we will not generate significant revenue growth from the sale of our products.

Additionally, factors adversely affecting the pricing of or demand for our products and services, such as competition from other products or technologies, any decline in the demand for mobile image processing, negative publicity or obsolescence of the software environments in which our products operate could adversely affect our business, financial condition and results of operations.

***If economic or other factors negatively affect the small and medium-sized business sector, our customers may become unwilling or unable to purchase our products and services, which could cause our revenue to decline.***

Many of our existing and target customers are in the small and medium-sized business sector. These businesses are more likely to be significantly affected by economic downturns than larger, more established businesses. Additionally, these customers often have limited discretionary funds, which they may choose to spend on items other than our products and services. If small and medium-sized businesses experience economic hardship, it could negatively affect the overall demand for our products and services, and could cause our revenue to decline.

***We face competition from several companies that may have greater resources than we do, which could result in price reductions, reduced margins or loss of market share.***

We compete against numerous companies in the mobile imaging software market. Competition in this market may increase as a result of a number of factors, such as the entrance of new or larger competitors or alternative technologies. These competitors may have greater financial, technical, marketing and public relations resources, larger client bases and greater brand or name recognition. These competitors could, among other things:

- announce new products or technologies that have the potential to replace our existing product offerings;
- force us to charge lower prices; or
- adversely affect our relationships with current clients.

We may be unable to compete successfully against our current and potential competitors and if we lose business to our competitors or are forced to lower our prices, our revenue, operating margins and market share could decline.

***We must continue to engage in extensive research and development in order to remain competitive.***

Our ability to compete effectively with our mobile imaging software products depends upon our ability to meet changing market conditions and develop enhancements to our products on a timely basis in order to maintain our competitive advantage. The markets for products incorporating mobile imaging software technology and products are characterized by rapid advancements in technology and changes in user preferences. Our continued growth will ultimately depend upon our ability to develop additional technologies and attract strategic alliances for related or separate products. There can be no assurance that we will be successful in developing and marketing product enhancements and additional technologies, that we will not experience difficulties that could delay or prevent the successful development, introduction and marketing of these products, or that our new products and product enhancements will adequately meet the requirements of the marketplace, will be of acceptable quality, or will achieve market acceptance.

***Our annual and quarterly results have fluctuated greatly in the past and will likely continue to do so, which may cause substantial fluctuations in our common stock price.***

Our annual and quarterly operating results have in the past and may in the future fluctuate significantly depending on factors including the timing of customer projects and purchase orders, new product announcements and releases by us and other companies, gain or loss of significant customers, price discounting of our products, the timing of expenditures, customer product delivery requirements, the availability and cost of components or labor, and economic conditions, both generally and in the information technology market. Revenues related to our licenses for mobile imaging software products are required to be recognized upon satisfaction of all applicable revenue recognition criteria. The recognition of future revenues from these licenses is dependent on a number of factors, including, but not limited to, the terms of our license agreements, the timing of implementation of our products by our channel partners and customers and the timing of any re-orders of additional licenses and/or license renewals by our channel partners and customers.

In fiscal years 2015, 2014 and 2013, sales of licenses to channel partners have comprised a significant part of our revenue. This is attributable to the timing of the purchase or renewal of licenses and does not represent a dependence on any single channel partner. If we were to lose a channel partner relationship, we do not believe such a loss would adversely affect our operations because either we or another channel partner could sell our products to the end-users that had purchased products from the channel partner we lost. However, in that case, we or another channel partner must establish a relationship with the end-users, which could take time to develop, if it develops at all.

Any unfavorable change in these or other factors could have a material adverse effect on our operating results for a particular quarter or year, which may cause downward pressure on our common stock price. We expect quarterly and annual fluctuations to continue for the foreseeable future.

***Our historical order flow patterns, which we expect to continue, have caused forecasting difficulties for us. If we do not meet our forecasts or analysts' forecasts for us, the price of our common stock may decline.***

Historically, a significant portion of our sales have resulted from shipments during the last few weeks of the quarter from orders received in the final month of the applicable quarter. We do, however, base our expense levels, in significant part, on our expectations of future revenue. As a result, we expect our expense levels to be relatively fixed in the short term. Any concentration of sales at the end of the quarter may limit our ability to plan or adjust operating expenses. Therefore, if anticipated shipments in any quarter do not occur or are delayed, expenditure levels could be disproportionately high as a percentage of sales, and our operating results for that quarter would be adversely affected. As a result, we believe that period-to-period comparisons of our results of operations are not and will not necessarily be meaningful, and you should not rely upon them as an indication of future performance. If our operating results for a quarter are below the expectations of public market analysts and investors, it could have a material adverse effect on the price of our common stock.

***Defects or malfunctions in our products could hurt our reputation, sales and profitability.***

Our business and the level of customer acceptance of our products depend upon the continuous, effective and reliable operation of our products. Our products are extremely complex and are continually being modified and improved, and as such may contain undetected defects or errors when first introduced or as new versions are released. To the extent that defects or errors cause our products to malfunction and our customers' use of our products is interrupted, our reputation could suffer and our revenue could decline or be delayed while such defects are remedied. We may also be subject to liability for the defects and malfunctions of third party technology partners and others with whom our products and services are integrated.

In addition, our products are typically intended for use in applications that are critical to a customer's business. As a result, we believe that our customers and potential customers have a greater sensitivity to product defects than the market for software products in general. There can be no assurance that, despite our testing, errors will not be found in new products or releases after commencement of commercial shipments, resulting in loss of revenues or delay in market acceptance, diversion of development resources, damage to our reputation, adverse litigation, or increased service and warranty costs, any of which would have a material adverse effect upon our business, operating results and financial condition.

***Entry into new lines of business, and our offering of new products and services, resulting from our recent acquisition of IDChecker may result in exposure to new risks.***

IDChecker operates primarily in the areas of cloud based identity document verification and facial recognition solutions. We have not previously conducted business in facial recognition solutions. New lines of business, products or services could have a significant impact on the effectiveness of our system of internal controls and could reduce our revenues and potentially generate losses. New products and services, or entrance into new markets, may require substantial time, resources and capital, and profitability targets may not be achieved. Entry into new markets entails inherent risks associated with our inexperience, which may result in costly decisions that could harm our profit and operating results. There are material inherent risks and uncertainties associated with offering new products and services, especially when new markets are not fully developed or when the laws and regulations regarding a new product are not mature. Factors outside of our control, such as developing laws and regulations, regulatory orders, competitive product offerings and changes in commercial and consumer demand for products or services may also materially impact the successful implementation of new products or services. Failure to manage these risks, or failure of any product or service offerings to be successful and profitable, could have a material adverse effect on our financial condition and results of operations.

***We face risks related to the storage of our customers' and their end users' confidential and proprietary information.***

Our products are designed to maintain the confidentiality and security of our customers' and their end users' confidential and proprietary information that is stored on our systems, which may include sensitive financial data. However, any accidental or willful security breaches or other unauthorized access to this data could expose us to liability for the loss of such information, time-consuming and expensive litigation and other possible liabilities as well as negative publicity. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are difficult to recognize and react to. We may be unable to anticipate these techniques or implement adequate preventative or reactionary measures.

## Risks Related to Our Intellectual Property

***If the patents we own or license, or our other intellectual property rights, do not adequately protect our technologies, we may lose market share to our competitors and be unable to operate our business profitably.***

Our success depends significantly on our ability to protect our rights to the technologies used in our products, including Mobile Deposit®. We rely on trademark, trade secret, copyright and patent law, as well as a combination of non-disclosure, confidentiality and other contractual arrangements to protect our technology and rights. However, these legal means afford only limited protection and may not adequately protect our rights or permit us to gain or maintain any competitive advantage. In addition, we cannot be assured that any of our pending patent applications will result in the issuance of a patent. The PTO may deny or require significant narrowing of claims in our pending patent applications, and patents issued as a result of the pending patent applications, if any, may not provide us with significant commercial protection or may not be issued in a form that is advantageous to us. We could also incur substantial costs in proceedings before the PTO. Our issued and licensed patents and those that may be issued or licensed in the future may expire or may be challenged, invalidated or circumvented, which could limit our ability to stop competitors from marketing related technologies. Additionally, upon expiration of our issued or licensed patents, we may lose some of our rights to exclude others from making, using, selling or importing products using the technology based on the expired patents. We also must rely on contractual provisions with the third parties that license technology to us and that obligate these third parties to protect our rights in the technology licensed to us. There is no guarantee that these third parties would be successful in attempting to protect our rights in any such licensed technology. There is no assurance that competitors will not be able to design around our patents or other intellectual property or any intellectual property or technology licensed to us. We also rely on unpatented proprietary technology. We cannot assure you that we can meaningfully protect all our rights in our unpatented proprietary technology or that others will not independently develop substantially equivalent proprietary products or processes or otherwise gain access to our unpatented proprietary technology.

We seek to protect our know-how and other unpatented proprietary technology with confidentiality agreements and intellectual property assignment agreements with our employees, consultants, partners, and customers. However, such agreements may not be enforceable or may not provide meaningful protection for our proprietary information in the event of unauthorized use or disclosure or other breaches of the agreements or in the event that our competitors discover or independently develop similar or identical designs or other proprietary information. In addition, we rely on the use of registered and common law trademarks with respect to the brand names of some of our products. Common law trademarks provide less protection than registered trademarks. Loss of rights in our trademarks could adversely affect our business, financial condition and results of operations.

Furthermore, the laws of foreign countries may not protect our intellectual property rights to the same extent as the laws of the U.S. If we fail to apply for intellectual property protection or if we cannot adequately protect our intellectual property rights in these foreign countries, our competitors may be able to compete more effectively against us, which could adversely affect our competitive position, as well as our business, financial condition and results of operations.

***Claims that we infringe upon the rights, or have otherwise utilized proprietary information, of third parties may give rise to costly and lengthy litigation, and we could be prevented from selling products, forced to pay damages, and defend against litigation.***

In the past, third parties have asserted claims that certain technologies incorporated in our products infringe on their patent rights. Although we have resolved past claims, there are currently claims pending against us by Rothschild Mobile Imaging Innovations, Inc. (“RMII”) (as more fully described in Item 3—Legal Proceedings) that we have infringed on certain of their patents related to mobile imaging technology, and there can be no assurance that we will not receive notices in the future from parties asserting, directly or indirectly through our customers, that our products infringe, or may infringe, on their intellectual property rights, or otherwise utilize their proprietary information. If our technology and products are found to infringe upon or otherwise utilize the proprietary rights of other parties, we could incur substantial costs and we may have to:

- obtain licenses, which may not be available on commercially reasonable terms, if at all, and may be non-exclusive, thereby giving our competitors access to the same intellectual property licensed to us;
- expend significant resources to redesign our products or technology to avoid infringement;
- discontinue the use and sale of infringing products;
- pay substantial damages; and
- defend litigation or administrative proceedings which may be costly whether we win or lose, and which could result in a substantial diversion of our valuable management resources and limit our exclusive rights to the technology we have developed.

Furthermore, we may initiate claims or litigation against parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Litigation, either as plaintiff or defendant, could result in significant expense to us, whether or not such litigation is resolved in our favor. Even if we were to prevail, any litigation could be costly and time-consuming and would divert the attention of our management and key personnel from our business operations. As a result of a patent infringement or other intellectual property suit brought against us or our channel partners or licensees, we or our channel partners or licensees may be forced to stop or delay developing, manufacturing or selling technologies or potential products that are claimed to infringe on a third party's intellectual property rights unless that party grants us or our channel partners or licensees rights to use its intellectual property. Ultimately, we may be unable to develop some of our technologies or potential products or may have to discontinue development of a product candidate or cease some of our business operations as a result of patent infringement or other intellectual property claims, which could severely harm our business.

## **Risks Related to our Operations**

***If we are unable to retain and recruit qualified personnel, or if any of our key executives or key employees discontinues his or her employment with us, it may have a material adverse effect on our business.***

We are highly dependent on the key members of our management team and other key technical personnel. If we were to lose the services of one or more of our key personnel, or if we failed to attract and retain additional qualified personnel, it could materially and adversely affect our customer relationships, competitive position and revenues. Furthermore, recruiting and retaining qualified highly skilled engineers involved in the ongoing developments required to refine our technologies and introduce future applications is critical to our success. We may be unable to attract, assimilate and retain qualified personnel on acceptable terms given the competition within the high technology industry. We do not have any employment agreements providing for a specific term of employment with any member of our senior management. We do not maintain "key man" insurance policies on any of our officers or employees.

We plan to grant stock options or other forms of equity awards in the future as a method of attracting and retaining employees, motivating performance and aligning the interests of employees with those of our stockholders. As of November 30, 2015, we had 602,691 shares of common stock available for issuance pursuant to future grants of equity awards under our existing equity compensation plans, which may limit our ability to provide equity incentive awards to existing and future employees. If we are unable to adopt, implement and maintain equity compensation arrangements that provide sufficient incentives, we may be unable to retain our existing employees and attract additional qualified candidates. If we are unable to retain our existing employees, including qualified technical personnel, and attract additional qualified candidates, our business and results of operations could be adversely affected.

***Legislation and governmental regulations enacted in the U.S. and other countries that apply to us or to our customers may require us to change our current products and services and/or result in additional expenses, which could adversely affect our business and results of operations.***

Legislation and governmental regulations including changes in legislation and governmental regulations impacting financial institutions, insurance companies and mobile device companies, affect how our business is conducted. Globally, legislation and governmental regulations also influence our current and prospective customers' activities, as well as their expectations and needs in relation to our products and services. Compliance with these laws and regulations may be onerous and expensive, and may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance. Any such increase in costs as a result of changes in these laws and regulations or in their interpretation could individually or in the aggregate make our products and services less attractive to our customers, delay the introduction of new products in one or more regions, cause us to change or limit our business practices or affect our financial condition and operating results.

***We expect to incur substantial expenses related to the integration of IDChecker.***

We expect to incur substantial expenses in connection with the integration of the business, policies, procedures, operations, technologies and systems of IDChecker. There are a large number of systems and functions that must be integrated, including, but not limited to, management information, accounting and finance, billing, payroll and benefits and regulatory compliance. In addition, acquisitions of foreign entities, such as IDChecker, are particularly challenging because their prior practices may not meet the requirements of the Sarbanes-Oxley and/or accounting principles generally accepted in the U.S. ("GAAP"). While we have assumed that a certain level of expenses would be incurred, there are a number of factors beyond our control that could affect the total amount or the timing of all of the expected integration expenses. Moreover, many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time.

***We may be unable to successfully integrate our business with the business of IDchecker and realize the anticipated benefits of the acquisition.***

Our management has limited integration experience and will be required to devote significant attention and resources to integrating our business practices and operations with that of IDchecker. In particular, the acquisition of IDchecker involves the combination of two companies that previously operated as independent companies in different countries. Potential difficulties we may encounter as part of the integration process include, but are not limited to, the following:

- complexities associated with managing our business and the business of IDchecker following the completion of the acquisition, including the challenge of integrating complex systems, technology, networks and other assets of each of the companies in a seamless manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;
- integrating the workforces of the companies while maintaining focus on providing consistent, high quality customer service; and
- potential unknown liabilities and unforeseen increased expenses or delays associated with the acquisition, including costs to integrate the companies that may exceed anticipated costs.

Any of the potential difficulties listed above could adversely affect our ability to maintain relationships with customers, suppliers, employees and other constituencies or our ability to achieve the anticipated benefits of the acquisition or otherwise adversely affect our business and financial results.

***Our actual financial and operating results following the acquisition of IDchecker could differ materially from any expectations or guidance provided by us concerning our future financial and operating results.***

The combined company resulting from the recent acquisition of IDchecker may not perform as we or the market expects. Expectations regarding IDchecker's impact on our financial and operating results are subject to numerous assumptions, including assumptions derived from our diligence efforts concerning the status of and prospects for the business of IDchecker and assumptions relating to the near-term prospects for our industry generally and the market for the products of IDchecker in particular. Additional assumptions that we have made relate to numerous matters, including, without limitation, the following:

- projections of future revenues;
- anticipated financial performance of products and products currently in development;
- our expected capital structure after the acquisition, including after the distribution of any earnout-shares that may (under certain circumstances) become payable to the former shareholders of IDchecker;
- our ability to maintain, develop and deepen relationships with the customers of IDchecker; and
- other financial and strategic risks of the acquisition.

We cannot provide any assurances with respect to the accuracy of our assumptions, including our assumptions with respect to future revenues or revenue growth rates, if any, of IDchecker. Risks and uncertainties that could cause our actual results to differ materially from currently anticipated results include, but are not limited to, risks relating to our ability to realize incremental revenues from the acquisition in the amounts that we currently anticipate; risks relating to the willingness of customers and other partners of IDchecker to continue to conduct business with the combined company; and numerous risks and uncertainties that affect our industry generally and the markets for our products and those of IDchecker, specifically. Any failure to realize the financial benefits we currently anticipate from the acquisition would have a material adverse impact on our future operating results and financial condition and could materially and adversely affect the trading price or trading volume of our common stock.

***Due to the expansion of our operations into non-U.S. markets following our recent acquisition of IDchecker, we are now subject to certain risks that could adversely affect our business, results of operations or financial condition.***

IDchecker generates revenue in markets outside of the U.S. The risks inherent in global operations include:

- lack of familiarity with, and unexpected changes in, foreign laws and legal standards, including employment laws, and privacy laws, which may vary widely across the countries in which we sell our products;
- increased expense to comply with U.S. laws that apply to foreign corporations, including the Foreign Corrupt Practices Act;
- compliance with, and potentially adverse tax consequences of, foreign tax regimes;
- fluctuations in currency exchange rates, currency exchange controls, price controls and limitations on repatriation of earnings;



- local economic conditions;
- increased expense related to localization of products and development of foreign language marketing and sales materials;
- longer accounts receivable payment cycles and difficulty in collecting accounts receivable in foreign countries;
- increased financial accounting and reporting burdens and complexities;
- restrictive employment regulations;
- difficulties and increased expense in implementing corporate policies and controls;
- international intellectual property laws, which may be more restrictive or may offer lower levels of protection than U.S. law;
- compliance with differing and changing local laws and regulations in multiple international locations, including regional data privacy laws, as well as compliance with U.S. laws and regulations where applicable in these international locations; and
- limitations on our ability to enforce legal rights and remedies.

If we are unable to successfully manage these and other risks associated with managing and expanding our international business, the risks could have a material adverse effect on our business, results of operations or financial condition. Further, operating in international markets requires significant management attention and financial resources. Due to the additional uncertainties and risks of doing business in foreign jurisdictions, international acquisitions tend to entail risks and require additional oversight and management attention that are typically not attendant to acquisitions made within the U.S. We cannot be certain that the investment and additional resources required to establish, acquire or integrate operations in other countries will produce desired levels of revenue or profitability.

***Our international operations following our recent acquisition of IDchecker may increase our exposure to potential liability under anti-corruption, trade protection, tax and other laws and regulations.***

The Foreign Corrupt Practices Act and other anti-corruption laws and regulations (“Anti-Corruption Laws”) prohibit corrupt payments by our employees, vendors or agents. From time to time, we may receive inquiries from authorities in the U.S. and elsewhere about our business activities outside of the U.S. and our compliance with Anti-Corruption Laws. While we have implemented policies, training and internal controls designed to reduce the risk of corrupt payments, our employees, vendors or agents may violate our policies. Our recent acquisition of IDchecker may significantly increase our exposure to potential liability. IDchecker was not historically subject to the Foreign Corrupt Practices Act, Sarbanes-Oxley, or other laws, to which we are subject, and we may become subject to liability if in the past, IDchecker’s operations did not comply with such laws.

Our failure to comply with Anti-Corruption Laws could result in significant fines and penalties, criminal sanctions against us, our officers or our employees, prohibitions on the conduct of our business, and damage to our reputation. Operations outside of the U.S. may be affected by changes in trade protection laws, policies and measures, and other regulatory requirements affecting trade and investment.

Due to our recent acquisition of IDchecker, we are now subject to certain foreign tax regulations. Such regulations may not be clear, not consistently applied and subject to sudden change, particularly with regard to international transfer pricing. Our earnings could be reduced by the uncertain and changing nature of such tax regulations.

***Fluctuations in foreign currency exchange and interest rates could adversely affect our results of operations.***

Our business is generally conducted in U.S. dollars. However, the costs of operating in the Netherlands and other European markets will be subject to the effects of exchange fluctuations of the Euro against the U.S. dollar. When the U.S. dollar weakens against the Euro, our operating costs denominated in such currency will increase. Fluctuations in the value of the Euro against the U.S. dollar will create greater uncertainty in our revenues and can adversely affect our operating results.

***Compliance with changing regulations concerning corporate governance and public disclosure may result in additional expenses.***

In recent years, there have been several changes in laws, rules, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) and various other new regulations promulgated by the SEC and rules promulgated by the national securities exchanges.

The Dodd-Frank Act, enacted in July 2010, expands federal regulation of corporate governance matters and imposes requirements on publicly-held companies, including us, to, among other things, provide stockholders with a periodic advisory vote on executive compensation and also adds compensation committee reforms and enhanced pay-for-performance disclosures. While some provisions of the Dodd-Frank Act were effective upon enactment, others will be implemented upon the SEC's adoption of related rules and regulations. The scope and timing of the adoption of such rules and regulations is uncertain and accordingly, the cost of compliance with the Dodd-Frank Act is also uncertain.

In addition, Sarbanes-Oxley specifically requires, among other things, that we maintain effective internal control over financial reporting and disclosure of controls and procedures. In particular, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of Sarbanes-Oxley Act ("Section 404"), and our independent registered public accounting firm is required to attest to our internal control over financial reporting. Our testing, or the subsequent testing by our independent registered public accounting firm may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses. Our compliance with Section 404 will require that we incur substantial accounting expenses and expend significant management efforts. We currently have limited internal audit capabilities and will need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our independent registered public accounting firm identifies deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities, which would require additional financial and management resources.

These and other new or changed laws, rules, regulations and standards are, or will be, subject to varying interpretations in many cases due to their lack of specificity. As a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. Our efforts to comply with evolving laws, regulations and standards are likely to continue to result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. Further, compliance with new and existing laws, rules, regulations and standards may make it more difficult and expensive for us to maintain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. Members of our board of directors and our principal executive officer and principal financial officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, we may have difficulty attracting and retaining qualified directors and executive officers, which could harm our business. We continually evaluate and monitor regulatory developments and cannot estimate the timing or magnitude of additional costs we may incur as a result.

***Our restated certificate of incorporation and second amended and restated bylaws provide for indemnification of officers and directors at our expense and limits their liability, which may result in a major cost to us and hurt the interests of our stockholders because corporate resources may be expended for the benefit of officers and/or directors.***

Pursuant to our restated certificate of incorporation and second amended and restated bylaws and as authorized under applicable Delaware law, our directors and officers are not liable for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law (the "DGCL"); or (iv) for any transaction from which the director derived an improper personal benefit.

We have entered into a separate Indemnification Agreement (the "Indemnification Agreement") with each of our directors. Under the Indemnification Agreement, each director is entitled to be indemnified against all expenses, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of such director in connection with any claims, proceedings or other actions brought against such director as a result of the director's service to us, provided that the director (i) acted in good faith; (ii) reasonably believed the action was in our best interest; and (iii) in criminal proceedings, reasonably believed the conduct was not unlawful. Additionally, the Indemnification Agreement entitles each director to contribution of expenses from us in any proceeding in which we are jointly liable with such director, but for which indemnification is not otherwise available. The Indemnification Agreement also entitles each director to advancement of expenses incurred by such director in connection with any claim, proceeding or other action in advance of the final adjudication of any such claim, proceeding or other action, provided the director agrees to reimburse us for all such advances if it shall ultimately be determined that the director is not entitled to indemnification.

The foregoing limitations of liability and provisions for expenses may result in a major cost to us and hurt the interests of our stockholders because corporate resources may be expended for the benefit of officers and/or directors.

***From time-to-time our board of directors explores and considers strategic alternatives, including financings, strategic alliances, acquisitions, or the possible sale of the Company. Our board of directors may not be able to identify or complete any suitable strategic alternatives and any such alternatives that are completed could have an impact on our operations or stock price.***

From time-to-time our board of directors explores and considers potential strategic alternatives that may be available to us, including financings, strategic alliances, acquisitions, or the possible sale of the Company. We currently have no agreements or commitments to engage in any specific strategic transactions, and we cannot assure you that our exploration of various strategic alternatives will result in any specific action or transaction. If we determine to engage in a strategic transaction, we cannot predict the impact that such strategic transaction might have on our operations or stock price. We do not intend to provide updates or make further comments regarding the evaluation of strategic alternatives, unless otherwise required by law.

## **Risks Related to Our Common Stock**

***Concentration of ownership among our existing directors and executive officers may limit an investor's ability to influence significant corporate decisions.***

As of November 30, 2015: (i) the Chairman of our board of directors beneficially owned approximately 3% of our outstanding common stock; and (ii) our directors and executive officers as a group beneficially owned approximately 11% of our outstanding common stock. Subject to any fiduciary duties owed to our other stockholders under Delaware law, these stockholders may be able to exercise significant influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, and will have some control over our management and policies. Some of these persons may have interests that are different from yours. For example, these stockholders may support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of the Company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price of our stock. In addition, these stockholders could use their voting influence to maintain our existing management and directors in office, delay or prevent changes in control of the Company, or support or reject other management and board proposals that are subject to stockholder approval, such as amendments to our employee stock plans and approvals of significant financing transactions.

***Future sales of our common stock by our insiders may cause our stock price to decline.***

A significant portion of our outstanding shares are held by directors and executive officers. Resales of a substantial number of shares of our stock by these stockholders, announcements of the proposed resale of substantial amounts of our stock, or the perception that substantial resales may be made by such stockholders could adversely impact the market price of our stock. Some of our directors and executive officers have entered into Rule 10b5-1 trading plans pursuant to which they have arranged to sell shares of our stock from time to time in the future. Actual or potential sales by these insiders, including those under a pre-arranged Rule 10b5-1 trading plan, could be interpreted by the market as an indication that the insider has lost confidence in our stock and adversely impact the market price of our stock.

We have registered and expect to continue to register shares reserved under our equity plans under a registration statement on Form S-8. All shares issued pursuant to a registration statement on Form S-8 can be freely sold in the public market upon issuance, subject to restrictions on our affiliates under Rule 144 of the Securities Act. If a large number of these shares are sold in the public market, the sales could adversely impact the trading price of our stock.

***Future sales of our common stock could cause the market price of our common stock to decline.***

We cannot predict the effect, if any, that market sales of shares of our common stock or the availability of shares of our common stock for sale will have on the market price of our common stock prevailing from time to time. Although we currently do not have an effective universal shelf registration statement on file with the SEC, we have in the past and may in the future file such registration statements providing for the potential issuance of shares of our common stock and other securities. Sales of substantial amounts of shares of our common stock or other securities in the public market, or the perception that those sales could occur, may cause the market price of our common stock to decline.

***Our corporate documents and Delaware law contain provisions that could discourage, delay or prevent a change in control of our company, prevent attempts to replace or remove current management and reduce the market price of our stock.***

Provisions in our restated certificate of incorporation and second amended and restated bylaws may discourage, delay or prevent a merger or acquisition involving us that our stockholders may consider favorable. For example, our restated certificate of incorporation authorizes our board of directors to issue up to one million shares of "blank check" preferred stock. As a result, without further stockholder approval, the board of directors has the authority to attach special rights, including voting and dividend rights, to this preferred stock. With these rights, preferred stockholders could make it more difficult for a third party to acquire us.

We are also subject to the anti-takeover provisions of the DGCL. Under these provisions, if anyone becomes an “interested stockholder,” we may not enter into a “business combination” with that person for three years without special approval, which could discourage a third party from making a takeover offer and could delay or prevent a change in control of us. An “interested stockholder” is, generally, a stockholder who owns 15% or more of our outstanding voting stock or an affiliate of ours who has owned 15% or more of our outstanding voting stock during the past three years, subject to certain exceptions as described in the DGCL.

***The market price of our common stock has been volatile and your investment in our stock could suffer a decline in value.***

The market price of our common stock has experienced significant price and volume fluctuations. For example, during the three year period ended September 30, 2015, the closing price of our common stock ranged from \$1.91 to \$7.36. In addition, the stock market has from time to time experienced significant price and volume fluctuations that have particularly affected the market prices for the common stock of technology companies and that have often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of our common stock. You may not be able to resell your shares at or above the price you paid for them due to fluctuations in the market price of our stock caused by changes in our operating performance or prospects and other factors.

Some specific factors, in addition to the other risk factors identified above, that may have a significant effect on the price of our stock, many of which we cannot control, include but are not limited to:

- our announcements or our competitors’ announcements of technological innovations;
- quarterly variations in operating results;
- changes in our product pricing policies or those of our competitors;
- claims of infringement of intellectual property rights or other litigation;
- the public’s reaction to our press releases, our other public announcements and our filings with the SEC;
- changes in accounting standards, policies, guidance, interpretations or principles;
- changes in our growth rate or our competitors’ growth rates;
- developments regarding our patents or proprietary rights or those of our competitors;
- our inability to raise additional capital as needed;
- changes in financial markets or general economic conditions;
- sales of stock by us or members of our management team or board of directors; and
- changes in stock market analyst recommendations or earnings estimates regarding our stock, other comparable companies or our industry generally.

***Because we do not intend to pay dividends, our stockholders will benefit from an investment in our common stock only if our stock price appreciates in value.***

We have never declared or paid a dividend on our common stock. We currently intend to retain our future earnings, if any, for use in the operation and expansion of our business and do not expect to pay any dividends in the foreseeable future. As a result, the success of an investment in our common stock will depend entirely upon any future appreciation in its value. There is no guarantee that our common stock will appreciate in value or even maintain the price at which it was purchased.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

**ITEM 2. PROPERTIES.**

Our principal executive offices, as well as our research and development facility, are located in approximately 22,523 square feet of office space in San Diego, California. The term of the lease for our offices continues through June 30, 2019. The annual base rent under the lease is approximately \$471,000 per year and is subject to annual increases of approximately 3% per year. Under the terms of the lease, we issued a standby letter of credit to the landlord that allows for one or more draws of up to \$210,000 over the term of the lease. IDChecker offices are located in Haarlem, The Netherlands. The term of the lease for the office continues through May 31, 2020. The annual base rent under the lease is approximately €48,000 per year.

We believe our existing properties are in good condition and are sufficient and suitable for the conduct of our business.

**ITEM 3. LEGAL PROCEEDINGS.**

*Rothschild Mobile Imaging Innovations, Inc.*

On May 16, 2014, Rothschild Mobile Imaging Innovations, Inc. (“RMII”) filed a complaint against us in the U.S. District Court for the District of Delaware alleging that certain of our mobile imaging products infringe four RMII-owned patents related to mobile imaging technology. On June 1, 2014, RMII amended its complaint to add JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A. (together, “Chase”), one of our customers, as a defendant in the lawsuit (as amended, the “Initial Lawsuit”). On September 8, 2014, RMII filed three additional complaints (the “Subsequent Lawsuits” and together with the Initial Lawsuit, the “RMII Lawsuits”) against us in the U.S. District Court for the District of Delaware. The Subsequent Lawsuits contain allegations substantially similar to the Initial Lawsuit regarding infringement by our mobile imaging products of the four RMII-owned patents related to mobile imaging technology, but name as co-defendants Citibank, N.A., Citigroup Inc., Wells Fargo & Company, Wells Fargo Bank, N.A., Bank of America Corporation and Bank of America, N.A., respectively (together with Chase, the “Bank Defendants”), each of whom we allege distributes our mobile imaging technology to the Bank Defendants. The trial has been scheduled for April 3, 2017.

On November 10, 2014, we filed a motion to sever and stay the claims against Chase in the Initial Lawsuit pending resolution of RMII’s claims against us, which motion was granted on August 3, 2015. On November 19, 2014, we filed joinders to the motion to stay with respect to the Subsequent Lawsuits, which joinders were also granted on August 3, 2015. Additionally, the Patent and Trademark Office instituted our petitions for *Inter Partes* Review (“IPR”) of all four asserted patents, and the Court agreed to stay the litigation in its entirety until all of the decisions are rendered in the IPR proceedings.

Based on our current understanding of the claims, we have agreed to accept the demands for indemnity and defense tendered by each of the Bank Defendants and Distributor Defendants in connection with their respective RMII Lawsuits. We are currently controlling the defense of such claims and have taken actions to defend the RMII Lawsuits, as more fully described above. We believe that RMII’s claims are without merit and intend to vigorously defend against those claims. We do not believe that the results of the RMII Lawsuits will have a material adverse effect on our financial condition or results of operations.

*Other Legal Matters*

In addition to the foregoing, we are subject to various claims and legal proceedings arising in the ordinary course of our business. While any legal proceeding has an element of uncertainty, we believe that the disposition of such matters, in the aggregate, will not have a material effect on our financial condition or results of operations.

**ITEM 4. MINE SAFETY DISCLOSURES.**

None.

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

**Market Information**

Our common stock trades on the NASDAQ Capital Market under the ticker symbol "MITK." The closing sales price of our common stock on November 30, 2015 was \$5.25.

The following table sets forth, for the fiscal period indicated, the high and low closing sales prices per share of our common stock as reported on the NASDAQ Capital Market.

	<u>High</u>	<u>Low</u>
<b>FISCAL YEAR ENDED SEPTEMBER 30, 2015</b>		
Fourth Quarter	\$ 3.98	\$ 3.15
Third Quarter	3.99	3.03
Second Quarter	3.85	2.75
First Quarter	3.96	1.91
<b>FISCAL YEAR ENDED SEPTEMBER 30, 2014</b>		
Fourth Quarter	\$ 3.55	\$ 2.19
Third Quarter	3.94	3.07
Second Quarter	7.03	3.69
First Quarter	6.99	5.05

**Holdings**

As of November 30, 2015, there were 322 shareholders of record of our common stock and an undetermined number of beneficial owners.

**Dividends**

We have not paid any dividends on our common stock. We currently intend to retain earnings for use in our business and do not anticipate paying cash dividends in the foreseeable future.

**Securities Authorized for Issuance Under Equity Compensation Plans**

The information required by Item 201(d) of Regulation S-K is incorporated by reference to our definitive proxy statement filed in connection with our 2016 Annual Meeting of Stockholders or an amendment to this Form 10-K to be filed with the SEC within 120 days after the close of our fiscal year ended September 30, 2015.

**Sales of Equity Securities During the Period**

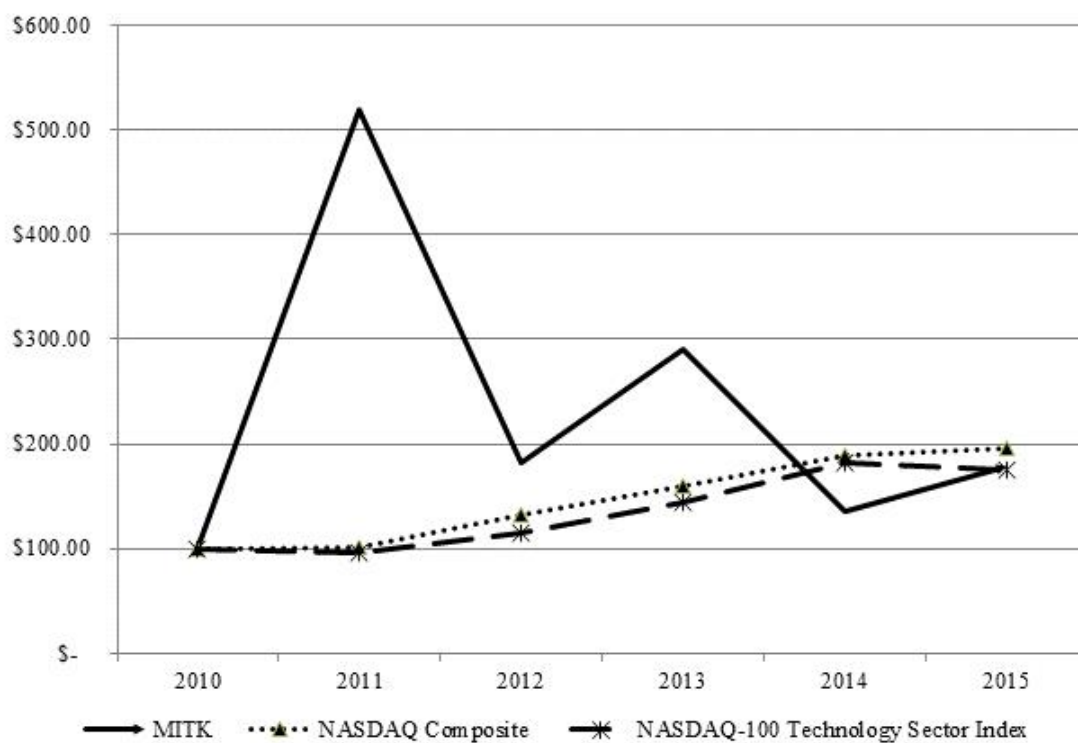
All equity securities that we sold during the period covered by this Form 10-K that were not registered under the Securities Act have been previously reported in our quarterly reports on Form 10-Q or on our current reports on Form 8-K.

## Performance Graph

The following information shall not be deemed to be “filed” with the SEC nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference into such future filing.

The following graph and table compare the cumulative total stockholder return data for our common stock from September 30, 2010 through September 30, 2015 to the cumulative return over such period of (i) a broad market index, the NASDAQ Composite Index and (ii) an industry index, the NASDAQ-100 Technology Sector Index. The graph and table assume that \$100 was invested in our common stock at \$1.78 per share on September 30, 2010, and in each of the referenced indices, and assumes reinvestment of all dividends. The stock price performance on the following graph and table is not necessarily indicative of future stock price performance.

**Comparison of 5 Year Cumulative Total Return**  
Among Mitek Systems, Inc., the NASDAQ Composite Index and the NASDAQ-100 Technology Sector Index



The graph above reflects the following values:

	2010	2011	2012	2013	2014	2015
MITK	\$ 100.00	\$ 519.66	\$ 181.46	\$ 289.89	\$ 135.39	\$ 179.21
NASDAQ Composite	\$ 100.00	\$ 101.97	\$ 131.56	\$ 159.23	\$ 189.70	\$ 195.06
NASDAQ-100 Technology Sector Index	\$ 100.00	\$ 96.42	\$ 114.58	\$ 144.11	\$ 182.52	\$ 175.77

**ITEM 6. SELECTED FINANCIAL DATA.**

The following selected financial data has been derived from our audited financial statements. This data should be read in conjunction with Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our financial statements and related notes thereto included elsewhere in this Form 10-K. Our historical results are not necessarily indicative of operating results to be expected in the future.

**Selected Financial Data**  
(In Thousands, Except Per Share Data)

	Year Ended September 30,				
	2015	2014	2013	2012	2011
<b>Income Statement Data</b>					
Revenue	\$ 25,367	\$ 19,150	\$ 14,803	\$ 9,093	\$ 10,266
Operating income (loss)	\$ 1,892	\$ (5,408)	\$ (7,300)	\$ (7,881)	\$ 256
Net income (loss)	\$ 2,526	\$ (5,292)	\$ (7,276)	\$ (7,840)	\$ (125)
Net income (loss) per share—basic	\$ 0.08	\$ (0.17)	\$ (0.26)	\$ (0.31)	\$ (0.01)
Net income (loss) per share—diluted	\$ 0.08	\$ (0.17)	\$ (0.26)	\$ (0.31)	\$ (0.01)
<b>Balance Sheet Data</b>					
Working capital	\$ 24,005	\$ 21,484	\$ 25,363	\$ 11,001	\$ 17,344
Total assets	\$ 38,746	\$ 31,103	\$ 32,853	\$ 16,723	\$ 19,852
Stockholders’ equity	\$ 30,433	\$ 23,942	\$ 25,729	\$ 13,557	\$ 18,055



*You should read this discussion together with the financial statements, related notes and other financial information included in this Form 10-K. The following discussion may contain predictions, estimates and other forward-looking statements that involve a number of risks and uncertainties, including those discussed under Item 1A—"Risk Factors" and elsewhere in this Form 10-K. These risks could cause our actual results to differ materially from any future performance suggested below. Please see "Important Note About Forward-Looking Statements" at the beginning of this Form 10-K.*

## Overview

Mitek Systems, Inc. develops, markets and sells proprietary mobile capture and identity verification software solutions for enterprise customers.

Our mobile capture and identify verification technologies are embedded into the mobile applications of leading brands across the globe to improve usability while minimizing risk. They serve the needs of any regulated business that has obligations to know their customers.

By licensing our proprietary technology, enterprise customers improve customer acquisition and other key objectives including securing high risk transactions, verification for age sensitive and age-restricted commerce, and meeting KYC and other compliance regulations

Our technology uses advanced algorithms to correct image distortion, extract relevant data, route images to their desired location and process transactions. As of September 30, 2015, we have been granted 22 patents and have an additional 21 patent applications pending.

In June of 2015, Mitek acquired IDchecker, a global provider of cloud based identity document verification. The acquisition expands Mitek's mobile ID verification capabilities through IDchecker's ability to read several different types of passports, international driver's licenses and identity cards from almost every nation. The acquisition also adds an international customer base in the payments, financial services and information services verticals.

The smartphone market is undergoing significant growth. More than 90% of millennials own a smartphone and its most utilized feature is the camera, according to industry analyst ComScore. A 2015 survey conducted by Zogby Analytics ("Millennials – The Next Mobile Disruptors") revealed three key findings: millennials are embracing adoption of a mobile self-service channel; they expect to use their mobile device's camera to deliver an easy mobile commerce experience; and the mobile camera is key for businesses looking to engage with this demographic. Mitek is leveraging the mobile camera through our Mitek Mobile Identity Suite to create a superior user experience across all versions of the Apple iPhone and Android devices.

The core of our user experience is Mitek MiSnap™, is a touch-free automated capture technology, which is incorporated universally across our product line. It provides a simple and superior user experience, making transactions on mobile devices fast and easy for the consumer while helping organizations drive revenue from the increasingly popular mobile channel.

Our Mobile Verify™ products combine the Mitek MiSnap auto capture experience with a variety of advanced computer vision techniques to provide verification of ID documents. Mobile Verify provides a check of authenticity of U.S. state-issued driver's licenses and includes full global coverage. These products enable banks and other businesses to improve KYC processes. This is especially valuable to highly regulated industries with a large and growing percentage of transactions conducted remotely via mobile devices. These products also enable trust to be achieved on P2P and merchant processing networks where identity is an inherent part of the transaction. Mobile Verify customers include international money transfer, payments and global information services providers.

Mobile Fill™, our mobile identity capture solution, enables the camera to serve as a keyboard. Using Mobile Fill, consumers can quickly pre-fill any form with personal data by simply snapping a picture of their driver license, credit card, or other document. Organizations use Mobile Fill to verify identity for service. This can include streamlining the process of opening a customer checking, savings or credit card account, paying a bill, activating a 'switch and save' offer, and more. Mitek's prime customers for Mobile Fill include national and regional banks, credits unions, wireless telecom operators and insurance providers

The second generation of our Mobile Fill product, Mobile Fill for Mobile Web™, enables potential new customers to use their camera as a keyboard right from the organization's mobile website, eliminating the need to download an application.

Mitek's Mobile Identity Suite has been developed pursuant to the success of Mobile Deposit®, a category leading product that allows individuals and businesses to remotely deposit checks using their camera-equipped smartphone or tablet. As of September 30, 2015, 4,495 financial institutions have signed agreements to deploy Mobile Deposit. These include all of the top ten U.S. retail banks, and nearly all of the top 50 U.S. retail banks (as ranked by SNL Financial).

We market and sell our Mitek Mobile Identity Suite line of mobile capture and identity verification software products directly to enterprise customers or through channel partners. Our mobile capture software solutions are often embedded in other mobile banking or enterprise applications developed by banks, insurance companies or their partners, and then marketed under their own proprietary brands.

## Results of Operations

### Comparison of the Years Ended September 30, 2015 and 2014

The following table summarizes certain aspects of our results of operations for the year ended September 30, 2015 compared to the year ended September 30, 2014 (in thousands, except percentages):

	2015	2014	Change \$	Change %
<b>Revenue</b>				
Software	\$ 17,869	\$ 13,312	\$ 4,557	34%
Services	7,498	5,838	1,660	28%
Total revenue	\$ 25,367	\$ 19,150	\$ 6,217	32%
<b>Cost of revenue</b>	\$ 2,471	\$ 2,148	\$ 323	15%
% of revenue	10%	11%		
<b>Selling and marketing</b>	\$ 6,458	\$ 6,836	\$ (378)	(6)%
% of revenue	25%	36%		
<b>Research and development</b>	\$ 5,577	\$ 6,020	\$ (443)	(7)%
% of revenue	22%	31%		
<b>General and administrative</b>	\$ 7,602	\$ 9,554	\$ (1,952)	(20)%
% of revenue	30%	50%		
<b>Acquisition-related costs and expenses</b>	\$ 1,368	\$ -	\$ 1,368	0%
% of revenue	5%	0%		
<b>Income tax provision (benefit)</b>	\$ (543)	\$ 2	\$ (545)	(27250)%
% of revenue	(2)%	0%		
<b>Other income (expense), net</b>	\$ 91	\$ 118	\$ (27)	(23)%
% of revenue	0%	1%		

### Revenue

Total revenue increased \$6,217,151, or 32%, to \$25,367,496 in 2015 compared to \$19,150,345 in 2014. The increase was primarily due to an increase in sales of software licenses of \$4,557,070, or 34%, to \$17,869,599 in 2015 compared to \$13,312,529 in 2014. The increase in software license revenue primarily relates to increases in sales of our Mobile Deposit® product due to an increase in the number of software licenses purchased by partners and customers and the timing of license renewals in 2015 compared to 2014. Services revenue increased \$1,660,081, or 28%, to \$7,497,897 in 2015 compared to \$5,837,816 in 2014 primarily due to the sale of additional software license arrangements, which typically include recurring maintenance contracts as well as additional revenue from the IDchecker acquisition.

### Cost of Revenue

Cost of revenue includes the costs of royalties for third party products embedded in our products, the cost of reproduction of compact discs and other media devices and shipping costs, and personnel costs and overhead related to software support and billable professional services engagements. Cost of revenue increased \$323,273, or 15%, to \$2,471,198 in 2015 compared to \$2,147,925 in 2014. The increase in cost of revenue is primarily due to the increase in maintenance revenue and revenue related to the IDchecker acquisition. As a percentage of revenue, cost of revenue decreased to 10% in 2015 compared to 11% in 2014.

### ***Selling and Marketing Expenses***

Selling and marketing expenses include payroll, employee benefits and other headcount-related costs associated with sales and marketing personnel, non-billable costs of professional services personnel and advertising, promotions, trade shows, seminars and other programs. Selling and marketing expenses decreased \$378,438, or 6%, to \$6,457,854 in 2015 compared to \$6,836,292 in 2014. As a percentage of revenue, selling and marketing expenses decreased to 25% in 2015 compared to 36% in 2014. The decrease in selling and marketing expenses is primarily due to decreased personnel-related costs, including stock-based and other incentive compensation expense, totaling \$748,985; offset by increased outside services and product promotion expense of \$331,566. The decrease in selling and marketing expenses as a percentage of revenues is primarily attributable to improved operating efficiencies resulting from our revenue growth.

### ***Research and Development Expenses***

Research and development expenses include payroll, employee benefits, consultant expenses and other headcount-related costs associated with software engineering and mobile imaging science.

Research and development expenses decreased \$442,767, or 7%, to \$5,576,806 in 2015 compared to \$6,019,573 in 2014. The decrease is primarily due to decreased personnel-related costs, included stock-based compensation expense of \$511,775, and additional outside contract services expense of \$57,038. As a percentage of revenue, research and development expenses decreased to 22% in 2015, compared to 31% in 2014, primarily due to the increase in revenue.

### ***General and Administrative Expenses***

General and administrative expenses include payroll, employee benefits, and other headcount-related costs associated with finance, administration and information technology, as well as legal, accounting, and other administrative fees. General and administrative expenses decreased \$1,952,524, or 20%, to \$7,601,857 in 2015 compared to \$9,554,381 in 2014. The decrease is primarily due to a decrease in legal fees of \$1,831,035 related to intellectual property litigation. As a percentage of revenue, general and administrative expenses decreased to 30% in 2015 compared to 50% in 2014, primarily due to the increase in revenue.

### ***Acquisition-related Costs and Expenses***

Acquisition-related costs and expenses in 2015 of \$1,368,100 or 5% of revenue, consist primarily of legal expenses and fees paid to outside consultants in connection with the Acquisition.

### ***Income tax benefit (provision)***

Income tax benefit (provision) increased \$545,246 to \$543,020 in 2015 compared to (\$2,226) in 2014. Included in the benefit is a discrete tax benefit of \$634,930 which arises from the recognition of a deferred tax liability related to identifiable intangibles recorded through purchase accounting in connection with the Acquisition. The recognition of the deferred tax liability results in the release of a corresponding valuation allowance on the existing deferred tax assets.

### ***Other Income (Expense), Net***

Other income (expense), net includes interest income net of amortization on our marketable securities portfolio and interest expense on our capital lease. Interest and other income, net was \$94,737 in 2015 compared to \$124,628 in 2014, a decrease of \$29,891 or 24%. Interest and other expense, net was \$3,299 in 2015 compared to \$6,445 in 2014, a decrease of \$3,146 or 49%.

## Results of Operations

### Comparison of the Years Ended September 30, 2014 and 2013

The following table summarizes certain aspects of our results of operations for the year ended September 30, 2014 compared to the year ended September 30, 2013 (in thousands, except percentages):

	2014	2013	Change \$	Change %
Revenue				
Software	\$ 13,312	\$ 10,716	\$ 2,596	24%
Maintenance and professional services	5,838	4,087	1,751	43%
Total revenue	\$ 19,150	\$ 14,803	\$ 4,347	29%
Cost of revenue	\$ 2,148	\$ 1,604	\$ 544	34%
% of revenue	11%	11%		
Selling and marketing	\$ 6,836	\$ 5,852	\$ 984	17%
% of revenue	36%	40%		
Research and development	\$ 6,020	\$ 6,793	\$ (773)	(11%)
% of revenue	31%	46%		
General and administrative	\$ 9,554	\$ 7,853	\$ 1,701	22%
% of revenue	50%	53%		
Other income (expense), net	\$ 118	\$ 25	\$ 93	372%
% of revenue	1%	0%		

### Revenue

Total revenue increased \$4,347,160, or 29%, to \$19,150,345 in 2014 compared to \$14,803,185 in 2013. The increase was primarily due to an increase in sales of software licenses of \$2,596,024, or 24%, to \$13,312,529 in 2014 compared to \$10,716,505 in 2013. The increase in software license revenue primarily relates to increases in sales of our Mobile Deposit® product due to an increase in the number of large software licenses purchased by partners and customers and the timing of license renewals in 2014 compared to 2013. Maintenance and professional services revenue increased \$1,751,136, or 43%, to \$5,837,816 in 2014 compared to \$4,086,680 in 2013 primarily due to the sale of additional software license arrangements, which typically include recurring maintenance contracts as well as additional professional services engagements related to implementation assistance for our products.

### Cost of Revenue

Cost of revenue includes the costs of royalties for third party products embedded in our products, the cost of reproduction of compact discs and other media devices and shipping costs, and personnel costs and overhead related to software support and billable professional services engagements. Cost of revenue increased \$544,326, or 34%, to \$2,147,925 in 2014 compared to \$1,603,599 in 2013. The increase in cost of revenue is primarily due to the increase in revenue and increased professional services activity on billable engagements. As a percentage of revenue, cost of revenue remained consistent at 11% in 2014 compared to 2013.

### Selling and Marketing Expenses

Selling and marketing expenses include payroll, employee benefits and other headcount-related costs associated with sales and marketing personnel, non-billable costs of professional services personnel and advertising, promotions, trade shows, seminars and other programs. Selling and marketing expenses increased \$983,844, or 17%, to \$6,836,292 in 2014 compared to \$5,852,448 in 2013. As a percentage of revenue, selling and marketing expenses decreased to 36% in 2014 compared to 40% in 2013. The increase in selling and marketing expenses is primarily due to increased personnel-related costs, including stock-based and other incentive compensation expense, totaling \$1,183,990, and the decrease in selling and marketing expenses as a percentage of revenues is primarily attributable to improved operating efficiencies resulting from our revenue growth.

### Research and Development Expenses

Research and development expenses include payroll, employee benefits, consultant expenses and other headcount-related costs associated with software engineering and mobile imaging science.

Research and development expenses decreased \$773,839, or 11%, to \$6,019,573 in 2014 compared to \$6,793,412 in 2013. The decrease is primarily due to lower outside contract services expense of \$650,267 and recruiting costs of \$220,760. As a percentage of revenue, research and development expenses decreased to 31% in 2014, compared to 46% in 2013, primarily due to the increase in revenue.

### **General and Administrative Expenses**

General and administrative expenses include payroll, employee benefits, and other headcount-related costs associated with finance, administration and information technology, as well as legal, accounting, and other administrative fees. General and administrative expenses increased \$1,701,117, or 22%, to \$9,554,381 in 2014 compared to \$7,853,264 in 2013. The increase is primarily due to an increase in legal fees of \$1,248,913 related to intellectual property litigation and patent prosecution activity, as well as increased stock-based compensation of \$204,216. As a percentage of revenue, general and administrative expenses decreased to 50% in 2014 compared to 53% in 2013, primarily due to the increase in revenue.

### **Other Income (Expense), Net**

Other income (expense), net includes interest income net of amortization on our marketable securities portfolio and interest expense on our capital lease. Interest and other income, net was \$124,628 in 2014 compared to \$31,770 in 2013, an increase of \$92,858, or 292%. Interest and other expense, net was \$6,445 in 2014 compared to \$6,862 in 2013, a decrease of \$417, or 6%.

### **Liquidity and Capital Resources**

On September 30, 2015, we had \$26,673,966 in cash and cash equivalents and short-term investments compared to \$26,107,778 on September 30, 2014, an increase of \$566,188, or 2%. The increase in cash and cash equivalents and investments was primarily due to an increase in cash provided by operating activities, offset by cash used in the acquisition of IDchecker in June 2015. During June 2013, we sold 2,857,142 shares of our common stock at a price of \$5.25 per share in the Offering and received \$13,877,447 in net proceeds, after deducting underwriting discounts and commissions and other offering expenses of \$1,122,549. Under the terms of the underwriting agreement for the Offering, we granted the underwriter a 30-day option to purchase an additional 428,571 shares of our common stock to cover overallotments. The underwriter exercised its overallotment option during June 2013 and the closing of the sale of shares of our common stock pursuant to such option occurred during July 2013, resulting in \$2,127,350 in additional net proceeds to us.

### **Net Cash Provided by (Used in) Operating Activities**

Net cash provided by operating activities during fiscal 2015 was \$6,105,308 and resulted primarily from net income of \$2,526,139 and non-cash charges of \$4,800,734, partially offset by changes in operating assets and liabilities of \$1,221,565. The primary non-cash adjustments to operating activities were stock-based compensation expense, amortization of closing and earnout shares related to the Acquisition, amortization of intangible assets, depreciation, and accretion and amortization on debt securities totaling \$3,367,486, \$392,982, \$172,429, \$433,296, and \$425,941, respectively.

During fiscal 2014, net cash used in operating activities was \$2,468,671 and resulted primarily from net loss of \$5,291,869 and non-cash charges of \$4,310,945, partially offset by changes in operating assets and liabilities of \$1,487,747. The primary non-cash adjustments to operating activities were stock-based compensation expense, depreciation and amortization, and accretion and amortization on debt securities totaling \$3,444,480, \$470,697, and \$401,319, respectively.

### **Net Cash (Used in) Provided by Investing Activities**

Net cash used in investing activities was \$11,344,342 during fiscal 2015, which consisted of cash paid for the IDchecker acquisition of \$5,422,953, purchases of investments of \$27,254,351, and \$73,126 related to the purchase and sale of property and equipment, partially offset by \$21,406,088 related to the sale and maturity of investments.

During fiscal 2014, net cash used in investing activities was \$13,110,631, which consisted of \$11,666,624 related to the sale and maturity of investments, partially offset by purchases of investments of \$24,642,603, and \$134,652 related to the purchase and sale of property and equipment.

### **Net Cash Provided by Financing Activities**

Net cash provided by financing activities was \$225,543 during fiscal 2015, which included net proceeds of \$246,644 from the exercise of stock options partially offset by principal payments on capital lease obligations of \$21,101.

During fiscal 2014, net cash provided by financing activities was \$51,436, which included net proceeds of \$70,328 from the exercise of stock options partially offset by principal payments on capital lease obligations of \$18,892.

## Other Liquidity Matters

On September 30, 2015, we had investments of \$23,921,328, designated as available-for-sale marketable securities, which consisted of commercial paper and corporate issuances, carried at fair value as determined by quoted market prices for identical or similar assets, with unrealized gains and losses, net of tax, and reported as a separate component of stockholders' equity. All securities for which maturity or sale is expected within one year are classified as "current" on the balance sheet. All other securities are classified as "long-term" on the balance sheet. At September 30, 2015, all of our available-for-sale securities were classified as current. At September 30, 2014, we had \$16,269,170 of our available-for-sale securities classified as current and \$2,072,018 classified as long term.

We had working capital of \$24,004,692 at September 30, 2015, compared to \$21,484,020 at September 30, 2014.

Based on our current operating plan, we believe the current cash balance and cash expected to be generated from operations will be adequate to satisfy our working capital needs for the next 12 months.

## Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as defined in Item 304(a)(4)(ii) of Regulation S-K.

## Contractual Obligations

The following table summarizes our contractual obligations as of September 30, 2015 (*in thousands*):

Contractual obligations by period as of September 30, 2015	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Operating lease obligations	\$ 608,407	\$ 1,202,988	\$ 506,746	\$ —	\$ 2,318,141
Capital lease obligations	26,342	—	—	—	26,342
Purchase obligations	125,000	—	—	—	125,000
Total	<u>\$ 759,749</u>	<u>\$ 1,202,988</u>	<u>\$ 506,746</u>	<u>\$ —</u>	<u>\$ 2,469,483</u>

## Critical Accounting Policies

Our financial statements and accompanying notes are prepared in accordance with GAAP. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, stockholders' equity, revenue, expenses and related disclosure of contingent assets and liabilities. Management regularly evaluates its estimates and assumptions. These estimates and assumptions are based on historical experience and on various other factors that are believed to be reasonable under the circumstances, and form the basis for making management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. Actual results could vary from those estimates under different assumptions or conditions. Our critical accounting policies include revenue recognition, allowance for accounts receivable, investments, fair value of equity instruments, accounting for income taxes and capitalized software development costs.

## Revenue Recognition

We enter into contractual arrangements with integrators, resellers and directly with our customers that may include licensing of our software products, product support and maintenance services, consulting services or various combinations thereof, including the sale of such products or services separately. Our accounting policies regarding the recognition of revenue for these contractual arrangements is fully described in Note 1 to our financial statements included in this Form 10-K.

We consider many factors when applying GAAP to revenue recognition. These factors include, but are not limited to, whether:

- Persuasive evidence of an arrangement exists;
- Delivery of the product or performance of the service has occurred;
- The fees are fixed or determinable;
- Collection of the contractual fee is probable; and
- Vendor-specific objective evidence of the fair value of undelivered elements or other appropriate method of revenue allocation exists.

Each of the relevant factors is analyzed to determine its impact, individually and collectively with other factors, on the revenue to be recognized for any particular contract with a customer. Management is required to make judgments regarding the significance of each factor in applying the revenue recognition standards, as well as whether or not each factor complies with such standards. Any misjudgment or error by management in its evaluation of the factors and the application of the standards, especially with respect to complex or new types of transactions, could have a material adverse effect on our future revenues and operating results.

### **Accounts Receivable**

We consistently monitor collections from our customers and maintain a provision for estimated credit losses that is based on historical experience and on specific customer collection issues. While such credit losses have historically been within our expectations and the provisions established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. Since our revenue recognition policy requires customers to be deemed creditworthy, our accounts receivable are based on customers whose payment is reasonably assured. Our accounts receivable are derived from sales to a wide variety of customers. We do not believe a change in liquidity of any one customer or our inability to collect from any one customer would have a material adverse impact on our financial position.

### **Investments**

We determine the fair value of our assets and liabilities based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. We use a fair value hierarchy with three levels of inputs, of which the first two are considered observable and the last unobservable, to measure fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities;
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In using this fair value hierarchy, management may be required to make assumptions about pricing by market participants and assumptions about risk, specifically when using unobservable inputs to determine fair value. These assumptions are subjective in nature and may significantly affect our results of operations.

### **Fair Value of Equity Instruments**

The valuation of certain items, including valuation of warrants, the beneficial conversion feature related to convertible debt and compensation expense related to stock options granted, involves significant estimates based on underlying assumptions made by management. The valuation of warrants and stock options are based upon a Black-Scholes valuation model, which involves estimates of stock volatility, expected life of the instruments and other assumptions.

### **Goodwill and Purchased Intangible Assets**

Our goodwill resulted from the Acquisition. Goodwill and intangible assets with indefinite useful lives are not amortized, but are tested for impairment at least annually or as circumstances indicate that their value may no longer be recoverable. In accordance with ASC Topic 350, *Intangibles—Goodwill and Other* (“ASC Topic 350”), we review our goodwill and indefinite-lived intangible asset for impairment at least annually in our fiscal fourth quarter and more frequently if events or changes in circumstances occur that indicate a potential reduction in the fair value of our reporting unit and/or our indefinite-lived intangible asset below their respective carrying values. Examples of such events or circumstances include: a significant adverse change in legal factors or in the business climate, a significant decline in our stock price, a significant decline in our projected revenue or cash flows, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, or the presence of other indicators that would indicate a reduction in the fair value of a reporting unit.

Our goodwill is considered to be impaired if we determine that the carrying value of the reporting unit to which the goodwill has been assigned exceeds management's estimate of its fair value. Based on the guidance provided by ASC Topic 350 and ASC Topic 280, *Segment Reporting*, ("ASC Topic 280") management has determined that the Company operates in one segment and consists of one reporting unit given the similarities in economic characteristics between our operations and the common nature of our products, services and customers. Because we have only one reporting unit, and because we are publicly traded, we determine the fair value of the reporting unit based on our market capitalization as we believe this represents the best evidence of fair value. In the fourth quarter of fiscal 2015, we completed our annual goodwill impairment test as of September 30, 2015 and concluded that our goodwill was not impaired. Our conclusion that goodwill was not impaired was based on a comparison of our net assets as of September 30, 2015 to our market capitalization.

Because we determine the fair value of our reporting unit based on our market capitalization, our future reviews of goodwill for impairment may be impacted by changes in the price of our common stock. For example, a significant decline in the price of our common stock may cause the fair value of our goodwill to fall below its carrying value. Therefore, we cannot assure you that when we complete our future reviews of goodwill for impairment a material impairment charge will not be recorded.

### ***Business Combinations***

Accounting for business combinations requires us to make significant estimates and assumptions, especially at the acquisition date with respect to tangible and intangible assets acquired and liabilities assumed and pre-acquisition contingencies. We use our best estimates and assumptions to accurately assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date.

Examples of critical estimates in valuing certain of the intangible assets and goodwill we have acquired include but are not limited to:

- future expected cash flows subscription and support contracts, professional services contracts, other customer contracts and acquired developed technologies and patents;
- the acquired company's trade name, trademark and existing customer relationship, as well as assumptions about the period of time the acquired trade name and trademark will continue to be used in our offerings;
- uncertain tax positions and tax related valuation allowances assumed; and
- discount rates

### ***Deferred Income Taxes***

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We maintain a valuation allowance against deferred tax assets due to uncertainty regarding the future realization based on historical taxable income, projected future taxable income, and the expected timing of the reversals of existing temporary differences. Until such time as we can demonstrate that we will no longer incur losses or if we are unable to generate sufficient future taxable income, we could be required to maintain the valuation allowance against our deferred tax assets.

### ***Capitalized Software Development Costs***

Research and development costs are charged to expense as incurred. Costs incurred for the development of computer software that will be sold, leased or otherwise marketed are capitalized when technological feasibility has been established. These capitalized costs are subject to an ongoing assessment of recoverability based on anticipated future revenues and changes in hardware and software technologies. Costs that are capitalized include direct labor and related overhead. No such costs were capitalized during the fiscal years ended September 30, 2015 and 2014 because the time period and cost incurred between technological feasibility and general release for all software product releases were not material.

Amortization of capitalized software development costs begins when product sales commence. Amortization is provided on a product-by-product basis on either the straight-line method over periods not exceeding three years or the sales ratio method. Unamortized capitalized software development costs determined to be in excess of the net realizable value of the product are expensed immediately.



**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.*****Interest Rates***

The primary objective of our investment activities is to preserve principal while at the same time maximizing after-tax yields without significantly increasing risk. To achieve this objective, we maintain our investment portfolio of cash equivalents and marketable securities in a variety of securities, including corporate debt securities, commercial paper and certificates of deposit. We have not used derivative financial instruments in our investment portfolio, and none of our investments are held for trading or speculative purposes. Short-term and long-term marketable securities are generally classified as available-for-sale and consequently are recorded on the balance sheet at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income, net of estimated tax. Marketable securities as of September 30, 2015 had remaining maturities between approximately one and eight months. Our short-term marketable securities had a fair market value of \$23,921,328 at September 30, 2015, representing approximately 62% of our total assets.

The fair value of our cash equivalents and marketable securities is subject to change as a result of changes in market interest rates and investment risk related to the issuers' credit worthiness. We do not utilize financial contracts to manage our investment portfolio's exposure to changes in market interest rates. A hypothetical 100 basis point increase or decrease in market interest rates would not have a material impact on the fair value of our cash equivalents and marketable securities due to the relatively short maturities of these investments. While changes in market interest rates may affect the fair value of our investment portfolio, any gains or losses will not be recognized in our results of operations until the investment is sold or if the reduction in fair value was determined to be an other-than-temporary impairment.

***Foreign Currency Risk***

With the Acquisition of IDchecker, we now have operations in the Netherlands and will be exposed to fluctuations in the foreign currency exchange rate between the U.S. dollar and the Euro. The functional currency of our Dutch operations is the Euro. Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro. Translation adjustments resulting from translating the functional currency financial statements into U.S. dollar equivalents are reported separately in accumulated other comprehensive income in stockholders' equity and in the statement of comprehensive income (loss).

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

Our financial statements and supplementary data required by this item are set forth at the pages indicated in Part IV, Item 15(a)(1) and (a)(2), respectively, of this Form 10-K.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

**ITEM 9A. CONTROLS AND PROCEDURES.****Disclosure Controls and Procedures**

We maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required financial disclosures. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures as of the end of the period covered by this Form 10-K. We recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of September 30, 2015.

## Management's Report on Internal Control over Financial Reporting

As described throughout this Form 10-K, on June 17, 2015, the Company acquired IDchecker. While our financial statements for the fiscal year ended September 30, 2015 include the results of IDchecker from June 17, 2015 (the date on which the Acquisition was completed) through September 30, 2015, as permitted by the rules and regulations of the SEC, our management's assessment of our internal control over financial reporting did not include an evaluation of IDchecker's internal control over financial reporting. Further, our management's conclusion regarding the effectiveness of our internal control over financial reporting as of September 30, 2015 does not extend to IDchecker's internal control over financial reporting.

We are currently integrating policies, processes, technology and operations for the combined company and will continue to evaluate our internal control over financial reporting as we develop and execute our integration plans. Until the companies are fully integrated, we will maintain the operational integrity of each company's legacy internal control over financial reporting. IDchecker represented approximately 2%, or \$602,475 of our total assets at September 30, 2015 and approximately 3%, or \$752,027 of total revenue for the fiscal year ended September 30, 2015. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of September 30, 2015.

Our internal control over financial reporting has been audited by Mayer Hoffman McCann P.C., an independent registered public accounting firm, as stated in their report appearing below, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of September 30, 2015.

## Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the year ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## ITEM 9B. OTHER INFORMATION.

None.

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

The information required by this item is incorporated by reference to our definitive proxy statement filed in connection with our 2016 Annual Meeting of Stockholders or an amendment to this Form 10-K to be filed with the SEC within 120 days after the close of our fiscal year ended September 30, 2015.

**ITEM 11. EXECUTIVE COMPENSATION.**

The information required by this item is incorporated by reference to our definitive proxy statement filed in connection with our 2016 Annual Meeting of Stockholders or an amendment to this Form 10-K to be filed with the SEC within 120 days after the close of our fiscal year ended September 30, 2015.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The information required by this item is incorporated by reference to our definitive proxy statement filed in connection with our 2016 Annual Meeting of Stockholders or an amendment to this Form 10-K to be filed with the SEC within 120 days after the close of our fiscal year ended September 30, 2015.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

The information required by this item is incorporated by reference to our definitive proxy statement filed in connection with our 2016 Annual Meeting of Stockholders or an amendment to this Form 10-K to be filed with the SEC within 120 days after the close of our fiscal year ended September 30, 2015.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

The information required by this item is incorporated by reference to our definitive proxy statement filed in connection with our 2016 Annual Meeting of Stockholders or an amendment to this Form 10-K to be filed with the SEC within 120 days after the close of our fiscal year ended September 30, 2015.

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.****(a)(1) Financial Statements**

The Financial Statements of Mitek Systems, Inc. and Report of Independent Registered Public Accounting Firm are included in a separate section of this Form 10-K beginning on page F-1.

**(a)(2) Financial Statement Schedules**

These schedules have been omitted because the required information is included in the financial statements or notes thereto or because they are not applicable or not required.

**(a)(3) Exhibits**

Exhibit No.	Description	Incorporated by Reference from Document
3.1	Restated Certificate of Incorporation of Mitek Systems, Inc., as amended.	(1)
3.2	Second Amended and Restated Bylaws of Mitek Systems, Inc.	(2)
4.1	Form of debenture issued on December 10, 2009.	(3)
4.2	Form of warrant issued on December 10, 2009.	(3)
10.1	Share Purchase Agreement, dated May 26, 2015, by and among Mitek Systems, Inc., ID Checker NL B.V., ID Checker Holding B.V., Stichting Administratiekantoor OPID, Pierre L.M. deBoer, and Michael Hagen.	(4)
10.2	Mitek Systems, Inc. 2000 Stock Option Plan.	(5)
10.3	Mitek Systems, Inc. 2002 Stock Option Plan.	(6)
10.4	Mitek Systems, Inc. 2006 Stock Option Plan.	(7)
10.5	Mitek Systems, Inc. 2010 Stock Option Plan.	(8)
10.6	Mitek Systems, Inc. 2012 Incentive Plan, as amended.	(9)
10.7	Mitek Systems, Inc. Director Restricted Stock Unit Plan.	(10)
10.8	Mitek Systems, Inc. 401(k) Savings Plan.	(11)
10.9	Form of Securities Purchase Agreement, dated December 10, 2009, between Mitek Systems, Inc. and certain accredited investors.	(3)
10.10	Form of Security Agreement dated, December 10, 2009, between Mitek Systems, Inc. and certain secured parties.	(3)
10.11	Executive Severance and Change of Control Plan, dated February 28, 2011, by and between Mitek Systems, Inc. and James B. DeBello.	(12)
10.12	Offer Letter, dated October 3, 2011, by and between Mitek Systems, Inc. and Russell C. Clark.	(13)
10.13	Executive Severance and Change of Control Plan, dated October 11, 2011, by and between Mitek Systems, Inc. and Russell C. Clark.	(13)
10.14	Offer Letter, dated June 6, 2012, by and between Mitek Systems, Inc. and Michael Diamond.	(11)
10.15	Offer Letter, dated June 11, 2012, by and between Mitek Systems, Inc. and Michael Strange.	(11)
10.16	Offer Letter, dated May 10, 2013, by and between Mitek Systems, Inc. and Scott Carter.	(11)
10.17	Form of Executive Severance and Change of Control Plan.	(12)
10.18	Form of Indemnification Agreement.	(1)
10.19	Mitek Systems, Inc. Executive Bonus Program Fiscal Year 2014	(14)

Exhibit No.	Description	Incorporated by Reference from Document
10.20	Mitek Systems, Inc. Executive Bonus Program Fiscal Year 2015	(2)
10.21	Mitek Systems, Inc. Executive Bonus Program Fiscal Year 2016	(15)
10.22	Lease, dated September 13, 2005, by and between Arden Realty Finance V, L.L.C. and Mitek Systems, Inc., as amended.	(16)
23.1	Consent of Mayer Hoffman McCann P.C.	*
24.1	Power of Attorney (included on the signature page).	*
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.	*
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.	*
32.1	Certification Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	*
101	Financial statements from the Annual Report on Form 10-K of Mitek Systems, Inc. for the year ended September 30, 2015, formatted in XBRL: (i) the Balance Sheets, (ii) the Statements of Operations and Other Comprehensive Loss, (iii) the Statements of Stockholders' Equity, (iv) the Statements of Cash Flows, (v) the Notes to the Financial Statements.	*

\* Filed herewith.

- (1) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2014 filed with the SEC on December 5, 2014.
- (2) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on November 10, 2014.
- (3) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on December 16, 2009.
- (4) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on June 17, 2015.
- (5) Incorporated by reference to the exhibits to the Company's Registration Statement on Form S-8 filed with the SEC on March 30, 2001.
- (6) Incorporated by reference to the exhibits to the Company's Registration Statement on Form S-8 filed with the SEC on July 7, 2003.
- (7) Incorporated by reference to the exhibits to the Company's Registration Statement on Form S-8 filed with the SEC on May 3, 2006.
- (8) Incorporated by reference to the exhibits to the Company's Registration Statement on Form S-8 filed with the SEC on March 14, 2011.
- (9) Incorporated by reference to the exhibits to the Company's Registration Statement on Form S-8 filed with the SEC on February 26, 2014.
- (10) Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement filed with the SEC on January 18, 2011.
- (11) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2013 filed with the SEC on December 12, 2013.
- (12) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on March 1, 2011.
- (13) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on October 13, 2011.
- (14) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on December 17, 2013.
- (15) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on November 12, 2015.
- (16) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2012 filed with the SEC on December 7, 2012.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

December 4, 2015

MITEK SYSTEMS, INC.

By: /s/ James B. DeBello

\_\_\_\_\_  
James B. DeBello  
President and Chief Executive Officer  
(Principal Executive Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints James B. DeBello and Russell C. Clark, his or her true and lawful agent and attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite or necessary fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ James B. DeBello</u> James B. DeBello	President and Chief Executive Officer and Director (Principal Executive Officer)	December 4, 2015
<u>/s/ Russell C. Clark</u> Russell C. Clark	Chief Financial Officer (Principal Financial and Accounting Officer)	December 4, 2015
<u>/s/ John M. Thornton</u> John M. Thornton	Chairman of the Board of Directors and Director	December 4, 2015
<u>/s/ Bill Aulet</u> Bill Aulet	Director	December 4, 2015
<u>/s/ Vinton P. Cunningham</u> Vinton P. Cunningham	Director	December 4, 2015
<u>/s/ James C. Hale</u> James C. Hale	Director	December 4, 2015
<u>/s/ Bruce E. Hansen</u> Bruce E. Hansen	Director	December 4, 2015
<u>/s/ Alex W. Hart</u> Alex W. Hart	Director	December 4, 2015

**INDEX TO FINANCIAL STATEMENTS**  
**MITEK SYSTEMS, INC.**

<a href="#"><u>Reports of Independent Registered Public Accounting Firm</u></a>	F-2
<a href="#"><u>Consolidated Balance Sheets as of September 30, 2015 and 2014</u></a>	F-4
<a href="#"><u>Consolidated Statements of Operations and Other Comprehensive Income (Loss) for the Years Ended September 30, 2015, 2014 and 2013</u></a>	F-5
<a href="#"><u>Consolidated Statements of Stockholders' Equity for the Years Ended September 30, 2015, 2014 and 2013</u></a>	F-6
<a href="#"><u>Consolidated Statements of Cash Flows for the Years Ended September 30, 2015, 2014 and 2013</u></a>	F-7
<a href="#"><u>Notes to Consolidated Financial Statements for the Years Ended September 30, 2015, 2014 and 2013</u></a>	F-8

To the Board of Directors and Stockholders of

**Mitek Systems, Inc.**

We have audited the accompanying consolidated balance sheets of **Mitek Systems, Inc.** as of September 30, 2015 and 2014, and the related consolidated statements of operations and other comprehensive income, stockholders' equity, and cash flows for each of the years in the three year period ended September 30, 2015. **Mitek Systems, Inc.**'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of **Mitek Systems, Inc.** as of September 30, 2015 and 2014, and the results of its operations and its cash flows for each of the years in the three year period ended September 30, 2015, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), **Mitek Systems, Inc.**'s internal control over financial reporting as of September 30, 2015, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated December 4, 2015, expressed an unqualified opinion.

/s/ Mayer Hoffman McCann P.C.  
San Diego, California  
December 4, 2015



To the Board of Directors and Stockholders of  
**Mitek Systems, Inc.**

We have audited **Mitek Systems, Inc.**'s internal control over financial reporting as of September 30, 2015, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). **Mitek Systems, Inc.**'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying **Management's Report on Internal Control over Financial Reporting**. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of IDchecker, which are included in the consolidated financial statements as of and for the year ended September 30, 2015 of Mitek Systems, Inc. and constituted \$0.6 million and \$0.5 million of total assets and total liabilities, respectively, as of September 30, 2015 and \$0.7 million and a loss of \$0.1 million of revenues and net income before income taxes, respectively, for the year then ended.

In our opinion, **Mitek Systems, Inc.** maintained, in all material respects, effective internal control over financial reporting as of September 30, 2015, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets and the related statements of operations and other comprehensive loss, stockholders' equity, and cash flows of **Mitek Systems, Inc.**, and our report dated December 4, 2015 expressed an unqualified opinion.

/s/ Mayer Hoffman McCann P.C.  
San Diego, California  
December 4, 2015

**MITEK SYSTEMS, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	September 30,	
	2015	2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 2,752,638	\$ 7,766,590
Short-term investments	23,921,328	16,269,170
Accounts receivable, net	3,936,687	2,955,350
Other current assets	798,212	704,409
Total current assets	<u>31,408,865</u>	<u>27,695,519</u>
Long-term investments	-	2,072,018
Property and equipment, net	975,335	1,293,270
Intangible assets, net	3,397,571	-
Goodwill	2,872,677	-
Other non-current assets	92,049	42,049
Total assets	<u>\$ 38,746,497</u>	<u>\$ 31,102,856</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,537,545	\$ 1,792,267
Accrued payroll and related taxes	2,061,204	1,434,913
Deferred revenue, current portion	3,516,487	2,826,670
Other current liabilities	288,937	157,649
Total current liabilities	<u>7,404,173</u>	<u>6,211,499</u>
Deferred revenue, non-current portion	221,833	311,225
Other non-current liabilities	687,379	638,099
Total liabilities	<u>8,313,385</u>	<u>7,160,823</u>
Stockholders' equity		
Preferred stock, \$0.001 par value, 1,000,000 shares authorized, none issued and outstanding	—	—
Common stock, \$0.001 par value, 60,000,000 shares authorized, 31,721,114 and 30,521,080 issued and outstanding, respectively	31,721	30,521
Additional paid-in capital	63,905,459	59,946,288
Accumulated other comprehensive (loss) income	(3,241)	(7,810)
Accumulated deficit	<u>(33,500,827)</u>	<u>(36,026,966)</u>
Total stockholders' equity	<u>30,433,112</u>	<u>23,942,033</u>
Total liabilities and stockholders' equity	<u>\$ 38,746,497</u>	<u>\$ 31,102,856</u>

The accompanying notes form an integral part of these consolidated financial statements.

**MITEK SYSTEMS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND OTHER COMPREHENSIVE INCOME (LOSS)**

	For the years ended September 30,		
	2015	2014	2013
<b>Revenue</b>			
Software	\$ 17,869,599	\$ 13,312,529	\$ 10,716,505
Maintenance and professional services	7,497,897	5,837,816	4,086,680
Total revenue	<u>25,367,496</u>	<u>19,150,345</u>	<u>14,803,185</u>
<b>Operating costs and expenses</b>			
Cost of revenue-software	991,807	1,001,455	744,842
Cost of revenue-maintenance and professional services	1,479,391	1,146,470	858,757
Selling and marketing	6,457,854	6,836,292	5,852,448
Research and development	5,576,806	6,019,573	6,793,412
General and administrative	7,601,857	9,554,381	7,853,264
Acquisition-related costs and expenses	1,368,100	-	-
Total costs and expenses	<u>23,475,815</u>	<u>24,558,171</u>	<u>22,102,723</u>
Operating income (loss)	<u>1,891,681</u>	<u>(5,407,826)</u>	<u>(7,299,538)</u>
<b>Other income (expense), net</b>			
Interest and other expense	(3,299)	(6,445)	(6,862)
Interest and other income	94,737	124,628	31,770
Total other income (expense), net	<u>91,438</u>	<u>118,183</u>	<u>24,908</u>
Income (loss) before income taxes	1,983,119	(5,289,643)	(7,274,630)
Income tax provision (benefit)	(543,020)	2,226	1,076
Net income (loss)	<u>\$ 2,526,139</u>	<u>\$ (5,291,869)</u>	<u>\$ (7,275,706)</u>
Net income (loss) per share—basic	<u>\$ 0.08</u>	<u>\$ (0.17)</u>	<u>\$ (0.26)</u>
Net income (loss) per share—diluted	<u>\$ 0.08</u>	<u>\$ (0.17)</u>	<u>\$ (0.26)</u>
Shares used in calculating net income (loss) per share—basic	<u>30,790,258</u>	<u>30,466,063</u>	<u>27,492,670</u>
Shares used in calculating net income (loss) per share—diluted	<u>31,480,241</u>	<u>30,466,063</u>	<u>27,492,670</u>
<b>Other comprehensive income (loss):</b>			
Net income (loss)	\$ 2,526,139	\$ (5,291,869)	\$ (7,275,706)
Foreign currency translation adjustment	(318)	-	-
Unrealized gain (loss) on investments	4,887	(9,648)	2,454
Other comprehensive income (loss)	<u>\$ 2,530,708</u>	<u>\$ (5,301,517)</u>	<u>\$ (7,273,252)</u>

The accompanying notes form an integral part of these consolidated financial statements.

**MITEK SYSTEMS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
For the years ended September 30, 2015, 2014 and 2013

	Common Stock Outstanding (Shares)	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance, September 30, 2012	25,995,216	\$ 25,995	\$36,990,691	\$ (23,459,391)	\$ (616)	\$ 13,556,679
Issuance of common stock, net of issuance costs of \$1,245,196	3,285,713	3,286	16,001,511	—	—	16,004,797
Exercise of stock options	1,042,872	1,043	713,426	—	—	714,469
Settlement of restricted stock units	37,641	37	(65,850)	—	—	(65,813)
Stock-based compensation expense	—	—	2,791,862	—	—	2,791,862
Components of other comprehensive income:						
Net loss	—	—	—	(7,275,706)	—	(7,275,706)
Change in unrealized gain (loss) on investments	—	—	—	—	2,454	2,454
Total other comprehensive loss						(7,273,252)
Balance, September 30, 2013	30,361,442	\$ 30,361	\$56,431,640	\$ (30,735,097)	\$ 1,838	\$ 25,728,742
Exercise of stock options	105,280	105	118,649	—	—	118,754
Settlement of restricted stock units	54,358	55	(48,481)	—	—	(48,426)
Stock-based compensation expense	—	—	3,444,480	—	—	3,444,480
Components of other comprehensive income:						
Net loss	—	—	—	(5,291,869)	—	(5,291,869)
Change in unrealized gain (loss) on investments	—	—	—	—	(9,648)	(9,648)
Total other comprehensive loss						(5,301,517)
Balance, September 30, 2014	30,521,080	\$ 30,521	\$59,946,288	\$ (36,026,966)	\$ (7,810)	\$ 23,942,033
Exercise of stock options	232,203	232	246,412	—	—	246,644
Settlement of restricted stock units	255,041	255	(255)	—	—	—
Acquisition-related closing shares	712,790	713	345,528	—	—	346,241
Stock-based compensation expense	—	—	3,367,486	—	—	3,367,486
Components of other comprehensive income:						
Net income	—	—	—	2,526,139	—	2,526,139
Currency translation adjustment	—	—	—	—	(318)	(318)
Change in unrealized gain (loss) on investments	—	—	—	—	4,887	4,887
Total other comprehensive income						2,530,708
Balance, September 30, 2015	<u>31,721,114</u>	<u>\$ 31,721</u>	<u>\$63,905,459</u>	<u>\$ (33,500,827)</u>	<u>\$ (3,241)</u>	<u>\$ 30,433,112</u>

The accompanying notes form an integral part of these consolidated financial statements.

**MITEK SYSTEMS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the years ended September 30,		
	2015	2014	2013
<b>OPERATING ACTIVITIES</b>			
Net income (loss)	\$ 2,526,139	\$ (5,291,869)	\$ (7,275,706)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Stock-based compensation expense	3,367,486	3,444,480	2,791,862
Amortization of closing and earnout shares	392,982	—	—
Amortization of intangible assets	172,429	—	—
Depreciation	433,296	470,697	323,383
Accretion and amortization on debt securities	425,941	401,319	182,162
Other	8,600	(5,551)	(6,870)
Changes in assets and liabilities:			
Accounts receivable	(566,069)	(1,454,823)	(391,543)
Other assets	(533,591)	(88,007)	(213,653)
Accounts payable	(448,833)	(83,642)	1,163,959
Accrued payroll and related taxes	479,618	(20,574)	728,522
Deferred revenue	478,485	291,238	1,214,572
Deferred taxes	(647,392)	—	—
Other liabilities	16,217	(131,939)	868,251
Net cash provided by (used in) operating activities	<u>6,105,308</u>	<u>(2,468,671)</u>	<u>(615,061)</u>
<b>INVESTING ACTIVITIES</b>			
Purchases of investments	(27,254,351)	(24,642,603)	(4,058,975)
Sales and maturities of investments	21,406,088	11,666,624	6,090,734
Acquisition, net of cash acquired	(5,422,953)	—	—
Purchases of property and equipment	(73,126)	(135,452)	(1,497,492)
Sale of property and equipment	—	800	36,621
Net cash (used in) provided by investing activities	<u>(11,344,342)</u>	<u>(13,110,631)</u>	<u>570,888</u>
<b>FINANCING ACTIVITIES</b>			
Proceeds from the issuance of common stock, net of issuance costs of \$0, \$0 and \$1,245,196, respectively	—	—	16,004,797
Proceeds from exercise of stock options, net	246,644	70,328	648,656
Principal payments on capital lease obligations	(21,101)	(18,892)	(16,914)
Net cash provided by financing activities	225,543	51,436	16,636,539
Foreign currency effect on cash and cash equivalents	(461)	—	—
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(5,013,952)	(15,527,866)	16,592,366
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	7,766,590	23,294,456	6,702,090
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>\$ 2,752,638</u>	<u>\$ 7,766,590</u>	<u>\$ 23,294,456</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>			
Cash paid for interest	\$ 3,906	\$ 6,115	\$ 8,093
Cash paid for income taxes	\$ 104,900	\$ 2,226	\$ 1,076
<b>NON-CASH FINANCING AND INVESTING ACTIVITIES</b>			
Settlement of note receivable as consideration for business acquisition	\$ 250,000	\$ —	\$ —
Unrealized holding gain (loss) on available for sale investments	\$ 4,887	\$ (9,648)	\$ 2,454
Cashless exercise of stock options	\$ —	\$ 3	\$ 125
Cashless settlement of restricted stock units	\$ —	\$ 15	\$ 32

The accompanying notes form an integral part of these consolidated financial statements.

**MITEK SYSTEMS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED SEPTEMBER 30, 2015, 2014 AND 2013**

**1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Nature of Operations*

Mitek Systems, Inc. (the “Company”) develops, markets and sells proprietary mobile capture and identity verification software solutions for enterprise customers.

The Company applies its patented technology in image capture, correction and intelligent data extraction in the mobile financial and business services markets. The Company’s technology allows users to remotely deposit checks, open accounts, get insurance quotes, pay bills as well as verify their identity by taking pictures of various documents with their camera-equipped smartphones and tablets instead of using the device keyboard. As of November 30, 2015, the Company’s has been granted 22 patents and it has an additional 21 patent applications pending.

The Mobile Verify™ products combine the Mitek MiSnap auto capture experience with a variety of advanced computer vision techniques to provide verification of ID documents. Mobile Verify provides a check of authenticity of U.S state-issued driver’s licenses and includes full global coverage. These products enable banks and other businesses to improve KYC processes. Mobile Fill™ enables the camera to serve as a keyboard. Using Mobile Fill, consumers can quickly pre-fill any form with personal data by simply snapping a picture of their driver license, credit card, or other document. The Company’s Mobile Deposit® product is software that allows users to remotely deposit a check using their camera-equipped smartphone or tablet. As of September 30, 2015, 4,495 financial institutions have signed agreements to deploy Mobile Deposit®. These include all of the top ten, and nearly all of the top 50 U.S. retail banks (as ranked by SNL Financial). The Company’s mobile imaging software solutions are available for iOS and Android operating systems.

The company markets and sells the Mitek Mobile Identity Suite of mobile capture and identity verification software products directly to enterprise customers or through channel partners. These software solutions are embedded in mobile banking or enterprise applications developed by banks, insurance companies or their partners, and then marketed under their own proprietary brands.

*Basis of Presentation*

The financial statements are prepared under the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 105-10, *Generally Accepted Accounting Principles*, in accordance with accounting principles generally accepted in the U.S. (“GAAP”).

*Principles of Consolidation*

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

*Foreign Currency*

The Company has foreign subsidiaries that operate and sell its products and services in various countries and jurisdictions around the world. As a result, the Company is exposed to foreign currency exchange risks. For those subsidiaries whose functional currency is not the U.S. dollar, assets and liabilities are translated into U.S. dollars equivalents at the exchange rate in effect on the balance sheet date and revenues and expenses are translated into U.S. dollars using the average exchange rate over the period. Resulting currency translation adjustments are recorded in accumulated other comprehensive income in the consolidated balance sheet. The Company recorded net losses resulting from foreign exchange translation of \$318 for the fiscal year ended September 30, 2015. There were no foreign exchange translation gains or losses recorded in fiscal 2014.

*Reclassifications*

Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications do not impact the reported net loss and do not have a material impact on the presentation of the overall financial statements.

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, management reviews its estimates based upon currently available information. Actual results could differ materially from those estimates. These estimates include, but are not limited to, assessing the collectability of accounts receivable, estimation of the value of stock-based compensation awards, fair value of assets and liabilities acquired, impairment of goodwill, useful lives of intangible assets, vendor specific objective evidence (“VSOE”) of fair value related to revenue recognition and income taxes.

### Goodwill and Purchased Intangible Assets

Our goodwill resulted from our acquisition of ID Checker in fiscal year 2015. Goodwill and intangible assets with indefinite useful lives are not amortized, but are tested for impairment at least annually or as circumstances indicate that their value may no longer be recoverable. In accordance with ASC Topic 350, *Intangibles—Goodwill and Other* (“ASC Topic 350”), we review our goodwill and indefinite-lived intangible asset for impairment at least annually in our fiscal fourth quarter and more frequently if events or changes in circumstances occur that indicate a potential reduction in the fair value of our reporting unit and/or our indefinite-lived intangible asset below their respective carrying values. Examples of such events or circumstances include: a significant adverse change in legal factors or in the business climate, a significant decline in our stock price, a significant decline in our projected revenue or cash flows, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, or the presence of other indicators that would indicate a reduction in the fair value of a reporting unit.

Our goodwill is considered to be impaired if we determine that the carrying value of the reporting unit to which the goodwill has been assigned exceeds management’s estimate of its fair value. Based on the guidance provided by ASC Topic 350 and ASC Topic 280, *Segment Reporting*, (“ASC Topic 280”) management has determined that our Company operates in one segment and consists of one reporting unit given the similarities in economic characteristics between our operations and the common nature of our products, services and customers. Because we have only one reporting unit, and because we are publicly traded, we determine the fair value of the reporting unit based on our market capitalization as we believe this represents the best evidence of fair value. In the fourth quarter of fiscal 2015, we completed our annual goodwill impairment test as of September 30, 2015 and concluded that our goodwill was not impaired. Our conclusion that goodwill was not impaired was based on a comparison of our net assets as of September 30, 2015 to our market capitalization.

Because we determine the fair value of our reporting unit based on our market capitalization, our future reviews of goodwill for impairment may be impacted by changes in the price of our common stock. For example, a significant decline in the price of our common stock may cause the fair value of our goodwill to fall below its carrying value. Therefore, we cannot assure you that when we complete our future reviews of goodwill for impairment a material impairment charge will not be recorded.

### Net Income (Loss) Per Share

The Company calculates net income (loss) per share in accordance with FASB ASC Topic 260, *Earnings per Share*. Basic net income (loss) per share is based on the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share also gives effect to all potentially dilutive securities outstanding during the period, such as options, warrants and restricted stock units (“RSUs”), if dilutive. In a period with a net loss position, potentially dilutive securities are not included in the computation of diluted net loss because to do so would be antidilutive, and the number of shares used to calculate basic and diluted net loss is the same.

At September 30, 2015, 2014 and 2013, the following potentially dilutive common shares were excluded from the net income (loss) per share calculation, as they would have been antidilutive:

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Stock options	2,202,844	2,334,326	2,824,964
Warrants	-	6,667	6,667
Restricted stock units	350,184	1,101,303	692,504
Total potentially dilutive common shares outstanding	<u>2,553,028</u>	<u>3,442,296</u>	<u>3,524,135</u>

The computation of basic and diluted net income (loss) per share for the fiscal years ended September 30, 2015, 2014 and 2013 is as follows:

	2015	2014	2013
Net income (loss)	\$ 2,526,139	\$ (5,291,869)	\$ (7,275,706)
Weighted-average common shares and share equivalents outstanding—basic	30,790,258	30,466,063	27,492,670
Dilutive potential common stock equivalents	689,983	—	—
Weighted-average common shares and share equivalents outstanding—diluted	31,480,241	30,466,063	27,492,670
Net income (loss) per share:			
Basic	\$ 0.08	\$ (0.17)	\$ (0.26)
Diluted	\$ 0.08	\$ (0.17)	\$ (0.26)

#### Revenue Recognition

Revenue from sales of software licenses sold through direct and indirect channels is recognized upon shipment of the related product, if the requirements of FASB ASC Topic 985-605, *Software Revenue Recognition* (“ASC 985-605”) are met, including evidence of an arrangement, delivery, fixed or determinable fee, collectability and VSOE of the fair value of the undelivered element. If the requirements of ASC 985-605 are not met at the date of shipment, revenue is not recognized until such elements are known or resolved. Revenue from customer support services, or maintenance revenue, includes post-contract support and the rights to unspecified upgrades and enhancements. VSOE of fair value for customer support services is determined by reference to the price the customer pays for such element when sold separately; that is, the renewal rate offered to customers. In those instances when objective and reliable evidence of fair value exists for the undelivered items but not for the delivered items, the residual method is used to allocate the arrangement consideration. Under the residual method, the amount of arrangement consideration allocated to the delivered items equals the total arrangement consideration less the aggregate fair value of the undelivered items. Revenue from post-contract customer support is recognized ratably over the term of the contract. Certain customers have agreements that provide for usage fees above fixed minimums. Usage fees above fixed minimums are recognized as revenue when such amounts are reasonably estimable and billable. Revenue from professional services is recognized when such services are delivered. When a software sales arrangement requires professional services related to significant production, modification or customization of software, or when a customer considers professional services essential to the functionality of the software product, revenue is recognized based on predetermined milestone objectives required to complete the project, as those milestone objectives are deemed to be substantive in relation to the work performed. Any expected losses on contracts in progress are recorded in the period in which the losses become probable and reasonably estimable.

We provide hosting services that give customers access to software that resides on our servers. Our model typically includes an up-front fee and a monthly commitment from the customer that commences upon completion of the implementation through the remainder of the customer life. The up-front fee is the initial setup fee, or the implementation fee. The monthly commitment includes, but is not limited to, a fixed monthly fee or a transactional fee based on system usage that exceeds monthly minimums. The Company does not view the signing of the contract or the provision of initial setup services as discrete earnings events that have stand-alone value. Revenue is typically deferred until the date the customer commences use of our services, at which point the up-front fees are recognized ratably over the life of the customer arrangement.

#### Cash and Cash Equivalents

Cash and cash equivalents are defined as highly liquid financial instruments with original maturities of three months or less. A substantial portion of the Company’s cash is deposited with one financial institution. The Company monitors the financial condition of this financial institution and does not believe that funds on deposit are subject to a significant degree of risk.



### Investments

Investments consist of corporate notes and bonds, and commercial paper. The Company classifies investments as available-for-sale at the time of purchase and reevaluates such classification as of each balance sheet date. All investments are recorded at estimated fair value. Unrealized gains and losses for available-for-sale securities are included in accumulated other comprehensive income, a component of stockholders' equity. The Company evaluates its investments to assess whether those with unrealized loss positions are other than temporarily impaired. Impairments are considered to be other-than-temporary if they are related to deterioration in credit risk or if it is likely that the Company will sell the securities before the recovery of its cost basis. Realized gains and losses and declines in value judged to be other-than-temporary are determined based on the specific identification method and are reported in other income (expense), net in the Statements of Other Comprehensive Income (Loss). No other-than-temporary impairment charges were recognized in the fiscal years ended September 30, 2015, 2014 and 2013.

All investments whose maturity or sale is expected within one year are classified as "current" on the balance sheet. All other securities are classified as "long-term" on the balance sheet.

### Fair Value Measurements

The carrying amounts of cash equivalents, investments, accounts receivable, accounts payable and other accrued liabilities are considered representative of their respective fair values because of the short-term nature of those instruments.

### Accounts Receivable and Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the net invoice value and are not interest bearing. The Company considers receivables past due based on the contractual payment terms. Allowances for doubtful accounts are established based on various factors including credit profiles of the Company's customers, contractual terms and conditions, historical payments, and current economic trends. The Company reviews its allowances by assessing individual accounts receivable over a specific aging and amount. Accounts receivable are written off on a case-by-case basis, net of any amounts that may be collected. The Company had no write-offs of the allowance for doubtful accounts for the years ended September 30, 2015 and 2014, respectively. The Company maintained an allowance for doubtful accounts of \$12,900 and \$6,100 as of September 30, 2015 and September 30, 2014, respectively.

### Deferred Maintenance Fees

Deferred maintenance fees consist of capitalized costs associated with software maintenance fees paid to vendors who supply licenses and maintenance for software embedded in the Company's products that it sells to customers. These software maintenance fees, which are included in other current assets on the balance sheet, are typically billed annually to the Company and are amortized to cost of revenue-maintenance and professional services in the Statements of Other Comprehensive Income (Loss) over the maintenance period, which is typically one year.

### Property and Equipment

Property and equipment are carried at cost. The following is a summary of property and equipment as of September 30, 2015 and 2014:

	2015	2014
Property and equipment—at cost:		
Equipment	\$ 1,281,161	\$ 1,177,364
Furniture and fixtures	229,201	227,189
Leasehold improvements	994,573	980,837
	<u>2,504,935</u>	<u>2,385,390</u>
Less: accumulated depreciation and amortization	(1,529,600)	(1,092,120)
Total property and equipment, net	<u>\$ 975,335</u>	<u>\$ 1,293,270</u>

Depreciation and amortization of property and equipment are provided using the straight-line method over estimated useful lives ranging from three to five years. Leasehold improvements are amortized over the lease term. Depreciation and amortization of property and equipment totaled \$433,296, \$470,697 and \$323,383 for the fiscal years ended September 30, 2015, 2014 and 2013, respectively. Included in property and equipment as of September 30, 2015 and 2014 in the table above is equipment of \$95,388 purchased under a capital lease. Depreciation expense related to the equipment purchased under the capital lease was \$19,078 in the fiscal years ended September 30, 2015, 2014 and 2013, respectively, and accumulated depreciation was \$74,722 and \$55,644 at September 30, 2015 and 2014, respectively. Expenditures for repairs and maintenance are charged to operations. Total repairs and maintenance expenses were \$127,143, \$115,792 and \$97,532 for the fiscal years ended September 30, 2015, 2014 and 2013, respectively.

#### *Long-Lived Assets*

The Company evaluates the carrying value of long-lived assets, including license agreements and other intangible assets, when events and circumstances indicate that these assets may be impaired or in order to determine whether any revision to the related amortization periods should be made. This evaluation is based on management's projections of the undiscounted future cash flows associated with each product or asset. If management's evaluation indicates that the carrying values of these intangible assets were impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. The Company did not record any impairment for the fiscal years ended September 30, 2015, 2014 and 2013.

#### *Capitalized Software Development Costs*

Costs incurred for the development of software that will be sold, leased, or otherwise marketed are capitalized when technological feasibility has been established. Software development costs consist primarily of compensation of development personnel and related overhead incurred to develop new products and upgrade and enhance the Company's current products, as well as fees paid to outside consultants. Capitalization of software development costs ceases and amortization of capitalized software development costs commences when the products are available for general release. For the fiscal years ended September 30, 2015 and 2014, no software development costs were capitalized because the time period and cost incurred between technological feasibility and general release for all software product releases were not material.

#### *Deferred Revenue*

Deferred revenues represent advance payments or billings for software licenses, professional services and maintenance billed in advance of the time we recognize the related revenues. Deferred maintenance revenue represents customer billings, paid up front, generally annually at the beginning of each maintenance period, with revenue recognized ratably over such period. For certain other licensing arrangements, revenue attributable to undelivered elements, including post-contract customer support which typically includes telephone support and the right to receive unspecified upgrades and enhancements of software on a when-and-if-available basis, is based upon the sales price of those elements when sold separately and is recognized ratably on a straight-line basis over the term of the arrangement.

#### *Guarantees*

In the ordinary course of business, the Company is not subject to potential obligations under guarantees that fall within the scope of FASB ASC Topic 460, *Guarantees* ("ASC 460"), except for standard indemnification and warranty provisions that are contained within many of the Company's customer license and service agreements and certain supplier agreements, and give rise only to the disclosure requirements prescribed by ASC 460. Indemnification and warranty provisions contained within the Company's customer license and service agreements and certain supplier agreements are generally consistent with those prevalent in the Company's industry. The Company has not historically incurred significant obligations under customer indemnification or warranty provisions and does not expect to incur significant obligations in the future. Accordingly, the Company does not maintain accruals for potential customer indemnification or warranty-related obligations.

#### *Loss Contingencies*

The Company records its best estimates of a loss contingency when it is considered probable and the amount can be reasonably estimated. When a range of loss can be reasonably estimated with no best estimate in the range, the Company records the minimum estimated liability related to the claim. As additional information becomes available, the Company assesses the potential liability related to the Company's pending loss contingency and revises its estimates. The Company discloses contingencies if there is at least a reasonable possibility that a material loss or a material additional loss may have been incurred. The Company's legal costs are expensed as incurred.

### *Income Taxes*

The Company accounts for income taxes in accordance with FASB ASC Topic 740, *Income Taxes* (“ASC 740”). Deferred tax assets and liabilities arise from temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements that will result in taxable or deductible amounts in future years.

Management evaluates the available evidence about future taxable income and other possible sources of realization of deferred tax assets. The valuation allowance reduces deferred tax assets to an amount that represents management’s best estimate of the amount of such deferred tax assets that more likely than not will be realized. See Note 6 for additional details.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to income tax matters in income tax expense. See Note 6 for additional details.

### *Stock-Based Compensation*

The Company records stock-based compensation in accordance with FASB ASC Topic 718, *Compensation-Stock Compensation* (“ASC 718”). The Company estimates the fair value of stock options using the Black-Scholes option pricing model. The fair value of stock options granted is recognized as an expense over the requisite service period. Stock-based compensation expense for all share-based payment awards is recognized using the straight-line single-option method.

The Black-Scholes option pricing model requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate selected to value any particular grant is based on the U.S. Treasury rate that corresponds to the expected life of the grant effective as of the date of the grant. The expected volatility is based on the historical volatility of the Company’s stock price. These factors could change in the future, affecting the determination of stock-based compensation expense in future periods.

### *Advertising Expense*

Advertising costs are expensed as incurred and totaled \$201,882, \$99,670 and \$123,905 during the fiscal years ended September 30, 2015, 2014 and 2013, respectively.

### *Research and Development*

Research and development costs are expensed in the period incurred.

### *Leases*

Leases are reviewed and classified as capital or operating at their inception. For leases that contain rent escalations, the Company records the total rent payable on a straight-line basis over the term of the lease. The difference between rent payments and straight-line rent expense is recorded as deferred rent.

### *Segment Reporting*

FASB ASC Topic 280, *Segment Reporting*, requires the use of a management approach in identifying segments of an enterprise. During the fiscal year ended September 30, 2015, management determined that the Company has only one operating segment: the development, sale and service of proprietary software solutions related to mobile imaging.

## Comprehensive Loss

Comprehensive loss consists of net loss and unrealized gains and losses on available-for-sale securities and foreign currency translation adjustments. The following table summarizes the components of comprehensive loss for the fiscal years ended September 30, 2015, 2014 and 2013:

	2015	2014	2013
Net income (loss)	\$ 2,526,139	\$ (5,291,869)	\$ (7,275,706)
Other comprehensive loss:			
Foreign currency translation adjustment	(318)	-	-
Change in unrealized gains (losses) on marketable securities	4,887	(9,648)	2,454
Total comprehensive loss	\$ 2,530,708	\$ (5,301,517)	\$ (7,273,252)

Included on the balance sheet at September 30, 2015 is an accumulated other comprehensive loss of \$3,241, compared to an accumulated other comprehensive loss of \$7,810 at September 30, 2014.

## Recent Accounting Pronouncements

In May 2014, the FASB issued guidance codified in ASC 606, *Revenue Recognition – Revenue from Contracts with Customers* (“ASC 606”), which amends the guidance in former ASC 605, *Revenue Recognition*. This accounting standard update will be effective for the Company beginning in the first quarter of fiscal 2019. The Company is currently evaluating the impact of the provisions of ASC 606.

In June 2014, the FASB issued ASU 2014-12, *Compensation-Stock Compensation (Topic 718): Accounting for Share-Based Payments when the Terms of an Award Provide that a Performance Target Could Be Achieved After the Requisite Service Period*, (“ASU 2014.12”). The ASU requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. ASU 2014-12 is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. We are currently evaluating the impact of the adoption of ASU 2014-12 on our financial statements and disclosures.

In January 2015, the FASB issued ASU No. 2015-01, *Income Statement—Extraordinary and Unusual Items (Subtopic 225-20); Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items*, which eliminates from GAAP the concept of extraordinary items, stating that the concept causes uncertainty because (1) it is unclear when an item should be considered both unusual and infrequent and (2) users do not find the classification and presentation necessary to identify those events and transactions. This standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015, with early adoption permitted provided the guidance is applied from the beginning of the fiscal year of adoption. We do not expect this standard to have an impact on its financial statements upon adoption.

In February 2015, the FASB issued ASU 2015-02, *Consolidation (Topic 810)—Amendments to the Consolidation Analysis*, or ASU 2015-02. ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. Specifically, the amendments (1) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities, (2) eliminate the presumption that a general partner should consolidate a limited partnership, (3) affect the consolidated analysis of reporting entities that are involved with VIEs, and (4) provide a scope exception for certain entities. ASU 2015-02 is effective for interim and annual reporting periods beginning after December 15, 2015. We are currently evaluating the impact of the adoption of ASU 2015-02 on our financial statements and disclosures.

## 2. BUSINESS COMBINATION

On June 17, 2015, the Company completed the acquisition (the “Acquisition”) of IDchecker NL B.V., a company incorporated under the laws of the Netherlands (“IDC NL”), and ID Checker, Inc., a California corporation and wholly owned subsidiary of IDC NL (“IDC Inc” and together with IDC NL, “IDchecker”), pursuant to a Share Purchase Agreement (the “Share Purchase Agreement”) dated May 26, 2015, by and among the Company, IDC NL, ID Checker Holding B.V. (“Parent”), Stichting Administratiekantoor OPID (together with Parent, the “Sellers”), and the other individuals specified therein. Upon completion of the Acquisition, IDC NL and IDC Inc became wholly owned subsidiaries of the Company. IDchecker is a provider of cloud-based identification document verification services.

Pursuant to the terms of the Share Purchase Agreement, the Company acquired all of the issued and outstanding shares of IDC NL and IDC Inc. At the closing of the Acquisition, the Company paid a purchase price of \$5,855,000, which consists of (i) a cash payment to the Sellers of \$5,600,000, subject to adjustments for transaction expenses, indebtedness, and working capital adjustments (the “Cash Payment”) and (ii) the forgiveness of the outstanding balance of approximately \$255,000 on a promissory note issued by the Company to Parent. In addition, approximately \$2,745,000 in shares of the Company’s common stock (the “Closing Shares”), par value \$0.001 per share (“Common Stock”), or 712,790 shares, were issued to the Sellers, and subject to the achievement of certain revenue and net income targets by IDChecker for the nine-month period ending on September 30, 2015, and the twelve-month period ending on September 30, 2016, the Company will issue to the Sellers up to an aggregate of \$2,000,000 in shares of Common Stock (the “Earnout Shares”). Vesting of both the Closing Shares and Earnout Shares (if any) is subject to the continued employment of the founders of IDChecker and such shares are being accounted for as compensation for future services in accordance with ASC 718 Compensation – Stock Compensation. For additional information regarding the Closing Shares and Earnout Shares, see Note 5 to these consolidated financial statements.

Upon the closing of the Acquisition, the Company deposited \$1,820,000 of the Cash Payment and 20% of the Closing Shares into an escrow fund to serve as collateral and partial security for working capital adjustments and certain indemnification rights. To the extent any Earnout Shares are issued to the Sellers, 20% of such Earnout Shares will be placed in the escrow fund. The escrow fund will be maintained for up to 24 months following the last issuance of Earnout Shares or until such earlier time as the escrow fund is exhausted.

The purchase price is subject to a post-closing adjustment in net working capital as provided in the Share Purchase Agreement.

The results of IDChecker’s operations from June 17, 2015 through September 30, 2015 are included in the Company’s consolidated financial statements. The Company recorded \$1,368,100 of transaction-related costs and expenses in operating expenses in the consolidated statements of operations and other comprehensive income (loss) for the year ended September 30, 2015.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed on the date the Acquisition was completed. The Company is in the process of finalizing certain customary post-closing adjustments which could have an effect on the third-party valuations of certain tangible assets; thus, the provisional measurements of net assets are subject to change.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as part of the Acquisition as of June 17, 2015:

	June 17, 2015
Current assets	\$ 619,949
Property, plant and equipment	42,173
Intangible assets	3,570,000
Assets acquired	\$ 4,232,122
Current liabilities	\$ (475,752)
Other liabilities	(809,754)
Liabilities assumed	\$ (1,285,506)
Fair value of net assets acquired	\$ 2,946,616
Total consideration paid	5,819,293
Goodwill	\$ 2,872,677

The Company estimated the fair value of identifiable acquisition-related intangible assets primarily based on discounted cash flow projections that will arise from these assets. The Company exercised significant judgment with regard to assumptions used in the determination of fair value such as discount rates and the determination of the estimated useful lives of the intangible assets, see Note 4. The excess of the purchase price over the fair value of the assets acquired and liabilities assumed was allocated to goodwill. Goodwill in the amount of \$2,872,677 was recorded. The goodwill recognized is due to expected synergies and other factors and it is not expected to be deductible for income tax purposes.

### 3. INVESTMENTS

The Company determines the appropriate designation of investments at the time of purchase and reevaluates such designation as of each balance sheet date. All of the Company’s investments are designated as available-for-sale debt securities. As of September 30, 2015 and 2014, the Company’s short-term investments have maturity dates of greater than 90 days and less than one year from the balance sheet date. The Company’s long-term investments have maturity dates of greater than one year from the balance sheet date.

Available-for-sale marketable securities are carried at fair value as determined by quoted market prices for identical or similar assets, with unrealized gains and losses, net of tax, and reported as a separate component of stockholders' equity. Management reviews the fair value of the portfolio at least monthly, and evaluates individual securities with fair value below amortized cost at the balance sheet date. For debt securities, in order to determine whether impairment is other-than-temporary, management must conclude whether the Company intends to sell the impaired security and whether it is more likely than not that the Company will be required to sell the security before recovering its amortized cost basis. If management intends to sell an impaired debt security or it is more likely than not the Company will be required to sell the security prior to recovering its amortized cost basis, an other-than-temporary impairment is deemed to have occurred. The amount of an other-than-temporary impairment related to a credit loss, or securities that management intends to sell before recovery, is recognized in earnings. The amount of an other-than-temporary impairment on debt securities related to other factors is recorded consistent with changes in the fair value of all other available-for-sale securities as a component of stockholders' equity in other comprehensive income. No other-than-temporary impairment charges were recognized in the fiscal years ended September 30, 2015, 2014 and 2013.

The cost of securities sold is based on the specific identification method. Amortization of premiums, accretion of discounts, interest, dividend income, and realized gains and losses are included in investment income.

The following table summarizes investments by security type as of September 30, 2015 and 2014:

	September 30, 2015			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
<b>Available-for-sale securities:</b>				
Corporate debt securities, short-term	\$ 23,924,252	\$ 3,466	\$ (6,390)	\$ 23,921,328
Corporate debt securities, long-term	—	—	—	—
<b>Total</b>	<b>\$ 23,924,252</b>	<b>\$ 3,466</b>	<b>\$ (6,390)</b>	<b>\$ 23,921,328</b>
	September 30, 2014			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
<b>Available-for-sale securities:</b>				
Corporate debt securities, short-term	\$ 16,273,996	\$ 1,472	\$ (6,298)	\$ 16,269,170
Corporate debt securities, long-term	2,075,002	—	(2,984)	2,072,018
<b>Total</b>	<b>\$ 18,348,998</b>	<b>\$ 1,472</b>	<b>\$ (9,282)</b>	<b>\$ 18,341,188</b>

#### Fair Value Measurements and Disclosures

FASB ASC Topic 820, *Fair Value Measurements* ("ASC 820") defines fair value, establishes a framework for measuring fair value under GAAP and enhances disclosures about fair value measurements. Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. ASC 820 describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which consists of the following:

- Level 1—Quoted prices in active markets for identical assets or liabilities;
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

Because many fixed income securities do not trade on a daily basis or have market prices from multiple sources, the pricing applications may apply available information as applicable to determine the fair value as of the measurement date. This methodology applies to the Company's Level 2 investments. Currently, the Company does not hold any Level 3 investments.

The Company recorded an acquisition-related liability for contingent consideration representing the amounts payable to former IDchecker shareholders, as outlined under the terms of the Share Purchase Agreement, subject to the achievement of certain revenue and net income targets by IDchecker for the nine-month period ended on September 30, 2015, and the twelve-month period ending on September 30, 2016. The fair value of this Level 3 liability is estimated using the Monte-Carlo simulation (using the Company's stock price, the annual risk-free interest rate, expected volatility, the probability of reaching the performance targets and a 10 trading day average stock price). Subsequent changes in the fair value of the contingent consideration liability were recorded in the statement of operations and resulted from updates to assumed probability of achievement of the performance targets and adjustments to the inputs discussed previously.

	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>September 30, 2015:</b>		
<b>Assets:</b>		
Short-term investments:		
Corporate debt securities		
Financial	\$ 10,308,482	\$ -
Industrial	9,665,243	-
Utility	\$ 1,801,803	\$ -
Commercial paper		
Industrial	1,447,655	-
Financial	698,145	-
Total assets at fair value	<u>\$ 23,921,328</u>	<u>\$ -</u>
<b>Liabilities:</b>		
Acquisition-related contingent consideration	-	46,743
Total liabilities at fair value	<u>\$ -</u>	<u>\$ 46,743</u>
<b>September 30, 2014:</b>		
<b>Assets:</b>		
Short-term investments:		
Corporate debt securities		
Financial	\$ 9,334,140	\$ -
Industrial	3,980,772	-
Utility	756,215	-
Commercial paper		
Financial	2,198,043	-
Long-term investments:		
Corporate debt securities		
Financial	\$ 1,564,505	\$ -
Utility	507,513	-
Total assets at fair value	<u>\$ 18,341,188</u>	<u>\$ -</u>
<b>Liabilities:</b>		
Acquisition-related contingent consideration	-	-
Total liabilities at fair value	<u>\$ -</u>	<u>\$ -</u>

The following table includes a summary of the contingent consideration measured at fair value using significant unobservable inputs (Level 3) during the year ended September 30, 2015:

Balance at September 30, 2014	\$	-
Expenses recorded due to changes in fair value		46,743
Payments		-
Balance at September 30, 2015	\$	<u>46,743</u>

#### 4. GOODWILL AND INTANGIBLE ASSETS

##### *Goodwill*

The Company has goodwill balances of \$2,872,677 and \$0 at September 30, 2015 and September 30, 2014, respectively associated with the acquisition of IDChecker which occurred during 2015. For information regarding the acquisition of IDChecker, see Note 2. Goodwill represents the excess of costs over fair value of assets of businesses acquired. Goodwill acquired in a business combination and determined to have an indefinite useful life is not amortized, but instead is tested for impairment at least annually in accordance with the FASB ASC Topic 350, *Intangibles – Goodwill and Other*. The Company has concluded that no impairment of goodwill exists as of September 30, 2015.

##### *Intangible assets*

Intangible assets include the value assigned to completed technology, customer relationships, and trade names. The estimated useful lives for all of these intangible assets, range from five to six years. Intangible assets are summarized as follows:

	Weighted Average Amortization Period	Cost	Accumulated Amortization	Net
Completed technologies	6 years	\$ 2,370,000	\$ 113,014	\$ 2,256,986
Customer relationships	6 years	970,000	46,254	923,746
Tradenames	5 years	230,000	13,161	216,839
Total intangible assets		<u>\$ 3,570,000</u>	<u>\$ 172,429</u>	<u>\$ 3,397,571</u>

Amortization expense related to acquired intangible assets was \$172,429 for fiscal year ended September 30, 2015. There was no amortization expense related to intangibles assets during fiscal 2014 or 2013.

The estimated future amortization expense related to intangible assets for each of the five succeeding fiscal years is expected to be as follows:

	Estimated Future Amortization Expense
2016	\$ 602,667
2017	602,667
2018	602,667
2019	602,667
2020	589,505
Thereafter	397,398
	<u>\$ 3,397,571</u>



## 5. STOCKHOLDERS' EQUITY

### *Common Stock*

In June 2013, the Company sold 2,857,142 shares of its common stock at a price of \$5.25 per share in an underwritten public offering (the "Offering") and received \$13,877,447 in net proceeds, after deducting underwriting discounts and commissions and other offering expenses of \$1,122,549. Under the terms of the underwriting agreement for the Offering, the Company granted the underwriter a 30-day option to purchase an additional 428,571 shares of its common stock to cover overallotments. The underwriter exercised its overallotment option during June 2013 and the closing of the sale of shares of the Company's common stock pursuant to such option occurred during July 2013, resulting in \$2,127,350 in additional net proceeds to the Company, after deducting other offering expenses of \$122,647.

### *Warrants*

Historically, the Company has granted warrants to purchase its common stock to service providers and investors. As of September 30, 2014, there were warrants to purchase 6,667 shares of the Company's common stock outstanding with an exercise price of \$0.91 per share, subject to adjustment for stock splits, stock dividends and the like. These warrants expired in December 2014.

### *Stock-based Compensation*

The Company applies the fair value recognition provisions of ASC 718.

The fair value of stock options granted to employees and directors is calculated using the Black-Scholes option pricing model. The Black-Scholes option pricing model requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate selected to value any particular grant is based on the U.S. Treasury rate that corresponds to the expected life of the grant effective as of the date of the grant. The expected volatility is based on the historical volatility of the Company's stock price. These factors could change in the future, affecting the determination of stock-based compensation expense in future periods.

The value of stock-based compensation is based on the single option valuation approach under ASC 718. It is assumed no dividends will be declared. The estimated fair value of stock-based compensation awards is amortized using the straight-line method over the vesting period of the option.

ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The estimated average forfeiture rate for the fiscal year ended September 30, 2015 of 12.0% for all stock option grants was based on historical forfeiture experience.

ASC 718 requires the cash flows from tax benefits resulting from tax deductions in excess of the compensation cost recognized for options to be classified as financing cash flows. Due to the Company's valuation allowance from losses in the previous years, there were no such tax benefits during the fiscal years ended September 30, 2015, 2014 and 2013.

No stock options were granted to employees during the fiscal year ended September 30, 2014. The fair value calculations for stock-based compensation awards to employees for the fiscal years ended September 30, 2015 and 2013 were based on the following assumptions:

	2015	2013
Risk-free interest rate	1.29% - 1.66%	0.18% - 1.20%
Expected life (years)	5.3	5.3
Expected volatility	90%	175%
Expected dividends	None	None

The following table summarizes stock-based compensation expense under ASC 718 for the fiscal years ended September 30, 2015, 2014 and 2013, which were allocated as follows:

	2015	2014	2013
Sales and marketing	\$ 743,534	\$ 823,876	\$ 433,130
Research and development	592,297	675,033	617,377
General and administrative	2,031,655	1,945,571	1,741,355
Acquisition-related costs and expenses	392,982	-	-
Stock-based compensation expense related to employee stock options included in operating expenses	<u>\$ 3,760,468</u>	<u>\$ 3,444,480</u>	<u>\$ 2,791,862</u>

The following table summarizes vested and unvested options, weighted average exercise price per share, weighted average remaining term and aggregate intrinsic value at September 30, 2015:

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value
Vested	1,785,034	\$ 4.39	5.20	\$ 1,548,344
Unvested	1,862,671	\$ 3.04	9.01	743,541
Total	<u>3,647,705</u>	<u>\$ 3.70</u>	<u>7.15</u>	<u>\$ 2,291,885</u>

The Company recognized \$2,156,797, \$2,151,689 and \$2,023,023 in stock-based compensation expense related to outstanding stock options in the fiscal years ended September 30, 2015, 2014 and 2013, respectively. As of September 30, 2015, the Company had \$3,128,568 of unrecognized compensation expense related to outstanding stock options expected to be recognized over a weighted average period of approximately 2.64 years.

The following table summarizes stock option activity under the Company's stock option plans during the fiscal years ended September 30, 2015, 2014 and 2013:

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (in Years)
Outstanding, September 30, 2012	3,512,286	\$ 3.39	6.46
Granted	651,563	\$ 3.63	
Exercised	(1,103,582)	\$ 0.90	
Cancelled	(235,303)	\$ 7.26	
Outstanding, September 30, 2013	2,824,964	\$ 4.09	7.29
Granted	—	\$ —	
Exercised	(108,135)	\$ 1.27	
Cancelled	(382,503)	\$ 4.77	
Outstanding, September 30, 2014	2,334,326	\$ 4.11	5.46
Granted	1,927,500	\$ 2.92	
Exercised	(232,203)	\$ 1.06	
Cancelled	(381,918)	\$ 3.85	
Outstanding, September 30, 2015	<u>3,647,705</u>	<u>\$ 3.70</u>	<u>7.15</u>

The total intrinsic value of options exercised during the fiscal years ended September 30, 2015, 2014 and 2013 was \$634,480, \$472,327 and \$3,832,374, respectively. The per-share weighted average fair value of options granted during the fiscal years ended September 30, 2015 and 2013 was \$2.83 and \$3.57, respectively. No stock options were granted to employees during the fiscal year ended September 30, 2014.

## 2012 Incentive Plan

In January 2012, the Company's board of directors adopted the Mitek Systems, Inc. 2012 Incentive Plan (the "2012 Plan"), upon the recommendation of the compensation committee of the board of directors. The 2012 Plan was approved by the Company's stockholders on February 22, 2012. On February 19, 2014, the Company's stockholders approved an amendment to the 2012 Plan that increased the total number of shares of the Company's common stock reserved for issuance thereunder from 2,000,000 shares to 4,000,000 shares, plus that number of shares of the Company's common stock that would otherwise return to the available pool of unissued shares reserved for awards under the Company's 1999 Stock Option Plan, 2000 Stock Option Plan, 2002 Stock Option Plan, 2006 Stock Option Plan and 2010 Stock Option Plan (collectively, the "Prior Plans"). There were no awards granted under the Prior Plans after the approval of the 2012 Plan by the Company's stockholders on February 22, 2012. Stock options granted under the Prior Plans that were outstanding at such date remain in effect until such options are exercised or expire.

The 2012 Plan authorizes the grant of stock options, stock appreciation rights, restricted stock, RSUs and cash awards. Stock options granted under the 2012 Plan may be either options intended to constitute incentive stock options or nonqualified stock options, in each case as determined by the compensation committee of the board of directors in accordance with the terms of the 2012 Plan. As of September 30, 2015, stock options to purchase 2,371,436 shares of the Company's common stock and 430,417 RSUs were outstanding under the 2012 Plan, and 1,199,270 shares of the Company's common stock were reserved for future grants.

The following table summarizes the number of stock options outstanding under the Prior Plans as of September 30, 2015:

2000 Stock Option Plan	6,262
2002 Stock Option Plan	189,338
2006 Stock Option Plan	43,000
2010 Stock Option Plan	1,037,669
Total stock options outstanding under the Prior Plans	<u>1,276,269</u>

## Restricted Stock Units

In January 2011, the Company's board of directors adopted, subject to stockholder approval, the Mitek Systems, Inc. Director Restricted Stock Unit Plan, as amended and restated (the "Director Plan"), reserving up to 1,000,000 shares of the Company's common stock for the issuance of RSUs to both employee and non-employee members of the board of directors of the Company. On February 23, 2011, the Director Plan was approved by the Company's stockholders at its annual meeting.

In addition, the Company has awarded RSUs to certain of its employees under the 2012 Plan. The RSUs vest in equal annual installments over four years.

The following table summarizes RSU activity in the fiscal years ended September 30, 2015, 2014 and 2013:

	Number of shares	Weighted-average fair value per share
Outstanding at September 30, 2012	515,834	\$ 6.30
Granted	255,000	\$ 3.15
Settled	(50,829)	7.76
Cancelled	(27,501)	\$ 11.05
Outstanding at September 30, 2013	692,504	\$ 4.85
Granted	625,139	\$ 4.83
Settled	(63,334)	\$ 4.66
Cancelled	(153,006)	\$ 5.03
Outstanding at September 30, 2014	1,101,303	\$ 4.71
Granted	104,000	\$ 2.29
Settled	(255,041)	\$ 2.96
Cancelled	(147,345)	\$ 3.54
Outstanding at September 30, 2015	<u>802,917</u>	\$ 4.49

The cost of a RSU is determined using the fair value of the Company's common stock on the award date, and the compensation expense is recognized ratably over the vesting period. The Company recognized \$1,210,689, \$1,292,791 and \$768,839 in stock-based compensation expense related to outstanding RSUs in the fiscal years ended September 30, 2015, 2014 and 2013, respectively. As of September 30, 2015, the Company had approximately \$1,757,186 of unrecognized compensation expense related to outstanding RSUs expected to be recognized over a weighted-average period of approximately 2.17 years.

### Closing Shares

In connection with the Acquisition, the Company issued to the Sellers 712,790 shares of Common Stock. Vesting of these shares is subject to the continued employment of the founders of IDChecker and occurs over a period of 27 months from the date of issuance. The cost of the Closing Shares is determined using the fair value of Common Stock on the award date, and the stock based compensation is recognized ratably over the vesting period. The Company recognized \$346,240 in stock based compensation expense related to the Closing Shares for the year ended September 30, 2015. As of September 30, 2015, the Company had \$2,376,618 of unrecognized compensation expense related to Closing Shares expected to be recognized over the remaining service period.

### Earnout Shares

In addition to the cash payments made to the Sellers and the issuance of Closing Shares, in each case at the closing of the Acquisition, and subject to the achievement of certain revenue and net income targets for IDChecker for the nine-month period ended on September 30, 2015, and the twelve-month period ending on September 30, 2016, the Company will issue to the Sellers up to an aggregate of \$2,000,000 in shares of Common Stock (referred to elsewhere herein as the "Earnout Shares") as follows (i) for the nine month period ending September 30, 2015, a maximum of \$1,000,000 in Common Stock if certain revenue and net income targets (as set forth in the Share Purchase Agreement) are met; and (ii) for the twelve month period ending September 30, 2016, a maximum of \$1,000,000 in Common Stock if certain revenue and net income targets (as set forth in the Share Purchase Agreement) are met.

Within 75 days after the last date of the respective earnout period (the "Earnout Determination Date"), the Company shall deliver to the Sellers a written statement of the calculation of the revenue and net income for the applicable earnout period. The number of shares issuable upon achievement of the revenue targets and net income targets, as applicable, will be calculated based on the volume weighted average closing price of the Common Stock over the 10 trading-day period ending on and including the applicable Earnout Determination Date. Earnout Shares issued, if any, shall vest and be eligible for resale such that 12.5% of the Earnout Shares shall vest and be released for resale on the six-month anniversary of the Earnout Determination Date applicable to such Earnout Shares and thereafter, the remaining 87.5% of the applicable Earnout Shares shall vest and be released for resale in equal quarterly installments. Vesting of the Earnout Shares is subject to the continued employment of the founders of IDChecker and occurs over a period of 27 months from the applicable Earnout Determination Date.

As of the closing date of the Acquisition, the Company calculated the fair value of the Earnout Shares using the Monte-Carlo simulation (using the Company's stock price, the annual risk-free interest rate, expected volatility, the probability of reaching the performance targets and a 10 trading day average stock price). This model was updated as of September 30, 2015 and will be updated and the respective fair value adjusted each reporting period based on the relevant facts and conditions at the reporting date. The Company recognized \$46,743 in stock based compensation expense related to the Earnout Shares for the fiscal year ended September 30, 2015.

## 6. INCOME TAXES

For the fiscal years ended September 30, 2015, 2014 and 2013 the income tax provision (benefit) was as follows:

	2015	2014	2013
Federal—current	\$ 84,189	\$ —	\$ —
Federal—deferred	\$ (621,014)		
State—current	9,902	2,226	1,076
State—deferred	\$ (13,402)		
Foreign—current	(2,695)	—	—
Total	<u>\$ (543,020)</u>	<u>\$ 2,226</u>	<u>\$ 1,076</u>

Significant components of the Company's net deferred tax assets and liabilities as of September 30, 2015 and 2014 are as follows:

	2015	2014
<b>Deferred tax assets:</b>		
Net operating loss carryforwards	\$ 9,824,977	\$ 11,401,483
Foreign deferred assets	258,106	—
Stock based compensation	2,333,210	1,228,082
AMT credit carryforwards	149,346	66,320
Other, net	304,854	250,999
Research credit carryforwards	43,802	43,802
Total deferred assets	<u>12,914,295</u>	<u>12,990,686</u>
<b>Deferred tax liabilities:</b>		
Intangibles	(603,774)	—
Foreign deferred liabilities	(414,820)	—
Net deferred tax asset	11,895,701	12,990,686
Valuation allowance for net deferred tax assets	<u>(12,052,415)</u>	<u>(12,990,686)</u>
Net deferred tax liability	<u>\$ (156,714)</u>	<u>\$ —</u>

The Company has provided a valuation allowance against deferred tax assets recorded as of September 30, 2015 and 2014 due to uncertainties regarding the realization of such assets.

The net change in the total valuation allowance for the fiscal years ended September 30, 2015 and 2014 was a decrease in 2015 of \$938,271 and an increase in 2014 of \$1,677,309, respectively. In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during periods in which those temporary differences become deductible. The Company considers projected future taxable income and planning strategies in making this assessment. Based on the level of historical operating results and projections for future taxable income, the Company has determined that it is more likely than not that the deferred tax assets will not be realized. Accordingly, the Company has recorded a valuation allowance to reduce deferred tax assets to zero. There can be no assurance that the Company will ever be able to realize the benefit of some or all of the federal and state loss carryforwards or the credit carryforwards, either due to ongoing operating losses or due to ownership changes, which limit the usefulness of the loss carryforwards.

As of September 30, 2015, the Company has available net operating loss carryforwards of \$43,915,977 for federal income tax purposes, which will start to expire in 2018. The net operating loss carryforwards for state purposes are \$33,409,701 and will begin to expire in 2015. Included in these amounts are federal and state net operating losses of \$17,825,307 attributable to stock option deductions of which the tax benefit will be credited to equity when realized. As of September 30, 2015, the Company has available federal research and development credit carryforwards of \$29,306 and alternative minimum tax credit carryforwards of \$149,346. The research and development credits will start to expire in 2023. As of September 30, 2015, the Company has available California research and development credit carryforwards of \$21,963 which do not expire.

The Company's ability to use its net operating loss and research and development credit carryforwards may be substantially limited due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code of 1986, as amended ("Section 382"), as well as similar state provisions. The Company has not completed a study to assess whether an ownership change has occurred or whether there have been multiple ownership changes since the Company became a "loss corporation" as defined in Section 382. Due to the existence of the valuation allowance, it is not expected that any possible limitation will have an impact on the results of operations or financial position of the Company.

The difference between the income tax provision (benefit) and income taxes computed using the U.S. federal income tax rate was as follows for the years ended September 30, 2015, 2014 and 2013:

	2015	2014	2013
Amount computed using statutory rate	\$ 674,260	\$ (1,798,479)	\$ (2,473,374)
Net change in valuation allowance for net deferred tax assets	(1,618,671)	1,677,309	1,968,987
Other	(151,209)	-	-
Foreign rate differential	970	-	-
Non-deductible items	181,786	411,473	548,839
State income tax	369,844	(288,077)	(43,376)
Income tax provision (benefit)	<u>\$ (543,020)</u>	<u>\$ 2,226</u>	<u>\$ 1,076</u>

Included in the benefit is a tax benefit of \$634,930 which arises from the recognition of a deferred tax liability related to identifiable intangibles recorded through purchase accounting in connection with the Company's acquisition of IDChecker. The recognition of the deferred tax liability results in the release of a corresponding valuation allowance on the existing deferred tax assets.

The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. Because the Company is carrying forward federal and state net operating losses from 1997 and 2002, respectively, the Company is subject to U.S. federal and state income tax examinations by tax authorities for all years since 1997 and 2002, as the case may be. The Company does not have any uncertain tax positions. As of September 30, 2015, no accrued interest or penalties are recorded in the financial statements.

## 7. COMMITMENTS AND CONTINGENCIES

### *Legal Matters*

#### *Rothschild Mobile Imaging Innovations, Inc.*

On May 16, 2014, Rothschild Mobile Imaging Innovations, Inc. ("RMII") filed a complaint against the Company in the U.S. District Court for the District of Delaware alleging that certain of the Company's mobile imaging products infringe four RMII-owned patents related to mobile imaging technology. On June 1, 2014, RMII amended its complaint to add JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A. (together, "Chase"), one of the Company's customers, as a defendant in the lawsuit (as amended, the "Initial Lawsuit"). On September 8, 2014, RMII filed three additional complaints (the "Subsequent Lawsuits" and together with the Initial Lawsuit, the "RMII Lawsuits") against the Company in the U.S. District Court for the District of Delaware. The Subsequent Lawsuits contain allegations substantially similar to the Initial Lawsuit regarding infringement by the Company's mobile imaging products of the four RMII-owned patents related to mobile imaging technology, but name as co-defendants Citibank, N.A., Citigroup Inc., Wells Fargo & Company, Wells Fargo Bank, N.A., Bank of America Corporation and Bank of America, N.A. (together with Chase, the "Bank Defendants"), each of whom offers the Company's mobile imaging technology as part of its mobile banking applications. On July 8, 2015, RMII amended the Subsequent Lawsuits to name as additional defendants Fiserv, Inc. and NCR Corporation (the "Distributor Defendants") each of whom Mitek alleges distribute the Company's mobile imaging technology to the Bank Defendants. The trial has been scheduled for April 3, 2017.

On November 10, 2014, the Company filed a motion to sever and stay the claims against Chase in the Initial Lawsuit pending resolution of RMII's claims against the Company, which motion was granted on August 3, 2015. On November 19, 2014, the Company filed joinders to the motion to stay with respect to the Subsequent Lawsuits, which joinders were also granted on August 3, 2015. Additionally, the Patent and Trademark Office instituted the Company's petitions for *Inter Partes* Review ("IPR") of all four asserted patents, and the Court agreed to stay the litigation in its entirety until all of the decisions are rendered in the IPR proceedings.

Based on the Company's current understanding of the claims, the Company has agreed to accept the demands for indemnity and defense tendered by each of the Bank Defendants and Distributor Defendants in connection with their respective RMII Lawsuits. The Company is currently controlling the defense of such claims and has taken actions to defend the RMII Lawsuits, as more fully described above. The Company believes that RMII's claims are without merit and intends to vigorously defend against those claims. The Company does not believe that the results of the RMII Lawsuits will have a material adverse effect on its financial condition or results of operations.

### Other Legal Matters

In addition to the foregoing, the Company is subject to various claims and legal proceedings arising in the ordinary course of its business. The Company accrues for such liabilities when it is both (i) probable that a loss has occurred and (ii) the amount of the loss can be reasonably estimated in accordance with ASC 450, *Contingencies*. While any legal proceeding has an element of uncertainty, the Company believes that the disposition of such matters, in the aggregate, will not have a material effect on the Company's financial condition or results of operations.

### Employee 401(k) Plan

The Company has a 401(k) plan that allows participating employees to contribute a percentage of their salary, subject to Internal Revenue Service annual limits. During the fiscal year ended September 30, 2015, the Company implemented a company match to the plan which is expected to be funded in January 2016. As of September 30, 2015, the Company had \$42,114 accrued for the 401(k) match. During the fiscal years ended September 30, 2014 and 2013, the Company did not match contributions to the plan.

### Facility Lease

The Company's principal executive offices, as well as its research and development facility, are located in approximately 22,523 square feet of office space in San Diego, California. The term of the lease for the Company's offices continues through June 30, 2019. The annual base rent under the lease is approximately \$471,000 per year and is subject to annual increases of approximately 3% per year. In connection with the lease, the Company received tenant improvement allowances totaling \$675,690. These lease incentives are being amortized as a reduction of rent expense over the term of the lease. As of September 30, 2015, the unamortized balance of the lease incentives was \$393,392, of which \$104,905 has been included in other current liabilities and \$288,487 has been included in other non-current liabilities. Under the terms of the lease, the Company issued a standby letter of credit to the landlord that allows for one or more draws of up to \$210,000 over the term of the lease. The offices of IDChecker are located in the Netherlands. The term of the lease for the office continues through May 31, 2020. The annual base rent under the lease is approximately €48,000 per year.

The Company believes its existing properties are in good condition and are sufficient and suitable for the conduct of its business.

Future annual minimum rental payments payable under the lease are as follows:

Years ending September 30:	
2016	\$ 564,733
2017	580,059
2018	595,844
2019	470,831
2020	35,939
Thereafter	—
Total	<u>\$ 2,247,406</u>

Rent expense for the Company's operating leases for its facilities for the years ended September 30, 2015, 2014 and 2013 totaled \$381,957, \$368,835 and \$379,529, respectively.

## 8. REVENUE AND VENDOR CONCENTRATIONS

### Revenue Concentration

For the fiscal year ended September 30, 2015, the Company derived revenue of \$6,270,927, or 25% of the Company's total revenue, from one customer, compared to revenue of \$5,668,973, or 30% of the Company's total revenue, from one customer for the fiscal year ended September 30, 2014. For the fiscal year ended September 30, 2013, the Company derived revenue of \$3,607,417 or 24% of the Company's total revenue, from one customer. The corresponding accounts receivable balances of customers from which revenues were in excess of 10% of total revenue were \$1,064,243, \$1,431,163 and \$588,475 at September 30, 2015, 2014 and 2013, respectively.

The Company's revenue is derived primarily from the sale by the Company to channel partners, including systems integrators and resellers, and end-users of licenses to sell products covered by the Company's patented technologies. In most cases, the channel partners purchase the license from the Company after they receive an order from an end-user. The channel partners receive orders from various individual end-users; therefore, the sale of a license to a channel partner may represent sales to multiple end-users. End-users can purchase the Company's products through more than one channel partner.

Revenues can fluctuate based on the timing of license renewals by channel partners. When a channel partner purchases or renews a license, the Company receives a license fee in consideration for the grant of a license to sell the Company's products and there are no future payment obligations related to such agreement; therefore, the license fee the Company receives with respect to a particular license renewal in one period does not have a correlation with revenue in future periods. During the last few years, sales of licenses to one or more channel partners have comprised a significant part of the Company's revenue. This is attributable to the timing of renewals or purchases of licenses and does not represent a dependence on any single channel partner. The Company believes that it is not dependent upon any single channel partner, even those from which revenues were in excess of 10% of the Company's total revenue in a specific reporting period, and that the loss or termination of the Company's relationship with any such channel partner would not have a material adverse effect on the Company's future operations because either the Company or another channel partner could sell the Company's products to the end-user that had purchased from the channel partner the Company lost.

International sales accounted for approximately 5%, 4% and 3% of the Company's total revenue for the fiscal years ended September 30, 2015, 2014 and 2013, respectively.

#### *Vendor Concentration*

The Company purchases its integrated software components from multiple third-party software providers at competitive prices. For the fiscal years ended September 30, 2015, 2014 and 2013, the Company did not make purchases from any one vendor comprising 10% or more of the Company's total purchases. The Company has entered into contractual relationships with some of its vendors; however, the Company does not believe it is substantially dependent upon nor exposed to any significant concentration risk related to purchases from any of its vendors, given the availability of alternative sources for its necessary integrated software components.

### **9. QUARTERLY INFORMATION (UNAUDITED)**

The following table sets forth selected quarterly financial data for 2015, 2014 and 2013:

	2015 (by quarter)			
	1	2	3	4
Revenue	\$ 5,389,322	\$ 5,672,326	\$ 6,439,995	\$ 7,865,853
Cost of revenue	497,401	557,653	591,330	824,814
Operating expenses	4,758,047	4,628,179	5,539,252	6,079,139
Operating income (loss)	133,874	486,494	309,413	961,900
Interest and other income	16,253	22,276	30,101	26,107
Interest and other expense	(1,050)	(1,120)	(342)	(787)
Income tax provision (benefit)	2,897	—	(577,789)	31,872
Net income (loss)	146,180	507,650	916,961	955,348
Net income (loss) per share:				
Basic income (loss) per share	0.00	0.02	0.03	0.03
Shares used in calculating net income (loss) per share - basic	30,618,097	30,697,391	30,764,694	30,969,157
Diluted income (loss) per share	0.00	0.02	0.03	0.03
Shares used in calculating net income (loss) per share - diluted	31,173,815	31,321,259	31,645,696	31,664,178



	2014 (by quarter)			
	1	2	3	4
Revenue	\$ 4,462,524	\$ 4,484,138	\$ 4,659,724	\$ 5,543,959
Cost of revenue	570,697	449,214	607,586	520,428
Operating expenses	5,372,675	6,246,447	5,702,578	5,088,546
Operating income (loss)	(1,480,848)	(2,211,523)	(1,650,440)	(65,015)
Interest and other income	15,209	21,252	19,479	68,688
Interest and other expense	(1,700)	(1,576)	(1,545)	(1,624)
Income tax provision (benefit)	961	1,170	95	—
Net income (loss)	<u>(1,468,300)</u>	<u>(2,193,017)</u>	<u>(1,632,601)</u>	<u>2,049</u>
Net income (loss) per share:				
Basic income (loss) per share	<u>(0.05)</u>	<u>(0.07)</u>	<u>(0.05)</u>	<u>0.00</u>
Shares used in calculating net income (loss) per share - basic	<u>30,402,397</u>	<u>30,453,455</u>	<u>30,481,168</u>	<u>30,510,587</u>
Diluted income (loss) per share	<u>(0.05)</u>	<u>(0.07)</u>	<u>(0.05)</u>	<u>0.00</u>
Shares used in calculating net income (loss) per share - diluted	<u>30,402,397</u>	<u>30,453,455</u>	<u>30,481,168</u>	<u>31,022,148</u>

	2013 (by quarter)			
	1	2	3	4
Revenue	\$ 3,309,664	\$ 3,224,262	\$ 3,882,027	\$ 4,387,232
Cost of revenue	339,996	417,092	469,445	377,066
Operating expenses	4,335,734	5,206,556	5,470,233	5,486,601
Operating income (loss)	(1,366,066)	(2,399,386)	(2,057,651)	(1,476,435)
Interest and other income	8,449	8,017	7,578	7,726
Interest and other expense	(2,025)	(1,106)	(1,986)	(1,745)
Income tax provision (benefit)	—	800	—	276
Net income (loss)	<u>(1,359,642)</u>	<u>(2,393,275)</u>	<u>(2,052,059)</u>	<u>(1,470,730)</u>
Net income (loss) per share:				
Basic income (loss) per share	<u>(0.05)</u>	<u>(0.09)</u>	<u>(0.08)</u>	<u>(0.05)</u>
Shares used in calculating net income (loss) per share - basic	<u>26,024,288</u>	<u>26,473,938</u>	<u>27,109,787</u>	<u>27,492,670</u>
Diluted income (loss) per share	<u>(0.05)</u>	<u>(0.09)</u>	<u>(0.08)</u>	<u>(0.05)</u>
Shares used in calculating net income (loss) per share - diluted	<u>26,024,288</u>	<u>26,473,938</u>	<u>27,109,787</u>	<u>27,492,670</u>

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

As independent registered public accountants, we hereby consent to the incorporation by reference in Registration Statement Nos. 333-80567, 333-58032, 333-106843, 333-133765, 333-172810, 333-172811, 333-178527 and 333-179942 on Form S-8 and Registration Statement No. 333-177965 on Form S-3 of our report dated December 4, 2015, relating to the consolidated financial statements of Mitek Systems, Inc. and the effectiveness of Mitek Systems, Inc.'s internal control over financial reporting, as of September 30, 2015, included in this Annual Report on Form 10-K for the year ended September 30, 2015.

/s/ Mayer Hoffman McCann P.C.  
San Diego, California  
December 4, 2015

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

## Pursuant to Rule 13a-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, James B. DeBello, certify that:

1. I have reviewed this annual report on Form 10-K of Mitek Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 4, 2015

/s/ James B. DeBello

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James B. DeBello, Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATION OF CHIEF FINANCIAL OFFICER

## Pursuant to Rule 13a-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Russell C. Clark, certify that:

1. I have reviewed this annual report on Form 10-K of Mitek Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 4, 2015

/s/ Russell C. Clark  
\_\_\_\_\_  
Russell C. Clark,  
Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATIONS**  
**PURSUANT TO SECTION 18 U.S.C. SECTION 1350**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned, in his capacity as the principal executive officer and principal financial officer of Mitek Systems, Inc. (the "Company"), as the case may be, hereby certifies, pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), that, to the best of his knowledge:

1. This Annual Report on Form 10-K for the period ended September 30, 2015 (this "Annual Report") fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in this Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by this Annual Report.

Date: December 4, 2015

/s/ James B. DeBello

\_\_\_\_\_  
James B. DeBello  
Chief Executive Officer  
(Principal Executive Officer)

Date: December 4, 2015

/s/ Russell C. Clark

\_\_\_\_\_  
Russell C. Clark  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission ("SEC") or its staff upon request.

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of this Annual Report), irrespective of any general incorporation language contained in such filing.