

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>THORNTON JOHN M</u> (Last) (First) (Middle) <u>8911 BALBOA AVENUE</u> <u>SUITE B</u> (Street) <u>SAN DIEGO CA 92123</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MITEK SYSTEMS INC [MITK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/17/2016		s		1,100	D	\$5.05	285,137	D	
Common Stock	02/17/2016		s		35,398	D	\$5.06	249,739	D	
Common Stock	02/17/2016		s		100	D	\$5.0625	249,639	D	
Common Stock	02/17/2016		s		7,100	D	\$5.065	242,539	D	
Common Stock	02/17/2016		s		33,259	D	\$5.07	209,280	D	
Common Stock	02/17/2016		s		700	D	\$5.0725	208,580	D	
Common Stock	02/17/2016		s		4,200	D	\$5.075	204,380	D	
Common Stock	02/17/2016		s		2,400	D	\$5.08	201,980	D	
Common Stock	02/17/2016		s		300	D	\$5.0801	201,680	D	
Common Stock	02/17/2016		s		300	D	\$5.0815	201,380	D	
Common Stock	02/17/2016		s		600	D	\$5.085	200,780	D	
Common Stock	02/17/2016		s		600	D	\$5.09	200,180	D	
Common Stock	02/17/2016		s		3,100	D	\$5.1	197,080	D	
Common Stock	02/17/2016		s		400	D	\$5.11	196,680	D	
Common Stock	02/18/2016		s		10,000	D	\$5.05	186,680	D	
Common Stock	02/18/2016		s		8,801	D	\$5.07	177,879	D	
Common Stock	02/18/2016		s		200	D	\$5.075	177,679	D	
Common Stock	02/18/2016		s		1,900	D	\$5.08	175,779	D	
Common Stock	02/18/2016		s		800	D	\$5.085	174,979	D	
Common Stock	02/18/2016		s		19,000	D	\$5.09	155,979	D	
Common Stock	02/18/2016		s		49,526	D	\$5.1	106,453	D	
Common Stock	02/18/2016		s		300	D	\$5.1025	106,153	D	
Common Stock	02/18/2016		s		700	D	\$5.105	105,453	D	
Common Stock	02/18/2016		s		44,300	D	\$5.11	61,153	D	
Common Stock	02/18/2016		s		4,199	D	\$5.115	56,954	D	
Common Stock	02/18/2016		s		10,080	D	\$5.12	46,874	D	
Common Stock	02/18/2016		s		1,000	D	\$5.1201	45,874	D	
Common Stock	02/18/2016		s		2,900	D	\$5.13	42,974	D	
Common Stock	02/18/2016		s		400	D	\$5.14	42,574	D	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								120,000 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Comprised of 120,000 shares subject to restricted stock units held by the reporting person.

Remarks:

/s/ James B. DeBello, by Power of Attorney 02/19/2016

** Signature of Reporting Person Date

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

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

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

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

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