

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Diamond Michael E</u>  (Last) (First) (Middle) 600 B STREET, SUITE 100  (Street) SAN DIEGO CA 92101  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MITEK SYSTEMS INC [ MITK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>General Manager</b>
	3. Date of Earliest Transaction (Month/Day/Year) 11/26/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/26/2021		A		20,649 <sup>(1)</sup>	A	\$0	194,440	D	
Common Stock	11/29/2021		M		4,927 <sup>(2)</sup>	A	\$0	199,367	D	
Common Stock	11/30/2021		S		1,217 <sup>(3)</sup>	D	\$16.731	198,150	D	
Common Stock	11/30/2021		S		1,840 <sup>(4)</sup>	D	\$16.731	196,310	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 or Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units	(5)(6)(7)(8)	11/26/2021		A		27,533		(5)	(5)	Common Stock	27,533	\$0	71,944	D	
Performance Restricted Stock Units	(9)(10)(11)	11/29/2021		M		4,927		(9)	(9)	Common Stock	4,927	\$0	67,017	D	

Explanation of Responses:

- Represents restricted stock units granted on November 26, 2021 under Mitek's 2020 Incentive Plan. Shares subject to the award vest as follows: 25% shall vest on the first anniversary of the date grant and thereafter an additional 25% shall vest on each subsequent anniversary of the date of grant.
- Performance restricted stock units convert into common stock on a one-for-one basis.
- Represents the disposition of shares that were automatically sold by Mitek Systems, Inc. to pay withholding taxes upon the vesting of 3,695 restricted stock units.
- Represents the disposition of shares that were automatically sold by Mitek Systems, Inc. to pay withholding taxes upon the vesting of 4,927 performance restricted stock units.
- Represents 27,533 performance restricted stock units (the "Performance RSUs") granted on November 26, 2021 under Mitek's 2020 Incentive Plan, which vest based upon the achievement of certain performance criteria over the three-year period following the date of grant (each such year, a "Performance Period"). Performance criteria is measured on both an annual and cumulative basis as described below. 20,649 of the Performance RSUs vest if certain at-target performance criteria is met (the "At-Target Performance RSUs") and 6,884 of the Performance RSUs vest if certain above-target performance criteria is met (the "Above-Target Performance RSUs").
- Up to 33.33% of the At-Target Performance RSUs shall vest on each one-year anniversary of the date of grant if the annual performance criteria for the applicable Performance Period has been met. Up to 33.33% of the Above-Target Performance RSUs shall vest on each one-year anniversary of the date of grant if the annual performance criteria for the applicable Performance Period has been exceeded by 10% or more. If the annual performance criteria for any applicable Performance Period has not been met, then up to 100% of any such prior Performance Period's unvested Performance RSUs shall vest at the end of any subsequent annual Performance Period if the applicable cumulative performance criteria has been met. For Mitek common stock performance (whether annual or cumulative) between 85% through 100% of the performance of the Russell 2000 Index, a pro-rata portion of the At-Target Performance RSUs will vest and no Above-Target Performance RSUs will vest.
- With respect to At-Target Performance RSUs, the annual performance criteria for each annual Performance Period shall be for the percentage increase in value of Mitek's common stock to meet or exceed the percentage increase in value of the Russell 2000 Index over the applicable annual Performance Period. With respect to Above-Target Performance RSUs, the annual performance criteria for each annual Performance Period shall be for the percentage increase in value of Mitek's common stock to be 110% or more of the percentage increase in value of the Russell 2000 Index over the applicable annual Performance Period.
- For the purposes of determining the percentage increase in value of Mitek's common stock and the Russell 2000 Index, a hypothetical investment of \$100 will be made in both Mitek's common stock and the Russell 2000 Index with a purchase price equal to the average closing price of each for the 20-trading days immediately preceding the start of the applicable Performance Period. At the end of the applicable Performance Period, the value of the hypothetical investments shall be determined by assuming the sale of each based on the average closing price of each from the immediately preceding 20-trading days. The percentage change shall be determined by comparing the increase in value to the starting investment of \$100.
- On November 27, 2020, the reporting person was granted restricted stock units under Mitek's 2020 Incentive Plan (the "Performance RSUs"), which vest based upon the achievement of certain performance criteria over the three year period following the date of grant (each such year, a "Performance Period"), with up to 33% of such units vesting (on each anniversary of the date of grant) with respect to each applicable Performance Period. Performance criteria is measured on both an annual and cumulative basis as described below.
- The annual performance criteria for each annual Performance Period shall be for the % increase in value of Mitek's common stock to meet or exceed the % increase in value of the Russell 2000 Index over the applicable annual Performance Period, based on a hypothetical investment in both Mitek's common stock and the Russell 2000 Index with a purchase price equal to the average closing price of each for the 20-trading days immediately preceding the start of the applicable Performance Period. At the end of the applicable Performance Period, the value of the hypothetical investments shall be determined by assuming the sale of each based on the average closing price of each from the immediately preceding 20-trading days. The % change shall be determined by comparing the increase in value to the starting investment. The performance criteria for the first Performance Period was met, resulting in the vesting of 33% of the Performance RSUs.
- Additionally, a portion of the Performance RSUs may vest during a later Performance Period if the cumulative % increase in value of Mitek common stock measured over the current and all previous Performance Periods exceeds the cumulative % increase in value of the Russell 2000 Index.

Remarks:

/s/ Jason Gray, by Power of Attorney 11/30/2021

\*\* Signature of Reporting Person Date

\* 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.

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