

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported) June 2, 2006

Mitek Systems, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-15235

(Commission File Number)

87-0418827

(IRS Employer Identification No.)

8911 Balboa Ave, Suite B, San Diego, California

(Address of Principal Executive Offices)

92123

(Zip Code)

(858) 503-7810

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Effective June 7, 2006, we issued 257,597 shares of our common stock at the conversion price of \$.70 per share to Laurus Master Fund, Ltd. (“Laurus”) in connection with the payment of \$180,318.19 of the principal related to a secured convertible term note of \$3,000,000, issued to Laurus in June 2004. This was the final payoff of the principal on the Laurus note.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Release of the Company dated May 7, 2006, regarding the payoff of the Laurus Master Fund, Ltd.Note.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MITEK SYSTEMS, INC.

Date: May 7, 2006

By: /s/ Tesfaye Hailemichael

Tesfaye Hailemichael
Chief Financial Officer

Media Contact:

Tesfaye Hailemichael
Chief Financial Officer
Mitek Systems, Inc.
858-503-7810, extension 327
thailemichael@ miteksystems.com

**Mitek Pays Off Remainder of \$3M Secured Convertible Debt from
Laurus Master Fund**

SAN DIEGO, Calif., June 7, 2006 — **Mitek Systems, Inc.** (OTCBB: MITK; www.miteksystems.com), a leading provider of image analytics and intelligent character recognition software, is pleased to announce that it has completed the payoff of its \$3 million secured convertible note held by Laurus Master Fund, Ltd. through a conversion to common stock of the remaining balance of principal equal to \$180,318.19, which was converted into 257,597 shares of common stock. The note was issued in June 2004, and has been paid off through a combination of cash and conversion into equity.

“The cash helped address the company’s short term objectives, however, removing this obligation from our balance sheet swiftly was always our objective”, says Tesfaye Hailemichael Chief Financial Officer. “We are pleased that the company has been able to accomplish this sooner than initially expected.”

About Mitek Systems

Mitek Systems (OTCBB: MITK; www.miteksystems.com) is a global leader in Image Analytics used by financial institutions and other industries to detect fraud and improve customer service. The Company also develops and markets the most comprehensive suite of intelligent character recognition software used to test, clean, read and authenticate imaged documents. Sold to partners and directly to end users, the Company’s software is used in the processing of over 8 billion transactions per year. For more information about Mitek Systems, contact the company at 8911 Balboa Ave., Suite B, San Diego, CA 92123; 858-503-7810 or visit www.miteksystems.com.
