

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person <u>Carter Scott R</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Interim CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2024</u>	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/04/2024		A		40,355 <sup>(1)</sup>	A	\$12.39	161,392	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						Title
Performance Restricted Stock Units	(2)(3)	06/04/2024		A		40,355		(2)	(2)	Common Stock	40,355	\$0	40,355	D	

**Explanation of Responses:**

- Represents restricted stock units granted on June 4, 2024 under the Mitek Systems, Inc.'s Amended and Restated 2020 Incentive Plan. Shares subject to the award will vest in full on the one year anniversary of the grant date, subject to Mr. Carter's service through such date; provided that if an acceleration event occurs, then any then-unvested and outstanding restricted stock units shall vest in full on the date of such acceleration event, as the case may be.
- On June 4, 2024 (the "Grant Date"), Mitek Systems, Inc. (the "Company") granted Mr. Carter performance-based restricted stock units ("Performance RSUs") for 40,355 shares of the Company's common stock under the Company's Amended and Restated 2020 Incentive Plan (the "Plan"), which will vest on the one-year anniversary of the Grant Date if the annual performance criteria based on the performance of the Company's common stock have been met, subject to Mr. Carter's Continuous Service (as defined in the Plan) through such date; provided that if (i) the Company appoints a new permanent CEO, (ii) Mr. Carter is removed by the Company as Interim CEO for any reason other than for cause or (iii) Mr. Carter resigns for good reason, any then-unvested and outstanding Performance RSUs shall remain outstanding and eligible to vest upon satisfaction of the applicable performance criteria, irrespective of Mr. Carter's Continuous Service as an employee of the Company or as a member of the Board.
- The annual performance criteria for the Performance RSUs shall be for the percentage increase in value of the Company's common stock to meet or exceed the percentage increase in value of the Russell 2000 Index over the annual performance period. If (a) the Company's common stock performance equals or exceeds the performance of the Russell 2000 Index over the annual performance period then the Performance RSUs shall vest in full, (b) the Company's common stock performance is between 85% and 99.9% of the performance of the Russell 2000 Index, a pro-rata portion of the Performance RSUs (ranging from 50% to 99.9%) will vest or (c) the Company's common stock performance is below 85% of the performance of the Russell 2000 Index, the Performance RSUs will not vest.

**Remarks:**

/s/ Jonathan O'Brien, by Power of Attorney 06/07/2024

\*\* 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.