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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): July 3, 2012**

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**MITEK SYSTEMS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35231**  
Commission  
file number

**87-0418827**  
(I.R.S. Employer  
identification number)

**8911 Balboa Ave., Suite B, San Diego, California 92123**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (858) 309-1700**

**N/A**  
(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:

- 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On July 3, 2012, Mitek Systems, Inc. (the “Company”) entered into an amendment to its existing lease agreement (the “Lease Amendment”) with The Realty Associates Fund VIII, L.P., a Delaware limited partnership, regarding the leasing of space for the Company’s principal executive offices. The Lease Amendment decreases the rentable square footage from approximately 24,012 square feet to approximately 22,523 square feet. The Lease Amendment commences on January 1, 2013 and extends the term of the existing lease through June 30, 2019. The annual base rent under the Lease Amendment is approximately \$471,000 per year and is subject to annual increases of approximately three percent per year.

**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.**

By: /s/ Russell C. Clark  
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Russell C. Clark  
Chief Financial Officer

Date: July 6, 2012