

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
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1. Name and Address of Reporting Person* <u>THOMPSON JANE J.</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>09/20/2017</u>		3. Issuer Name and Ticker or Trading Symbol <u>MITEK SYSTEMS INC [MITK]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>600 B STREET, SUITE 100</u>						10% Owner Other (specify below)	
(Street)	(City)	(State)	(Zip)				
<u>SAN DIEGO</u>	<u>CA</u>	<u>92101</u>					
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>53,880⁽¹⁾</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (Right to Buy)</u>	<u>11/04/2015⁽²⁾</u>	<u>11/04/2024</u>	<u>Common Stock</u>	<u>10,000</u>	<u>2.66</u>	<u>D</u>

Explanation of Responses:

- 1. Comprised of 31,250 shares of common stock and 12,159 shares of common stock subject to restricted stock units held by the reporting person.
- 2. Represents a non-qualified stock option granted to the reporting person on November 4, 2014 in connection with her service as a member of the Issuer's Advisory Board. The option is exercisable as to 7,083 shares and the remaining 2,917 shares vest in equal monthly installments and will be fully vested on November 4, 2018.

Remarks:

/s/ Michael W. Lieburn, by Power of Attorney, 09/22/2017

** 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 5 (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.

POWER OF ATTORNEY

Know by all these presents that the undersigned hereby constitutes and appoints each of James B. DeBello, Jeffrey Davison, Jason L. Gray, Michael Lieburn, and T

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Mitek Systems, Inc. (the "Company"), Forms 3, 4 &
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and t
- (3) take any other action of any type whatsoever in connection with the forgoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessa

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of September 2017.

/s/ Jane J. Thompson
Jane J. Thompson

*An insider of an issuer that is registering equity securities for the first time under Section 12 of the Exchange Act must file a Form 3 no later than the effective

Changes in ownership are reported on Form 4 and must be reported to the SEC within two business days.

Insiders must file a Form 5 to report any transactions that should have been reported earlier on a Form 4 or were eligible for deferred reporting. If a Form must be