

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): March 2, 2022

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
(IRS Employer
Identification No.)

600 B Street, Suite 100
San Diego, California
(Address of principal executive offices)

92101
(Zip Code)

Registrant's telephone number, including area code: (619) 269-6800

Not Applicable
(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 Instructions 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MITK	The NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 2, 2022, Mitek Systems, Inc. (the “*Company*”) held an annual meeting of its stockholders (the “*Annual Meeting*”). At the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation, as amended, to authorize an additional 60,000,000 shares of common stock, par value \$0.0001 (the “*Amendment*”). The Board of Directors of the Company previously unanimously approved the Amendment on January 6, 2022.

On March 2, 2022, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Restated Certificate of Incorporation of the Company (the “*Certificate of Amendment*”) to effect the increase in the authorized shares of common stock of the Company from 60,000,000 shares to 120,000,000 shares.

The summary of the Certificate of Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference

Item 5.07. Submission of Matters to a Vote of Security Holders.

As of January 12, 2022, the record date for the Annual Meeting, there were 44,235,734 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, a total of 33,881,619 shares of the Company’s common stock were represented in person or by proxy. Set forth below is a brief description of each matter voted upon at the Annual Meeting and the voting results with respect to each matter. These proposals, each of which was approved by our stockholders at the Annual Meeting, are more fully described in the Company’s definitive proxy statement for the Annual Meeting filed with the U.S. Securities and Exchange Commission on January 26, 2022 (the “*Proxy Statement*”).

1. A proposal to elect the following eight directors to serve until the Company’s 2023 annual meeting of stockholders and until their respective successors have been elected and qualified: Scipio “Max” Carnecchia, Kim S. Stevenson, James C. Hale, Bruce E. Hansen, Donna C. Wells, Susan J. Repo, Scott R. Carter and Rahul Gupta.

	For	Withheld	Broker Non-Votes
Scipio “Max” Carnecchia	21,402,527	247,309	12,231,783
Scott R. Carter	21,415,156	234,680	12,231,783
Rahul Gupta	21,511,726	138,110	12,231,783
James C. Hale	17,479,749	4,170,087	12,231,783
Bruce E. Hansen	21,380,507	269,329	12,231,783
Susan J. Repo	21,444,851	204,985	12,231,783
Kim S. Stevenson	18,057,009	3,592,827	12,231,783
Donna C. Wells	18,093,702	3,556,134	12,231,783

2. A proposal to approve the amendment to the Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 60,000,000 to 120,000,000.

	For	Against	Abstained	Broker Non-Votes
	28,833,725	3,778,667	1,267,227	—

3. A proposal to ratify the selection of Mayer Hoffman McCann P.C. as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2022.

	For	Against	Abstained	Broker Non-Votes
	30,277,540	3,228,046	347,968	—

4. A proposal to approve on an advisory (non-binding) basis, the compensation of our named executive officers as presented in the Proxy Statement.

	For	Against	Abstained	Broker Non-Votes
	11,848,678	9,541,308	259,850	12,231,783

Item 8.01. Other Events.

On March 8, 2022, the Company issued a press release announcing the election of Scott Carter and Rahul Gupta as new members of the Company's board of directors and the appointment of Scott Marcus, to the position of General Counsel.

A copy of the Company's press release announcing these matters is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The exhibits shall be deemed to be filed or furnished, depending on the relevant item requiring such exhibit, in accordance with the provisions of Item 601 of Regulation S-K (17 CFR 229.601) and Instruction B.2 to this form.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Mitek Systems, Inc.
99.1	Press Release issued on March 8, 2022
104	Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL)

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.

March 8, 2022

By: _____ /s/ Frank Teruel
Frank Teruel
Chief Financial Officer

Exhibit Index

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**CERTIFICATE OF AMENDMENT
OF
RESTATED
CERTIFICATE OF INCORPORATION OF MITEK SYSTEMS, INC.**

MITEK SYSTEMS, INC., a Delaware corporation (the “**Corporation**”), does hereby certify that:

FIRST: The name of the Corporation is **MITEK SYSTEMS, INC.**

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 29, 1986.

THIRD: The Corporation’s Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 14, 2011, as amended on February 14, 2013 and corrected on September 23, 2014 (collectively, the “**Restated Certificate of Incorporation**”).

FOURTH: The Board of Directors of the Corporation (the “**Board**”), acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”), adopted resolutions amending the Restated Certificate of Incorporation as follows:

1. The first sentence of the fourth paragraph of the Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

“The total number of shares of all classes of stock which the Corporation shall have authority to issue is One hundred twenty one Million (121,000,000) shares consisting of One million (1,000,000) shares of Preferred Stock, \$0.001 par value per share (the “Preferred Stock”), and One hundred twenty million (120,000,000) shares of Common Stock, \$0.001 par value per share (the “Common Stock”).”

FIFTH: Thereafter, pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Sections 222 and 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this **CERTIFICATE OF AMENDMENT** to be signed by its President and Chief Executive Officer as of the 2nd day of March 2022.

MITEK SYSTEMS, INC.

By: /s/ Scipio Maximus Carnecchia _____

Name: Scipio Maximus Carnecchia

Title: Chief Executive Officer

Mitek Systems Announces Election of New Board Members and Appointment of New General Counsel

SAN DIEGO, Calif., March 8, 2022 - [Mitek Systems, Inc.](#) (NASDAQ: MITK), a global leader in mobile capture and digital identity verification solutions, today announced that the stockholders of the company have elected Scott Carter and Rahul Gupta to the company's board of directors and the board of directors has appointed Scott Marcus to its leadership team as general counsel.

Scott Carter, is the former CEO at ID Analytics (now LexisNexis) who is credited with leading the company through a period of substantial growth acceleration. He currently serves on the board of directors of Guardinex, Lending USA and Vital4. He also serves as Operating Partner at Bryce Catalyst, a recently formed boutique venture fund. Scott also advised various PE firms, FinTech and SaaS companies. Scott earned his BA from the University of Delaware and his MBA from University of Delaware, Lerner College of Business and Economics.

Rahul Gupta, is the former CEO of RevSpring, a healthcare billing and payments company. Prior to that, Rahul served as Group President for Fiserv (NASDAQ: FISV) where he was responsible for the payments line of business. Earlier he served as President for eFunds (NYSE: EFD), built several startup companies in the payments and marketing spaces, built technology businesses for Fidelity Investments, and served numerous consulting clients for PricewaterhouseCoopers (PwC). Rahul serves on several fintech boards including SavvyMoney, Amount, Exact Payments and Capital Good Fund, and advises several fintech venture and private equity funds. Rahul graduated Magna Cum Laude with an MBA from Indiana University and is a Certified Public Accountant from India.

Acknowledging the retirement of Alex W. "Pete" Hart and Bill Aulet from the board of directors, Max Carnecchia CEO of Mitek Systems remarked, "We would like to extend our sincere appreciation to both Pete and Bill for their significant contributions to Mitek during their tenure on Mitek's Board of Directors."

Additionally, Scott Marcus joined Mitek as general counsel on March 7, 2022. Scott succeeds Jason Gray, who has been with Mitek for six years. Scott comes with over 20 years of corporate law experience, over half of which is within the software industry with both large and small organizations. His experience includes nine years at NetSuite and most recently, four years as the general counsel for WideOrbit, a technology platform that enables media companies to tie their offerings together from pitch to payment. Scott earned his Juris Doctor degree from New York University School of Law.

"We are pleased to welcome all three of these impressive executives to Mitek," said Max Carnecchia. "Scott Carter's extraordinary experience in the identity sector, along with his CEO track record, will be invaluable to the Mitek board of directors as we continue to grow and scale our business. Similarly, Rahul's decades of executive leadership and financial services domain expertise will provide welcome guidance and consult as we embark on this growth. Scott Marcus as General Counsel brings critical experience at a time when global regulatory advancements accelerate and the requirement for digital identity verification intensifies. Welcome to Mitek, Scott, Rahul and Scott."

Required Information regarding inducement equity grant

In connection with Scott Marcus' employment, on March 7, 2022, the Mitek board of directors granted to him restricted stock units for (i) 42,950 shares of the Company's common stock, which shall vest over a four year period with 25% of the shares subject thereto vesting on each anniversary of the grant date, (ii) 35,791 shares of the Company's common stock, which shall vest up to 33.33% of the shares subject

thereto on each anniversary of the grant date, subject to the achievement of the annual performance criteria which is based on the percentage increase in value of the Company's common stock as compared to the percentage increase in value of the Russell 2000 Index over the applicable annual performance period, and (iii) 11,930 shares of the Company's common stock, which shall vest up to 33.33% of the shares subject thereto on each anniversary of the grant date if the annual performance criteria (which is based on the percentage increase in value of the Company's common stock as compared to the percentage increase in value of the Russell 2000 Index) for the applicable performance period has been exceeded by 10% or more. The restricted stock units were granted as an inducement to Mr. Marcus to accept employment with the Company and in accordance with NASDAQ Listing Rule 5635(c)(4). The vesting of each grant is subject to the employee's continued service with the Company through the applicable vesting date. The inducement grants are subject to the terms and conditions of award agreements covering the grants and the Company's 2020 Incentive Plan.

About Mitek

Mitek (NASDAQ: MITK) is a global leader in mobile capture and digital identity verification built on the latest advancements in computer vision and artificial intelligence. Mitek's identity verification solutions enable organizations to verify an individual's identity during digital transactions to reduce risk and meet regulatory requirements, while increasing revenue from digital channels. More than 7,500 organizations use Mitek to enable trust and convenience for mobile check deposit, new account opening and more. Mitek is based in San Diego, Calif., with offices across the U.S. and Europe. Learn more at www.miteksystems.com. [(MITK-F)]

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