

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* DAVISON JEFFREY C (Last) (First) (Middle) 600 B STREET, SUITE 100 (Street) SAN DIEGO CA 92101 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol (Check all applicable) MITEK SYSTEMS INC [MITK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/21/2017	
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	06/21/2017		A		150,000 ⁽¹⁾	A	\$0	150,000	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					
Performance Restricted Stock Units	(2)(3)	06/21/2017	06/21/2017	A		300,000		(4)	(4)	Common Stock	300,000	300,000	D	

Explanation of Responses:

- Represents restricted stock units granted on June 21, 2017. Shares subject to the award vest over four years from the date of grant, with 25% of the shares subject to the award vesting on the first anniversary of the date of grant and the remaining shares vesting in three equal annual installments thereafter.
- Each performance restricted stock unit represents a contingent right to receive one share of Mitek common stock. No performance restricted stock unit vests (and thus no shares of common stock are issued) unless the fair market value of Mitek's common stock at the end of a set performance period or upon a change of control during such performance period is equal to or exceeds \$16.00 per share. To incentivize relative performance of Mitek's stock price, reduced vesting could occur in the event Mitek's common stock price appreciation during the performance period underperforms against the Russell 2000 Index.
- The fair market value of Mitek's common stock at the end of the performance period is determined based on the average closing price of Mitek's common stock for the last 20 trading days of the performance period. The fair market value of Mitek's common stock upon a change of control shall equal (i) the consideration to be received by Mitek's stockholders with respect to one share of Mitek common stock upon such change of control or (ii) upon an asset sale, the consideration that would be distributable to Mitek's stockholders with respect to each share of Mitek common stock if Mitek distributed all of the consideration received in connection with the asset sale to its stockholders, less adjustments for debt, expenses and other amounts.
- The vesting date for the performance restricted stock units, if such a date occurs, will not be determined until the end of the performance period or upon a change of control during the performance period. The performance period begins on March 1, 2017 and ends on the date that is 25 trading days after the first filing of an Annual Report on Form 10-K or Quarterly Report on Form 10-Q by Mitek following September 30, 2019.

Remarks:

/s/ Trevor Renfield, by Power of Attorney

06/23/2017

** 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 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.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of James B. DeBello, Jason L. Gray, Trevor Renfield and Michael Lieburn, signing (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 and 5; (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 1; (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of the undersigned. 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, necessary or proper to carry out the intent and purpose of this Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of June, 2017.

/s/ Jeff Davison
Signature

Jeff Davison
Printed Name