

MITEK SYSTEMS INC
Form 4
November 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
THORNTON JOHN M

(Last) (First) (Middle)
8911 BALBOA AVENUE, SUITE B
(Street)
SAN DIEGO, CA 92123
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MITEK SYSTEMS INC [MITK]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 11/05/2013 | | A | (A) or (D) Amount: 15,000 (1) Price: \$ 0 (1) | 171,044 (2) | D | |
| Common Stock | 11/05/2013 | | A | (A) or (D) Amount: 15,000 (3) Price: \$ 0 (3) | 157,582 (4) | D | |
| Common Stock | | | | | 2,143,584 | I | Family Trust (5) |
| Common sTock | | | | | 15,000 | I | Foundation (5) (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THORNTON JOHN M 8911 BALBOA AVENUE SUITE B SAN DIEGO, CA 92123 | X | | | |
| THORNTON SALLY B 8911 BALBOA AVENUE SUITE B SAN DIEGO, CA 92123 | X | | | |

Signatures

/s/ Fred Hutton, by power of attorney
11/05/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents restricted stock units (RSU) granted to John M. Thornton on November 5, 2013. The shares subject to the RSU award vest in equal monthly installments over five years from the date of grant.
- (2) Comprised of 81,044 shares of common stock and 90,000 shares of common stock subject to RSUs, in each case held directly by John M. Thornton. John M. Thornton and Sally B. Thornton are husband and wife and Mrs. Thornton has beneficial ownership of these shares.
- (3)

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Represents RSUs granted to Sally B. Thornton on November 5, 2013. The shares subject to the RSU award vest in equal monthly installments over five years from the date of grant.

- (4) Comprised of 67,582 shares of common stock and 90,000 shares of common stock subject to RSUs, in each case held directly by Sally B. Thornton. Mr. Thornton has beneficial ownership of these shares.
- (5) Mr. and Mrs. Thornton are co-trustees.
- (6) Mr. and Mrs. Thornton beneficially own an aggregate of 2,487,210 shares of common stock as set forth in this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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