

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 * <u>DEBELLO JAMES B</u> (Last) (First) (Middle) 8911 BALBOA AVENUE SUITE B (Street) SAN DIEGO CA 92123 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MITEK SYSTEMS INC [MITK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO & Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2016	
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	05/02/2016		M		89,247	A	\$1.1	803,789	D	
Common Stock	05/02/2016		M		59,091	A	\$1.1	862,880	D	
Common Stock	05/02/2016		S		59,091 ⁽¹⁾	D	\$8.1108 ⁽²⁾	803,789	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						Title
Stock Option (Right to Buy)	\$1.1	05/02/2016		M			89,247	07/10/2009	07/10/2016	Common Stock	89,247	\$1.1	1,090,921	D	
Stock Option (Right to Buy)	\$1.1	05/02/2016		M			59,091	07/10/2009	07/10/2016	Common Stock	59,091	\$1.1	1,031,830	D	

Explanation of Responses:

- Mr. DeBello purchased and holds 89,247 shares pursuant to exercising a 2006 option grant. In addition Mr. DeBello exercised and sold 59,091 shares to cover taxes and associated costs pursuant to a 2006 option grant due to expire this year. The sales of common stock reported in this Form 4 were made pursuant to a 10b5-1 trading plan adopted by the reporting person on March 16, 2016 (the "Trading Plan"). Pursuant to the Trading Plan, Mr. DeBello, may sell, on a periodic basis, vested stock options that would otherwise expire on July 10, 2016.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.92 - \$8.2950, inclusive. The reporting person undertakes to provide to Mitek Systems, Inc., any security holder of Mitek Systems, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2.

Remarks:

/s/ Shannon Catalano, by Power of Attorney 05/04/2016

** 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.

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