
**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): February 19, 2014

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
(I.R.S. Employer
identification number)

8911 Balboa Ave., Suite B, San Diego, California 92123
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (858) 309-1700

N/A
(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:

- 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))
-
-

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

On February 19, 2014, Mitek Systems, Inc. (the “**Company**”) held an annual meeting of its stockholders (the “**Annual Meeting**”). As of January 9, 2014, the record date for the Annual Meeting, there were 30,431,192 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, a total of 26,570,841 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 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 21, 2014 (the “**Proxy Statement**”).

1. A proposal to elect the following seven directors to serve until the Company’s 2015 annual meeting of stockholders and until their respective successors have been elected and qualified: John M. Thornton, James B. DeBello, Vinton P. Cunningham, Gerald I. Farmer, Bruce E. Hansen, Alex W. “Pete” Hart and Sally B. Thornton.

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
John M. Thornton	11,723,001	1,240,296	13,607,544
James B. DeBello	11,803,196	1,160,101	13,607,544
Vinton P. Cunningham	12,279,527	683,770	13,607,544
Gerald I. Farmer	11,769,189	1,194,108	13,607,544
Bruce E. Hansen	11,113,044	1,850,253	13,607,544
Alex W. “Pete” Hart	12,130,937	832,360	13,607,544
Sally B. Thornton	10,874,458	2,088,839	13,607,544

2. A proposal to approve an amendment to the Mitek Systems, Inc. 2012 Incentive Plan to increase the number of shares of the Company’s common stock available for future grant under the plan from 2,000,000 to 4,000,000.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
9,431,030	3,457,010	75,256	13,607,545

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, 2014.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
23,384,827	2,939,274	246,740	0

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

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
10,234,470	2,180,186	548,640	13,607,545

