

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Diamond Michael E</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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) General Manager
	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2016	

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		76,007	A	\$3.89	241,892	D	
Common Stock	05/02/2016		M		9,591	A	\$2.66	251,483	D	
Common Stock	05/02/2016		M		84,409	A	\$3.89	335,892	D	
Common Stock	05/02/2016		S		76,007 ⁽¹⁾	D	\$8.0237 ⁽²⁾	259,885	D	
Common Stock	05/02/2016		S		94,000 ⁽³⁾	D	\$8.082 ⁽⁴⁾	165,885	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)	\$3.89	05/02/2016		M			76,007	06/29/2013	06/29/2022	Common Stock	76,007	\$3.89	258,993	D	
Stock Option (Right to Buy)	\$2.66	05/02/2016		M			9,591	11/05/2015	11/05/2024	Common Stock	9,591	\$2.66	249,402	D	
Stock Option (Right to Buy)	\$3.89	05/02/2016		M			84,409	06/29/2013	06/29/2022	Common Stock	84,409	\$3.89	164,993	D	

Explanation of Responses:

- The reporting person sold the shares in connection with a financial diversification plan, which shares represented 15.17% of the reporting person's holdings.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.96 - \$8.17, 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.
- The reporting person sold the shares in connection with a financial diversification plan, which shares represented 18.76% of the reporting person's holdings. The sales of common stock reported under footnote 3 in this Form 4 were made pursuant to a 10b5-1 trading plan adopted by the reporting person on March 16, 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 - \$8.235, 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.

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.

