

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Mitek Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

87-0418827

(I.R.S. Employer
Identification No.)

**600 B. Street, Suite 100
San Diego, CA 92101**

(Address of Principal Executive Offices) (Zip Code)

Mitek Systems, Inc. Amended and Restated 2020 Incentive Plan
(Full title of the plan)

**Jason L. Gray
Chief Legal Officer
Mitek Systems, Inc.
600 B Street, Suite 100
San Diego, California 92101**

(Name and address of agent for service)

(619) 269-6800

(Telephone number, including area code, of agent for service)

Copy to:

Elizabeth A. Razzano, Esq.
Paul Hastings LLP
1117 S. California Avenue
Palo Alto, California 94304
(650) 320-1800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

REGISTRATION OF ADDITIONAL SECURITIES
EXPLANATORY NOTE

Mitek Systems, Inc. (the “Registrant”) has prepared this Registration Statement on Form S-8 (the “Registration Statement”) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to register 5,108,000 additional shares of common stock, par value \$0.001 per share (“Common Stock”) of the Registrant issuable pursuant to the Mitek Systems, Inc. Amended and Restated 2020 Incentive Plan (as amended and restated, the “2020 Plan”).

The Registrant’s stockholders initially approved the 2020 Plan, including the 4,500,000 shares of Common Stock initially available for issuance pursuant thereto, on March 4, 2020. On October 2, 2023, the Registrant’s stockholders approved the amendment and restatement of the 2020 Plan solely to increase the maximum number of shares of Common Stock available for grant thereunder by 5,108,000 shares of Common Stock to an aggregate of 9,608,000 shares of Common Stock.

Pursuant to the Registration Statement on Form S-8 (File No. 333-237442) filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on March 27, 2020 (the “Prior Registration Statement”), the Registrant previously registered, among other shares, an aggregate of 4,500,000 shares of Common Stock under the 2020 Plan.

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Commission are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended September 30, 2022, filed with the Commission on July 31, 2023;
- (b) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended December 31, 2022, filed with the Commission on September 6, 2023;
- (c) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2023, filed with the Commission on September 29, 2023;
- (d) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended June 30, 2023, filed with the Commission on October 26, 2023;
- (e) The Registrant's Current Reports on Form 8-K filed with the Commission on [October 27, 2022](#), [December 20, 2022](#), [January 9, 2023](#), [January 17, 2023](#), [January 30, 2023](#), [February 22, 2023](#), [March 15, 2023](#), [April 28, 2023](#), [May 8, 2023](#) (other than information furnished under [Item 2.02](#)), [May 12, 2023](#), [June 13, 2023](#) (other than information furnished under [Items 2.02 and 7.01 and Exhibit 99.1 thereto](#)), [July 5, 2023](#), [August 16, 2023](#), [August 18, 2023](#), [October 3, 2023](#), [October 13, 2023](#), and [October 26, 2023](#) (other than any information furnished under [Item 2.02](#));
- (f) The Registrant's Amendment No. 1 to Current Report on Form 8-K filed with the Commission on [August 17, 2023](#); and
- (g) The description of the Registrant's Common Stock set forth in the Registration Statement on [Form 8-A](#) filed with the Commission on July 12, 2011 (File No. 001-35231) pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description, including the description of the Registrant's Common Stock included as [Exhibit 4.2](#) to the Registrant's Annual Report on [Form 10-K](#) for the year ended September 30, 2020, filed with the Commission on December 7, 2020.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such reports and documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under [Items 2.02 or 7.01](#) of Form 8-K that is not deemed filed under such provisions.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

You may contact the Registrant in writing or orally to request copies of the above-referenced filings, without charge (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference

into the information incorporated into this Registration Statement). Requests for such information should be directed to:

Mitek Systems, Inc.
600 B Street, Suite 100
San Diego, CA 92101
(619) 269-6800
Attn: Chief Legal Officer

ITEM 8. EXHIBITS.

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of Mitek Systems, Inc., as amended (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K for the fiscal year ended September 30, 2014 filed by the Registrant on December 5, 2014).
3.2	Certificate of Amendment of Restated Certificate of Incorporation of Mitek Systems, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on March 8, 2022).
3.3	Second Amended and Restated Bylaws of Mitek Systems, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on November 10, 2014).
3.4	Certificate of Designation of Series B Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on October 23, 2018).
5.1*	Opinion of Paul Hastings LLP.
10.1	Mitek Systems, Inc. Amended and Restated 2020 Incentive Plan and the forms of agreement related thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on October 3, 2023).
23.1*	Consent of BDO USA, P.C.
23.2*	Consent of Paul Hastings LLP (included in Exhibit 5.1).
24.1*	Power of Attorney is contained on the signature page.
107*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Diego, State of California, on November 1, 2023.

Mitek Systems, Inc.

By: /s/ Scipio Maximus Carnecchia
Name: Scipio Maximus Carnecchia
Title: Chief Executive Officer

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Scipio Maximus Carnecchia, Fuad Ahmad and Jason Gray, and each or any one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Scipio Maximus Carnecchia</u> Scipio Maximus Carnecchia	Chief Executive Officer and Director (Principal Executive Officer)	November 1, 2023
<u>/s/ Fuad Ahmad</u> Fuad Ahmad	Interim Chief Financial Officer (Interim Principal Accounting and Financial Officer)	November 1, 2023
<u>/s/ Scott Carter</u> Scott Carter	Executive Chair of the Board of Directors	November 1, 2023
<u>/s/ Rahul Gupta</u> Rahul Gupta	Director	November 1, 2023
<u>/s/ James C. Hale</u> James C. Hale	Director	November 1, 2023
<u>/s/ Susan J. Repo</u> Susan J. Repo	Director	November 1, 2023
<u>/s/ Kimberly S. Stevenson</u> Kimberly S. Stevenson	Lead Independent Director	November 1, 2023
<u>/s/ Donna Wells</u> Donna Wells	Director	November 1, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)Mitek Systems, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	457(h)	5,108,000 ⁽²⁾	\$10.29 ⁽³⁾	\$52,561,320.00	0.0001476	\$7,758.06
Total Offering Amounts					\$52,561,320.00	—	\$7,758.06
Total Fees Previously Paid					—	—	—
Total Fee Offsets					—	—	—
Net Fee Due					—	—	\$7,758.06

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the Registrant’s common stock, \$0.001 par value per share (“Common Stock”), that become issuable under the Mitek Systems, Inc. Amended and Restated 2020 Incentive Plan (the “Plan”), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant’s Common Stock.
- (2) Represents shares of Common Stock reserved for awards available for future issuance under the Plan.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated based on \$10.29 per share, the average of the high and low prices of the Common Stock as reported on the Nasdaq Capital Market on October 26, 2023, a date within five business days prior to the filing of this Registration Statement.

November 1, 2023

Mitek Systems, Inc.
600 B Street, Suite 100
San Diego, CA 92101

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Mitek Systems, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation of the registration statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (the “**Registration Statement**”) to effect registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 5,108,000 shares (the “**Shares**”) of the Company’s common stock, \$0.001 par value per share (“**Common Stock**”), comprised of shares of Common Stock issuable pursuant to the Mitek Systems, Inc. Amended and Restated 2020 Incentive Plan (the “**2020 Plan**”).

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Registration Statement;
- (ii) the Restated Certificate of Incorporation of the Company, as amended and corrected, as certified as of November 1, 2023 by the Office of the Secretary of State of the State of Delaware;
- (iv) the Second Amended and Restated Bylaws of the Company as presently in effect, as certified by an officer of the Company on November 1, 2023;
- (v) the 2020 Plan and the forms of award agreements related thereto that were attached as exhibits to the Registration Statement or otherwise incorporated by reference into the exhibits of the Registration Statement;
- (vi) a certificate, dated as of November 1, 2023, from the Office of the Secretary of State of the State of Delaware, as to the existence and good standing of the Company in the State of Delaware (the “**Good Standing Certificate**”);
- (vii) the resolutions adopted by the board of directors of the Company regarding the 2020 Plan and other matters related thereto, as certified by an officer of the Company on November 1, 2023; and
- (viii) minutes from the Company’s 2023 annual meeting of stockholders regarding the 2020 Plan and other matters related thereto, as certified by an officer of the Company on November 1, 2023.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements,

PAUL HASTINGS

Mitek Systems, Inc.

November 1, 2023

Page 2

instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. Our knowledge of the Company and its legal and other affairs is limited by the scope of our engagement, which scope includes the delivery of this opinion letter. We do not represent the Company with respect to all legal matters or issues. The Company may employ other independent counsel and, to our knowledge, handles certain legal matters and issues without the assistance of independent counsel. We have also assumed that the individual issuances, grants or awards under the 2020 Plan will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the 2020 Plan and the agreements, forms of instrument, awards and grants duly adopted thereunder.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the 2020 Plan and the award agreements related thereto (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the issuance and delivery of the Shares as described in the Registration Statement and in accordance with the terms of the 2020 Plan and the award agreements related thereto. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein after the effectiveness of the Registration Statement even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

Consent of Independent Registered Public Accounting Firm

Mitek Systems, Inc.
San Diego, California

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Mitek Systems, Inc. and subsidiaries of our reports dated July 31, 2023, relating to the consolidated financial statements and the effectiveness of Mitek Systems, Inc.'s internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2022. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of September 30, 2022.

/s/ BDO USA, P.C.

Troy, Michigan
November 1, 2023

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.