

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): September 10, 2024

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  
(IRS Employer  
Identification No.)

770 First Avenue, Suite 425  
San Diego, California  
(Address of principal executive offices)

92101  
(Zip Code)

Registrant's telephone number, including area code: (619) 269-6800

Not Applicable  
(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 (see General Instructions A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MITK	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

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

On September 10, 2024, Mitek Systems, Inc. (the "**Company**") held an annual meeting of its stockholders (the "**Annual Meeting**"). As of July 25, 2024, the record date for the Annual Meeting, there were 46,167,636 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, a total of 39,063,715 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. Voting results are, when applicable, reported by rounding fractional share voting down to the nearest round number. These proposals, each of which was approved by our stockholders at the Annual Meeting, 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 August 14, 2024 (the "**Proxy Statement**").

1. A proposal to elect the following six directors to serve until the Company's 2025 annual meeting of stockholders and until their respective successors have been elected and qualified: Scott R. Carter, Rahul Gupta, James C. Hale, Susan J. Repo, Kimberly S. Stevenson, and Donna C. Wells.

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Scott R. Carter	17,395,553	8,492,112	13,176,049
Rahul Gupta	10,178,536	15,695,393	13,189,785
James C. Hale	8,913,294	16,960,635	13,189,785
Susan J. Repo	5,774,680	19,819,265	13,469,769
Kim S. Stevenson	8,863,067	17,010,862	13,189,785
Donna C. Wells	18,604,356	7,289,276	13,170,082

2. A proposal to ratify the appointment of BDO USA, P.C. as our independent registered public accounting firm for the fiscal year ending September 30, 2024;

<b>For</b>	<b>Against</b>	<b>Abstained</b>
37,405,252	1,374,852	283,610

3. A proposal to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as presented in the Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstained</b>	<b>Broker Non-Votes</b>
16,625,949	8,763,305	504,378	13,170,082

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
104	Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Mitek Systems, Inc.**

September 13, 2024

By: \_\_\_\_\_ /s/ David Lyle  
**David Lyle**  
**Chief Financial Officer**