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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 6, 2015**

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**MITEK SYSTEMS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35231**  
Commission  
file number

**87-0418827**  
(I.R.S. Employer  
identification number)

**8911 Balboa Ave.**  
**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)

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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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 6, 2015, the Board of Directors (the “Board”) of Mitek Systems, Inc. (the “Company”), based upon the recommendation of the Compensation Committee of the Board, approved the Company’s executive bonus program for the fiscal year ending September 30, 2016 (the “2016 Plan”). Pursuant to the terms of the 2016 Plan, certain of the Company’s executives will be eligible to receive cash bonuses based upon the achievement of certain corporate and individual performance goals during the 2016 fiscal year. These bonuses are designed to attract, motivate, retain and reward the Company’s executives.

Under the 2016 Plan, the Chief Executive Officer (“CEO”) of the Company has a bonus target equal to 80% of his annualized salary and the Chief Financial Officer (“CFO”) of the Company has a bonus target equal to 50% of his annualized salary. Up to 75% of the bonus target for both the CEO and CFO is based upon achievement of two financial metrics (revenue and non-GAAP net income) and the remaining 25% of the bonus target is based upon achievement of certain individual performance goals. The maximum bonus payable to the Company’s CEO and CFO is 150% of their respective bonus targets.

Under the 2016 Plan, the Chief Revenue Officer (“CRO”) has an annual bonus target equal to 100% of his annualized salary. The CRO’s annual bonus will be paid quarterly, based upon achievement of quarterly revenue targets. The maximum bonus payable to the Company’s CRO is 150% of his bonus target.

The foregoing description is intended only as a summary of the material terms of the 2016 Plan and is qualified in its entirety by reference to the text of the 2016 Plan, a copy of which is attached as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

10.1 Mitek Systems, Inc. Executive Bonus Program Fiscal 2016

**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 hereunto duly authorized.

**Mitek Systems, Inc.**

By: /s/ James B. DeBello  
James B. DeBello  
President and Chief Executive Officer

Date: November 11, 2015

**Objective**

The objective of the Mitek Executive Bonus Program (the "Program") is to reward executives with an opportunity to earn an annual cash bonus for their contributions to the achievement of corporate goals during the fiscal year. This plan is intended to ensure a competitive total compensation opportunity and to foster a team effort in the attainment of corporate goals.

**Program Design**

The Program provides for the payment of an annual cash bonus that is based upon the percentage achievement of the fiscal 2016 annual revenue and/or non-GAAP net income targets set by the Board of Directors as well as individual performance goals.

**Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Bonus**

Annual cash bonuses are computed as a percentage of the participant's annualized salary earned during the 2016 fiscal year. The bonus targets for the CEO and CFO are equal to 80% and 50%, respectively, of their respective annualized salaries for fiscal 2016. The total annual cash bonus will be comprised of the following components: 50% based on revenue performance, 25% based on non-GAAP net income performance and 25% based on individual performance goals.

**Chief Revenue Officer (CRO) Bonus**

The CRO will receive a quarterly cash bonus based on quarterly revenue achievement. The annual bonus target for the CRO is equal to 100% of his annualized salary for fiscal 2016.

**Eligibility**

In order to be eligible for a bonus award, the participant must be employed by the Company for a minimum of a full quarter of the fiscal year for which a annual bonus is earned. Each participant will be paid after the close of the books and annual audit at the end of the 2016 fiscal year is substantially complete, and any bonus payable will be calculated pro rata to the number of days of employment with the Company during the 2016 fiscal year.

**Limitations**

The Program is administered by the Compensation Committee. Final authority and full discretion in all matters pertaining to the development, or amendment of the Program and the granting of any bonus award under the Program rests with the Compensation Committee.

Participation in the Program does not in any way imply a contractual relationship for employment or in any way alter the at-will employment relationship with the Company.