

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lyle David</u> _____ (Last) (First) (Middle) <u>600 B STREET</u> <u>SUITE 100</u> _____ (Street) <u>SAN DIEGO CA 92101</u> _____ (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/02/2024		A		58,185 ⁽¹⁾	A	\$12.89	58,185	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
Performance Restricted Stock Units	(2)(3)(4)(5)	01/02/2024		A		77,386 ⁽²⁾		(5)	(5)	Common Stock	77,386	\$0	77,386	D	

Explanation of Responses:

- Represents restricted stock units granted on January 2, 2024 under the Issuer's Amended and Restated 2020 Incentive Plan (the "2020 Plan"). Shares subject to the award vest as follows: 25% shall vest on the first anniversary of the date of grant and thereafter an additional 25% shall vest on each subsequent anniversary of the date of grant.
- Represents 77,386 performance restricted stock units (the "Performance RSUs") granted on January 2, 2024 under the 2020 Plan, which vest based upon the achievement of certain performance criteria over the three-year period following the date of grant (each such year, a "Performance Period"). Performance criteria is measured on both an annual and cumulative basis as described below. 58,185 of the Performance RSUs vest if certain at-target performance criteria is met (the "At-Target Performance RSUs") and 19,201 of the Performance RSUs vest if certain above-target performance criteria is met (the "Above-Target Performance RSUs").
- With respect to At-Target Performance RSUs, the annual performance criteria for each annual Performance Period shall be for the percentage increase in value of the Issuer's common stock to meet or exceed the percentage increase in value of the Russell 2000 Index over the applicable annual Performance Period. With respect to Above-Target Performance RSUs, the annual performance criteria for each annual Performance Period shall be for the percentage increase in value of the Issuer's common stock to be 110% or more of the percentage increase in value of the Russell 2000 Index over the applicable annual Performance Period."
- For the purposes of determining the percentage increase in value of the Issuer's common stock and the Russell 2000 Index, a hypothetical investment of \$100 will be made in both the Issuer's common stock and the Russell 2000 Index with a purchase price equal to the average closing price of each for the 20-trading days immediately preceding the start of the applicable Performance Period. At the end of the applicable Performance Period, the value of the hypothetical investments shall be determined by assuming the sale of each based on the average closing price of each from the immediately preceding 20-trading days. The percentage change shall be determined by comparing the increase in value to the starting investment of \$100.
- Up to 33% of the At-Target Performance RSUs shall vest on each one-year anniversary of the date of grant if the annual performance criteria for the applicable Performance Period has been met. Up to 33% of the Above-Target Performance RSUs shall vest on each one-year anniversary of the date of grant if the annual performance criteria for the applicable Performance Period has been exceeded by 10% or more. If the annual performance criteria for any applicable Performance Period has not been met, then up to 100% of any such prior Performance Period's unvested Performance RSUs shall vest at the end of any subsequent annual Performance Period if the applicable cumulative performance criteria has been met. For the Issuer's common stock performance (whether annual or cumulative) between 85% through 100% of the performance of the Russell 2000 Index, a pro-rata portion of the At-Target Performance RSUs will vest and no Above-Target Performance RSUs will vest.

Remarks:

/s/ Jonathan O'Brien, by Power of Attorney 01/04/2024

** 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.

POWER OF ATTORNEY

Know by all these presents that the undersigned hereby constitutes and appoints each of Scipio Maximus Carnecchia, Jason Gray, Eric Bell, and Jonathan O'Brien, signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Mitek Systems, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended and the rules promulgated thereunder¹ or Forms 144 in accordance with Rule 144 ("Rule 144") under the Securities Act of 1933, as amended;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 and 144, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, as required; and
- (3) take any other action of any type whatsoever in connection with the forgoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all in intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended or Rule 144.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact. This Power of Attorney shall terminate with respect to each of the foregoing attorneys-in-fact at such time as such attorney-in-fact is no longer employed by the Company or any of its subsidiaries.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of January 2024.

/s/ David Lyle
David Lyle

¹ An insider of an issuer that is registering equity securities for the first time under Section 12 of the Exchange Act must file a Form 3 no later than the effective date of the registration statement. If the issuer is already registered under Section 12, the insider must file a Form 3 within ten days of becoming an officer, director, or beneficial owner. Changes in ownership are reported on Form 4 and must be reported to the SEC within two business days. Insiders must file a Form 5 to report any transactions that should have been reported earlier on a Form 4 or were eligible for deferred reporting. If a Form must be filed, it is due 45 days after the end of the company's fiscal year.