

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC. 20549

**FORM 10-QSB**

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2007 or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 0-15235

Mitek Systems, Inc.

(Exact name of small business issuer as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

87-0418827

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

8911 Balboa Ave., Suite B, San Diego, California

(Address of principal executive offices)

92123

(Zip Code)

Issuer's telephone number (858) 503-7810

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No .

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No .

There were 16,751,137 shares outstanding of the registrant's Common Stock as of May 4, 2007.

Transitional Small Business Disclosure Format: Yes  No

## FORM 10-QSB

For the Quarter Ended March 31, 2007

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**MITEK SYSTEMS, INC**  
**BALANCE SHEET**  
(Unaudited)

**March 31,**  
**2007**

## ASSETS

## CURRENT ASSETS:

Cash and cash equivalents	\$	2,195,335
Accounts receivable including amount due from related party of \$76,133-net of allowance of \$48,977		1,185,284
Inventory, prepaid expenses and other current assets		112,716
Total current assets		3,493,335

PROPERTY AND EQUIPMENT-net

66,681

OTHER ASSETS

29,465

## TOTAL ASSETS

\$ 3,589,481

## LIABILITIES AND STOCKHOLDERS' EQUITY

## CURRENT LIABILITIES:

Accounts payable	\$	687,555
Accrued payroll and related taxes		304,703
Deferred revenue		885,067
Other accrued liabilities		20,622
Total current liabilities		1,897,947

Deferred rent

35,039

## TOTAL LIABILITIES

1,932,986

## STOCKHOLDERS' EQUITY:

Preferred stock, \$0.001 par value, 1,000,000 shares authorized, none issued and outstanding		
Common stock, \$.001 par value; 40,000,000 shares authorized, 16,751,137 issued and outstanding		16,751
Additional paid-in capital		14,502,376
Accumulated deficit		(12,862,632)
Total stockholders' equity		1,656,495

## TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY

\$ 3,589,481

The accompanying notes form an integral part of these financial statements.

**MITEK SYSTEMS, INC**  
**STATEMENTS OF OPERATIONS**  
(Unaudited)

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	March 31,		March 31,	
	2007	2006	2007	2006
<b>SALES</b>	\$ 718,743	\$ 657,286	\$ 1,639,199	\$ 1,442,869
Software including approximately \$11,000 and \$27,000 for the three month period and approximately \$36,000 and \$44,000 for the six month period to a related party, respectively				
Professional Services, education and other including approximately \$162,000 and \$353,000 for the three month period and approximately \$248,000 and \$703,000 for the six month period to a related party, respectively	582,698	797,922	1,101,074	1,533,001
	<u>1,301,441</u>	<u>1,455,208</u>	<u>2,740,273</u>	<u>2,975,870</u>
<b>OPERATING EXPENSES:</b>				
Cost of sales-software	62,376	57,595	197,032	97,668
Cost of sales-professional services, education and other	45,942	167,892	68,048	537,630
Depreciation	21,924	21,737	43,906	43,201
Engineering and marketing	295,278	322,413	550,298	720,970
Research and development	495,384	405,290	997,290	731,965
General and administrative	591,183	416,423	1,386,997	948,298
Other costs and expenses	<u>1,512,087</u>	<u>1,391,350</u>	<u>3,243,571</u>	<u>3,079,732</u>
<b>OPERATING INCOME (LOSS)</b>	<u>(210,646)</u>	<u>63,858</u>	<u>(503,298)</u>	<u>(103,862)</u>
<b>NON-OPERATING INCOME (EXPENSE):</b>				
Interest expense	(3,439)	(58,450)	(9,355)	(370,098)
Interest and other income	<u>3,856</u>	<u>20,615</u>	<u>8,279</u>	<u>27,551</u>
Other income (expense) - net	417	(37,835)	(1,076)	(342,547)
<b>INCOME (LOSS) BEFORE INCOME TAXES</b>	<u>(210,229)</u>	<u>26,023</u>	<u>(504,374)</u>	<u>(446,409)</u>
PROVISION FOR INCOME TAXES	(800)	(800)	(800)	(800)
<b>NET INCOME (LOSS)</b>	<u>\$ (211,029)</u>	<u>\$ 25,223</u>	<u>\$ (505,174)</u>	<u>\$ (447,209)</u>
<b>NET INCOME (LOSS) PER SHARE - BASIC</b>	<u>\$ (0.01)</u>	<u>\$ -</u>	<u>\$ (0.03)</u>	<u>\$ (0.03)</u>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - BASIC</b>	<u>16,751,137</u>	<u>15,699,456</u>	<u>16,750,044</u>	<u>15,355,339</u>
<b>NET INCOME (LOSS) PER SHARE - DILUTED</b>	<u>\$ (0.01)</u>	<u>\$ -</u>	<u>\$ (0.03)</u>	<u>\$ (0.03)</u>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES AND COMMON SHARE EQUIVALENTS OUTSTANDING - DILUTED</b>	<u>16,751,137</u>	<u>17,492,880</u>	<u>16,750,044</u>	<u>15,355,339</u>

The accompanying notes form an integral part of these financial statements.

**MITEK SYSTEMS, INC**  
**STATEMENTS OF CASH FLOWS**  
(Unaudited)

**SIX MONTHS ENDED**  
**March 31,**

**2007**                      **2006**

**OPERATING ACTIVITIES**

	<b>\$</b>	<b>(505,174)</b>	<b>\$</b>	<b>(447,209)</b>
Adjustments to reconcile net loss to net cash				
in operating activities:				
Depreciation and amortization		21,753		26,959
Provision for bad debts		(20,654)		(7,000)
Gain on disposal of property and equipment		-		(2,551)
Stock-based compensation expense		140,703		-
Amortization of debt discount		-		331,635
Provision for sales returns & allowances		-		(23,000)
Changes in assets and liabilities:				
Accounts receivable		(86,054)		(210,826)
Inventory, prepaid expenses, and other assets		108,461		6,641
Accounts payable		(47,152)		964
Accrued payroll and related taxes		24,303		(42,476)
Deferred revenue		227,562		107,338
Other accrued liabilities		843		(160,446)
Net cash used in operating activities		<u>(135,409)</u>		<u>(419,971)</u>

**INVESTING ACTIVITIES**

Purchases of property and equipment		(5,947)		(51,411)
Proceeds from sale of property and equipment		1,044		4,150
Net cash used in investing activities		<u>(4,903)</u>		<u>(47,261)</u>

**FINANCING ACTIVITIES**

Proceeds from exercise of stock options		4,636		5,153
Net cash provided by financing activities		<u>4,636</u>		<u>5,153</u>

DECREASE IN CASH AND CASH EQUIVALENTS		(135,676)		(462,079)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		2,331,011		2,387,204
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<b>\$</b>	<u>2,195,335</u>	<b>\$</b>	<u>1,925,125</u>

**ADDITIONAL DISCLOSURE OF CASH FLOW INFORMATION**

Cash paid for interest		<b>\$</b>	9,355	<b>\$</b>	38,463
Cash paid for income taxes		<b>\$</b>	800	<b>\$</b>	800

**ADDITIONAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES**

Conversion of debt to equity		<b>\$</b>	-	<b>\$</b>	986,500
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The accompanying notes form an integral part of these financial statements.

## 1. Basis of Presentation

The accompanying unaudited financial statements of Mitek Systems, Inc. (the "Company") have been prepared in accordance with the instructions to Form 10-QSB and, therefore, do not include all information and footnote disclosures that are otherwise required by Regulation S-B and that will normally be made in the Company's Annual Report on Form 10-KSB. Refer to the Company's financial statements on Form 10-KSB for the year ended September 30, 2006 for additional information. The financial statements do, however, reflect all adjustments (solely of a normal recurring nature) which are, in the opinion of management, necessary for a fair statement of the results of the interim periods presented.

Results for the three and six months ended March 31, 2007 are not necessarily indicative of results which may be reported for any other interim period or for the year as a whole.

## 2. Recently Issued Accounting Pronouncements

In February 2006, the FASB issued Statement of Financial Accounting Standards No. 155 ("SFAS 155"), "Accounting for Certain Hybrid Financial Instruments" which amends Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities" and Statement of Financial Accounting Standards No. 140 ("SFAS 140"), "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." SFAS 155 simplifies the accounting for certain derivatives embedded in other financial instruments by allowing them to be accounted for as a whole if the holder elects to account for the whole instrument on a fair value basis. SFAS 155 also clarifies and amends certain other provisions of SFAS 133 and SFAS 140. SFAS 155 is effective for all financial instruments acquired, issued or subject to a re-measurement event occurring in fiscal years beginning after September 15, 2006. Earlier adoption is permitted, provided the Company has not yet issued financial statements, including for interim periods, for that fiscal year. Since the Company has no derivative instruments or hedging activities, the adoption of SFAS 155 did not have an impact on our financial position, results of operations or cash flows.

In July 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"), Accounting for Uncertainty in Income Taxes, which prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Additionally, FIN 48 provides guidance on the recognition, classification, interest and penalties, accounting in interim periods and disclosure requirements for uncertain tax positions. The accounting provisions of FIN 48 are effective for reporting periods beginning after December 15, 2006. The Company is currently assessing the impact of the adoption of FIN 48 and its impact on our financial position, results of operations, or cash flows.

In September 2006, the FASB issued SFAS No. 157 "Fair Value Measurements" ("SFAS 157"). SFAS 157 provides a new single authoritative definition of fair value and provides enhanced guidance for measuring the fair value of assets and liabilities and requires additional disclosures related to the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS 157 is effective for fiscal years beginning after November 15, 2007. We are currently assessing the impact, if any, of SFAS 157 on our financial position, results of operation, or cash flows.

In September 2006, the SEC released Staff Accounting Bulletin No. 108 "Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements" ("SAB 108"). SAB 108 provides interpretative guidance on how public companies quantify financial statement misstatements. There have been two common approaches used to quantify such errors. Under an income statement approach, the "roll-over" method, the error is quantified as the amount by which the current year income statement is misstated. Alternatively, under a balance sheet approach, the "iron curtain" method, the error is quantified as the cumulative amount by which the current year balance sheet is misstated. In SAB 108, the SEC established an approach that requires quantification of financial statement misstatements based on the effects of the misstatements on each of the company's financial statements and the related financial statement disclosures. This model is commonly referred to as a "dual approach" because it requires quantification of errors under both the roll-over and iron curtain methods. SAB 108 is effective for fiscal years ending after November 15, 2006. The adoption of SAB 108 is not expected to have a material impact on our financial position, results of operations, or cash flows.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities — including an amendment of SFAS No. 115*, which allows measurement at fair value of eligible financial assets and liabilities that are not otherwise measured at fair value. If the fair value option for an eligible item is elected, unrealized gains and losses for that item shall be reported in current earnings at each subsequent reporting date. SFAS No. 159 also establishes presentation and disclosure requirements designed to draw comparison between the different measurement attributes the company elects for similar types of assets and liabilities. This statement is effective for fiscal years beginning after November 15, 2007. We are in the process of evaluating the application of the fair value option and its effect on our results of operations or financial condition.

### **3. Accounting for Stock-Based Compensation**

#### *Stock Based Benefit Plans*

We have stock option plans for executives and key individuals who make significant contributions to Mitek. The exercise price of options granted to those persons owning more than 10% of the total combined voting power of the Company's stock are not to be less than 110% of the fair market value of the stock as determined on the date of the grant of the options.

The 1996 plan provides for the purchase of up to 2,000,000 shares of common stock through incentive and non-qualified options. Options are granted with an exercise price equal to the fair market value of our stock at the grant date and for a term of not more than ten years. Employees owning in excess of 10% of the outstanding stock are included in the plan on the same terms except that the options must be granted for a term of not more than five years. All the options available under the 1996 plan were granted prior to March of 1999 and no additional options will be granted under this plan.

The 1999 plan provides for the purchase of up to 1,000,000 shares of common stock through incentive and non-qualified options. Incentive stock options are granted with an exercise price equal to the fair market value of our stock at the grant date and for a term of not more than ten years. Non-qualified stock options may be granted with an exercise price not less than 85% of fair market value of our stock at the grant date, and for a term of not more than five years. To date, we have elected to grant non-qualified stock option grants under the 1999 plan with a three year term.

The 2000 plan provides for the purchase of up to 1,000,000 shares of common stock through incentive and non-qualified options. Incentive options must be granted with an exercise price equal to the fair market value of our stock at the grant date and for a term of not more than ten years. Non-qualified stock options may be granted with an exercise price of not less than 85% of fair market value of our stock at the grant date, and for a term of not more than five years. To date, we have elected to grant non-qualified stock option grants under the 2000 plan with a three year term.

The 2002 plan provides for the purchase of up to 1,000,000 shares of common stock through incentive and non-qualified options. Incentive options must be granted with an exercise price equal to the fair market value of our stock at the grant date and for a term of not more than ten years. Non-qualified stock options may be granted with an exercise price of not less than 85% of fair market value of our stock at the grant date, and for a term of not more than five years. To date, we have elected to grant non-qualified stock option grants under the 2002 plan with a three year term.

The 2006 plan provides for the purchase of up to 1,000,000 shares of common stock through incentive and non-qualified options. Incentive options must be granted with an exercise price equal to the fair market value of our stock at the grant date and for a term of not more than ten years. Non-qualified stock options may be granted with an exercise price of not less than 85% of fair market value of our stock at the grant date, and for a term of not more than five years. To date, we have elected to grant non-qualified stock option grants under the 2006 plan with a three year term.

## Adoption of SFAS 123 (R)

On October 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, ("SFAS 123(R)") which establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, primarily focusing on accounting for transactions where an entity obtains employee services in share-based payment transactions. SFAS No. 123(R) requires an entity to measure the cost of employee services received in exchange for an award of equity instruments, including stock options, based on the grant-date fair value of the award and to recognize it as compensation expense over the period the employee is required to provide service in exchange for the award, usually the vesting period. SFAS 123(R) supersedes the Company's previous accounting under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25) for periods beginning in fiscal 2007. In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 (SAB 107) relating to SFAS 123(R). The Company has applied the provisions of SAB 107 in its adoption of SFAS 123(R).

The Company adopted SFAS 123(R) using the modified prospective transition method. In accordance with the modified prospective transition method, the Company's Financial Statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R).

Prior to the adoption of SFAS 123(R), the Company accounted for stock-based awards to employees and directors using the intrinsic value method in accordance with APB 25 as allowed under Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (SFAS 123). Under the intrinsic value method, no stock-based compensation expense had been recognized in the Company's Statement of Operations, other than as related to option grants to employees and consultants below the fair market value of the underlying stock at the date of grant.

Stock-based compensation expense recognized during the period is based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. Stock-based compensation expense recognized in the Company's Statement of Operations for the three and six month periods ended March 31, 2007 included compensation expense for share-based payment awards granted prior to, but not yet vested as of September 30, 2006 based on the grant date fair value estimated in accordance with the provisions of SFAS 123 and compensation expense for the share-based payment awards granted subsequent to September 30, 2006 based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R). As stock-based compensation expense recognized in the Statement of Operations for the first six months of fiscal 2007 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The estimated average forfeiture rates for the three and six months ended March 31, 2007 of approximately 12% for grants to all employees were based on historical forfeiture experience. The estimated expected life of option grants for the first three and six month periods ended March 31, 2007 was 4.5 years on grants to directors and 6.1 years on grants to employees. In the Company's pro forma information required under SFAS 123 for the periods prior to fiscal 2007, the Company accounted for forfeitures as they occurred.

SFAS 123R requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options to be classified as financing cash flows. Due to the Company's loss position, there were no such tax benefits during the three and six month periods ended March 31, 2007. Prior to the adoption of SFAS 123(R) those benefits would have been reported as operating cash flows had the Company received any tax benefits related to stock option exercises.

The fair value of stock-based awards to employees and directors is calculated using the Black-Scholes option pricing model, even though this model was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions, which differ significantly from the Company's stock options. The Black-Scholes model requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate selected to value any particular grant is based on the U.S Treasury rate that corresponds to the expected life of the grant effective as of the date of the grant. The expected volatility is based on the historical volatility of the Company's stock price. These factors could change in the future, affecting the determination of stock-based compensation expense in future periods.

## Valuation and Expense Information under SFAS 123(R)

The value of stock-based compensation is based on the single option valuation approach under SFAS 123R. It is assumed no dividends will be declared. The estimated fair value of stock-based compensation awards to employees is amortized using the straight-line method over the vesting period of the options. The fair value calculations for stock-based compensation awards to employees for the three and six month periods ended March 31, 2007 were based on the following assumptions:

	Three and Six Months Ended March 31, 2007
Risk-free interest rate	4.49% - 4.71%
Expected life (years)	4.5 - 6.1
Expected volatility	90%
Expected dividends	None

The following table summarizes stock-based compensation expense related to stock options under SFAS 123(R) for the three and six month periods ended March 31, 2007 which was allocated as follows:

	Three Months Ended March 31, 2007	Six Months Ended March 31, 2007
Research and development	\$ 2,882	\$ 14,211
Sales and marketing	11,893	20,897
General and administrative	81,579	105,595
Stock-based compensation expense related to employee stock options included in operating expenses	<u>\$ 96,354</u>	<u>\$ 140,703</u>

The following table summarizes vested and unvested options, fair value per share weighted average remaining term and aggregate intrinsic value.

	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining contractual life (in Years)	Aggregate Intrinsic Value
March 31, 2007				
Vested	2,217,168	0.57	6.31	67,837
Unvested	562,169	0.44	8.76	16,773
Total	<u>2,779,337</u>	\$ 0.54	6.85	<u>84,610</u>

As of March 31, 2007, the company had \$230,473 of unrecognized compensation expense expected to be recognized over a weighted average period of approximately 2.1 years. During the six months ended March 31, 2007, 5,528 options with intrinsic value of \$3,380 were exercised.

A summary of option activity under the Company's stock equity plans during the six months ended March 31, 2007 is as follows:

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (in Years)
Outstanding, September 30, 2006	2,616,246	\$ 1.01	
<b>Granted:</b>			
Board of Directors	90,000	\$ .74	
Executive Officers	0	\$ .00	
Employees	230,000	\$ .72	
Exercised	(5,528)	\$ .84	
Forfeited	(151,381)	\$ 1.63	
Outstanding, March 31, 2007	<u>2,779,337</u>	\$ 1.01	<u>6.85</u>

The following table summarizes significant ranges of outstanding and exercisable options as of March 31, 2007:

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price of Exercisable Options	Number Unvested
\$ 0.43 - \$ 0.69	716,222	6.91	\$ 0.56	591,391	\$ 0.56	124,831
\$ 0.72 - \$ 0.92	1,091,069	6.68	\$ 0.78	653,731	\$ 0.81	437,338
\$ 1.06 - \$ 1.26	810,000	7.35	\$ 1.10	810,000	\$ 1.10	-
\$ 1.60 - \$ 1.68	67,000	6.86	\$ 1.60	67,000	\$ 1.60	-
\$ 2.13 - \$ 2.68	63,025	4.83	\$ 2.31	63,025	\$ 2.32	-
\$ 3.25 - \$ 12.37	32,021	3.09	\$ 6.88	32,021	\$ 6.80	-
	<u>2,779,337</u>	<u>6.85</u>	<u>\$ 0.94</u>	<u>2,217,168</u>	<u>\$ 1.00</u>	<u>562,169</u>

The per share weighted average fair value of options granted during the three and six months ended March 31, 2007 was \$0.55.

#### *Pro Forma Information Under SFAS 123 for Periods Prior to Fiscal 2007*

Prior to fiscal 2007, the weighted-average fair value of stock-based compensation to employees was based on the single option valuation approach. Forfeitures were recognized as they occurred and it was assumed no dividends would be declared.

Prior to fiscal 2007, we accounted for stock-based compensation in accordance with Accounting Principles Board Opinion ("APB") No. 25, *Accounting for Stock Issued to Employees*, and FASB Interpretation No. 44, *Accounting for Certain Transactions Involving Stock Compensation*.

Pro forma information regarding net loss and loss per share is required by SFAS No. 123, *Accounting for Stock-based Compensation*, and has been determined as if the Company had accounted for its employee stock options under the fair value method of that Statement.

The fair value for these options was estimated at the dates of grant using the Black-Scholes option valuation model with the following weighted-average assumptions for the six months ended March 31, 2006.

	2006
Risk free interest rates	4.43%
Dividend yields	0%
Volatility	79%
Weighted average expected life	3 years

For purposes of pro forma disclosures, the estimated fair value of stock-based compensation awards to employees was amortized to expense over the options' vesting period. Our pro-forma information is as follows (in thousands, except for net loss per share information):

	Three months ended March 31 2006	Six months ended March 31 2006
Net income (loss) as reported	\$ 25	\$ (447)
Net loss pro forma	( 76)	(650)
Net income (loss) per share as reported	.00	(.03)
Net loss per share pro forma	(.01)	(.04)

#### 4. Commitments and Contingencies

##### *Termination of Merger Agreement*

On July 14, 2006, the Company announced that it had entered into an agreement to acquire substantially all of the assets and liabilities of Parascript LLC ("Parascript"), a Wyoming limited liability company. On January 23, 2007, Mitek notified Parascript that it was terminating the merger agreement. In connection with the merger, Mitek had accrued, but not yet paid, approximately \$700,000 of fees and costs which were expensed as incurred. As a result of the termination of the merger agreement, Mitek was subject to additional merger related expenses of up to approximately \$1,300,000. During the quarter ended March 31, 2007, the Company conducted discussions with the service providers who had provided merger related services regarding the total amounts owed by Mitek inclusive of the approximate \$1,300,000 of potential liabilities. The Company was able to settle all outstanding merger related obligations except an estimated \$250,000 for potential liabilities which the Company has accrued for as of March 31, 2007. As a result, the Company incurred additional merger related expenses of approximately \$106,000 in the three months ended March 31, 2007. Such merger related expenses are included in general and administrative expense for the three and six months ended March 31, 2007. During the quarter ended March 31, 2007, the Company also received a \$150,000 settlement from merger related activities. This amount was recorded as a reduction of the merger related costs included in general and administrative expenses. During the three months ended March 31, 2007, the Company paid approximately \$293,000 in merger related costs and agreed to pay approximately \$524,000 in the next 30 to 60 days. At March 31, 2007, merger related obligations of approximately \$524,000 are included in the balance sheet in accounts payable, including \$250,000 related to amounts for which the Company has not yet reached settlement. This amount was determined pursuant to the guidance provided by Statement of Financial Accounting Standards No. 5, "Accounting for Contingencies" and FASB Interpretation No. 14, Reasonable Estimation of the Amount. During the quarter ended March 31, 2007, we expensed approximately \$65,000 of capitalized legal cost related to the merger and such costs have been included in general and administrative expenses.

*Leases* - Our office is leased under a non-cancelable operating lease. The lease costs are expensed on a straight-line basis over the lease term. In September 2005, we signed a seven year lease for a property located at 8911 Balboa Avenue, San Diego, California and moved in early December of 2005. The Lease is effective and binding on the parties as of September 19, 2005; however, the term of the Lease began on December 9, 2005, which is the date on which the Landlord achieved substantial completion of certain improvements in accordance with the terms of the Lease (the "Commencement Date"). The initial term of the Lease is seven years. The Lease will be terminable by the Company after the calendar month which is forty-eight (48) full calendar months after the Commencement Date; however, termination will require certain penalties to be paid equal to two months of base rent and all unamortized improvements and commissions. As of the date of this financial statement, the Company does not have any intent to terminate this office lease

## 5. Related Party Transactions

John H. Harland Company made an investment in Mitek in February and May 2005, as discussed in detail in the Company's annual 10K-SB filing for the year ended September 30, 2006, found at Note 8 under Stockholders' Equity. This transaction resulted in John H. Harland Company ("John Harland") and its subsidiary, Harland Financial Services being considered related parties. In connection with the sale, we granted John Harland board observation rights for as long as John Harland continues to hold at least 20% of the shares of common stock it purchased under the Securities Purchase Agreement together with the shares of common stock issuable upon exercise of the warrants.

In the first quarter of fiscal 2007, we recognized revenue of approximately \$155,000 with John Harland for engineering development services and for maintenance covering engineering development services. In addition, we sold to Harland Financial Solutions, a subsidiary of John Harland, software licenses and related software maintenance for approximately \$18,000. In the first quarter of fiscal 2006, we realized revenue of approximately \$353,000 with John Harland for engineering development services. In addition, we sold to Harland Financial Solutions software licenses and related software maintenance for approximately \$27,000. In the first six months of fiscal 2007, we realized revenue of approximately \$235,000 with John Harland for software maintenance and engineering development services, and \$49,000 with Harland Financial Solutions for software licenses and software maintenance. In the first six months of fiscal 2006, we realized revenue of approximately \$703,000 with John Harland for engineering development services and approximately \$44,000 to Harland Financial Solutions for software licenses and software maintenance. At March 31, 2007, there was an outstanding receivable balance from John Harland and Harland Financial Solutions of approximately \$76,000.

## 6. Product Revenues and Sales Concentrations

Product Revenues - During the three and six months ended March 31, 2007 and 2006, our revenues were derived primarily from the Character Recognition Product line. Below is a summary of the revenues by product lines:

Revenue (000's)	Three Months Ended March 31		Six Months Ended March 31	
	2007	2006	2007	2006
Recognition Toolkits	\$ 682	\$ 657	\$ 1,590	\$ 1,433
Document and Image Processing Solutions	37	0	49	10
Professional services, Maintenance and other	582	798	1,101	1,533
Total Revenue	\$ 1,301	\$ 1,455	\$ 2,740	\$ 2,976

Sales Concentration - The Company sells its products primarily to community depository institutions. For the three months ended March 31, 2007 and 2006, the Company had the following sales concentrations:

	Three Months Ended March 31, 2007	Three Months Ended March 31, 2006
Customers to which sales were in excess of 10% of total sales		
Number of customers	4	4
Aggregate percentage of sales	50%	67%

Accounts receivable to the customers in which sales were in excess of 10% of total sales was approximately \$441,000 as of March 31, 2007. Sales to these customers including related parties during the three months ended March 31, 2007 and 2006 were approximately \$648,000 and \$991,000, respectively.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

*Management's Discussion*

In addition to historical information, this Management's Discussion and Analysis (the "MD&A") contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. As contained herein, the words "expects," "anticipates," "believes," "intends," "will," and similar types of expressions identify forward-looking statements, which are based on information that is currently available to us, speak only as of the date hereof, and are subject to certain risks and uncertainties. To the extent that the MD&A contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of the Company, please be advised that our actual financial condition, operating results and business performance may differ materially from that projected or estimated by us in forward-looking statements. We have attempted to identify certain of the factors that we currently believe may cause actual future experiences and results to differ from our current expectations. The difference may be caused by a variety of factors, including, but not limited, to the following: (i) adverse economic conditions; (ii) decreases in demand for our products and services; (iii) intense competition, including entry of new competitors into our markets; (iv) increased or adverse federal, state and local government regulation; (v) our inability to retain our working capital or otherwise obtain additional capital on terms satisfactory to us; (vi) increased or unexpected expenses; (vii) lower revenues and net income than forecast; (viii) price increases for supplies; (ix) inability to raise prices; (x) the risk of litigation and/or administrative proceedings involving us and our employees; (xi) higher than anticipated labor costs; (xii) adverse publicity or news coverage regarding us; (xiii) inability to successfully carry out marketing and sales plans; (xiv) loss of key executives; (xv) the impact of fees and expenses related to the planned transaction with Parascript (xvi) inflationary factors; and (xvii) other specific risks that may be alluded to in this MD&A.

Our strategy for fiscal 2007 is to grow the identified markets for our new products and enhance the functionality and marketability of our image based recognition and forgery detection technologies. In particular, Mitek is determined to expand the installed base of its Recognition Toolkits and leverage existing technology by devising recognition-based applications to detect potential fraud and loss at financial institutions. We also seek to expand the installed base of our Check Forgery detection Solutions by entering into reselling relationships with key resellers who will better penetrate the market and provide Mitek entrée into a larger base of community banks.

## APPLICATION OF CRITICAL ACCOUNTING POLICIES

Mitek's financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates by management are affected by management's application of accounting policies, are subjective and may differ from actual results. Critical accounting policies for Mitek include revenue recognition, allowance for doubtful accounts receivable, fair value of equity instruments and accounting for income taxes.

*Revenue Recognition*

We enter into contractual arrangements with integrators, resellers and end users that may include licensing of our software products, product support and maintenance services, consulting services, resale of third-party hardware, or various combinations thereof, including the sale of such products or services separately. Our accounting policies regarding the recognition of revenue for these contractual arrangements is fully described in the Notes to the Financial Statements, filed with Form 10K-SB for the year ended September 30, 2006.

We consider many factors when applying generally accepted accounting principles to revenue recognition. These factors include, but are not limited to:

- The actual contractual terms, such as payment terms, delivery dates, and pricing of the various product and service elements of a contract
- Time period over which services are to be performed
- Creditworthiness of the customer
- The complexity of customizations to our software required by service contracts
- The sales channel through which the sale is made (direct, VAR, distributor, etc.)
- Discounts given for each element of a contract
- Any commitments made as to installation or implementation "go live" dates

Each of the relevant factors is analyzed to determine its impact, individually and collectively with other factors, on the revenue to be recognized for any particular contract with a customer. Management is required to make judgments regarding the significance of each factor in applying the revenue recognition standards. Any misjudgment or error by management in its evaluation of the factors and the application of the standards, especially with respect to complex or new types of transactions, could have a material adverse effect on our future revenues and operating results.

#### *Accounts Receivable.*

We constantly monitor collections from our customers and maintain a provision for estimated credit losses that is based on historical experience and on specific customer collection issues. While such credit losses have historically been within our expectations and the provisions established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. Since our revenue recognition policy requires customers to be deemed creditworthy, our accounts receivable are based on customers whose payment is reasonably assured. Our accounts receivable are derived from sales to a wide variety of customers. We do not believe a change in liquidity of any one customer or our inability to collect from any one customer would have a material adverse impact on our financial position.

#### *Fair Value of Equity Instruments*

The valuation of certain items, including valuation of warrants, beneficial conversion feature related to convertible debt and compensation expense related to stock options granted, involve significant estimates with underlying assumptions judgmentally determined. The valuation of warrants and stock options are based upon a Black Scholes valuation model, which involve estimates of stock volatility, expected life of the instruments and other assumptions.

#### *Deferred Income Taxes.*

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We maintain a valuation allowance against the deferred tax asset due to uncertainty regarding the future realization based on historical taxable income, projected future taxable income, and the expected timing of the reversals of existing temporary differences. Until such time as we can demonstrate that we will no longer incur losses or if we are unable to generate sufficient future taxable income we could be required to maintain the valuation allowance against our deferred tax assets.

### **RISK FACTORS**

This Quarterly Report on Form 10-QSB contains statements that are forward-looking. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially because of issues and uncertainties such as those listed below and elsewhere in this report, which, among others, should be considered in evaluating our financial outlook.

#### ***Risks Associated With Our Business***

**Because most of our revenues are from a single type of technology, our product concentration may make us especially vulnerable to market demand and competition from other technologies, which could reduce our sales and revenues and cause us to be unable to continue our business.**

We currently derive substantially all of our product revenues from licenses and sales of software products incorporating our character recognition technology. As a result, factors adversely affecting the pricing of or demand for our products and services, such as competition from other products or technologies, any decline in the demand for automated entry of hand printed characters, negative publicity or obsolescence of the software environments in which our products operate could result in lower sales or gross margins and would have a material adverse effect on our business, operating results and financial condition.

**Competition in our market may result in pricing pressures, reduced margins or the inability of our products and services to achieve market acceptance.**

We compete against numerous other companies which address the character recognition market, many of which have greater financial, technical, marketing and other resources. Other companies could choose to enter our marketplace. We may be unable to compete successfully against our current and potential competitors, which may result in price reductions, reduced margins and the inability to achieve market acceptance for our products. Moreover, from time to time, our competitors or we may announce new products or technologies that have the potential to replace our existing product offerings. There can be no assurance that the announcement of new product offerings will not cause potential customers to defer purchases of our existing products, which could adversely affect our business, operating results and financial condition.

**We must continue extensive research and development in order to remain competitive. If our products fail to gain market acceptance, our business, operating results and financial condition would be materially adversely affected by the lower sales.**

Our ability to compete effectively with our character recognition product line will depend upon our ability to meet changing market conditions and develop enhancements to our products on a timely basis in order to maintain our competitive advantage. Rapidly advancing technology and rapidly changing user preferences characterize the markets for products incorporating character recognition technology. Our continued growth will ultimately depend upon our ability to develop additional technologies and attract strategic alliances for related or separate product lines. There can be no assurance that we will be successful in developing and marketing product enhancements and additional technologies, that we will not experience difficulties that could delay or prevent the successful development, introduction and marketing of these products, or that our new products and product enhancements will adequately meet the requirements of the marketplace, will be of acceptable quality, or will achieve market acceptance.

If our new products fail to gain market acceptance, our business, operating results and financial condition would be materially adversely affected by the lower sales. If we are unable, for technological or other reasons, to develop and introduce products in a timely manner in response to changing market conditions or customer requirements, our business, operating results and financial condition may be materially and adversely affected by lower sales.

**Our annual and quarterly results have fluctuated greatly in the past and will likely continue to do so, which may cause substantial fluctuations in our common stock price.**

Our quarterly operating results have in the past and may in the future vary significantly depending on factors including the timing of customer projects and purchase orders, new product announcements and releases by us and other companies, gain or loss of significant customers, price discounting of our products, the timing of expenditures, customer product delivery requirements, availability and cost of components or labor and economic conditions generally and in the information technology market specifically. Any unfavorable change in these or other factors could have a material adverse effect on our operating results for a particular quarter or year, which may cause downward pressure on our common stock price. We expect quarterly and annual fluctuations to continue for the foreseeable future.

**We may need to raise additional capital to fund continuing operations. If our financing efforts are not successful, we will need to explore alternatives to continue operations, which may include a merger, asset sale, joint venture, loans or further expense reductions. If these measures are not successful, we may be unable to continue our operations.**

Our efforts to reduce expenses and generate revenue may not be successful. We have funded our operations in the past by raising capital, selling certain assets and obtaining loans. If our revenues do not increase we will need to raise additional capital through equity or debt financing or through the establishment of other funding facilities in order to keep funding operations.

However, raising capital has been, and will continue to be difficult, and we may not receive sufficient funding. Any future financing that we seek may not be available in amounts or at times when needed, or, even if it is available, may not be on terms acceptable to us. Also, if we raise additional funds by selling equity or equity-based securities, the percentage ownership of our existing stockholders will be reduced and such equity securities may have rights, preferences or privileges senior to those of the holders of our common stock. Any inability to obtain additional cash as needed could have a material adverse effect on our financial position, results of operations and ability to continue in existence.

**Our historical order flow patterns, which we expect to continue, have caused forecasting difficulties for us. If we do not meet our forecasts or analysts' forecasts for us, the price of our common stock may decline.**

Historically, a significant portion of our sales have resulted from shipments during the last few weeks of the quarter from orders received in the last month of the applicable quarter. We do, however, base our expense levels, in significant part, on our expectations of future revenue. As a result, we expect our expense levels to be relatively fixed in the short term. Any concentration of sales at the end of the quarter may limit our ability to plan or adjust operating expenses. Therefore, if anticipated shipments in any quarter do not occur or are delayed, expenditure levels could be disproportionately high as a percentage of sales, and our operating results for that quarter would be adversely affected. As a result, we believe that period-to-period comparisons of our results of operations are not and will not necessarily be meaningful, and you should not rely upon them as an indication of future performance. If our operating results for a quarter are below the expectations of public market analysts and investors, the price of our common stock may be materially adversely affected.

**If our products have product defects, it could damage our reputation, sales, profitability and result in other costs, any of which could adversely affect our operating results which could cause our common stock price to go down.**

Our products are extremely complex and are constantly being modified and improved, and as such they may contain undetected defects or errors when first introduced or as new versions are released. As a result, we have in the past and could in the future face loss or delay in recognition of revenues as a result of software errors or defects. In addition, our products are typically intended for use in applications that are critical to a customer's business. As a result, we believe that our customers and potential customers have a greater sensitivity to product defects than the market for software products generally.

There can be no assurance that, despite our testing, errors will not be found in new products or releases after commencement of commercial shipments, resulting in loss of revenues or delay in market acceptance, diversion of development resources, damage to our reputation, adverse litigation, or increased service and warranty costs, any of which would have a material adverse effect upon our business, operating results and financial condition.

**Our success and our ability to compete are dependent, in part, upon protection of our proprietary technology. If we are unable to protect our proprietary technology, our revenues and operating results would be materially adversely affected.**

We generally rely on trademark, trade secret, copyright and patent law to protect our intellectual property. We may also rely on creative skills of our personnel, new product developments, frequent product enhancements and reliable product maintenance as means of protecting our proprietary technologies. There can be no assurance, however, that such means will be successful in protecting our intellectual property. There can be no assurance that others will not develop technologies that are similar or superior to our technology.

The source code for our proprietary software is protected both as a trade secret and as a copyrighted work. Despite these precautions, it may be possible for a third party to copy or otherwise obtain and use our products or technology without authorization, or to develop similar technology independently.

**We may have difficulty protecting our proprietary technology in countries other than the United States. If we are unable to protect our proprietary technology, our revenues and operating results would be materially adversely affected.**

We operate in a number of countries other than the United States. Effective copyright and trade secret protection may be unavailable or limited in certain countries. Moreover, there can be no assurance that the protection provided to our proprietary technology by the laws and courts of foreign nations against piracy and infringement will be substantially similar to the remedies available under United States law. Any of the foregoing considerations could result in a loss or diminution in value of our intellectual property, which could have a material adverse effect on our business, financial condition, and results of operations.

**Companies may claim that we infringe their intellectual property or proprietary rights, which could cause us to incur significant expenses or prevent us from selling our products.**

We have in the past had companies claim that certain technologies incorporated in our products infringe their patent rights. Although we have resolved the past claims and there are currently no claims of infringement pending against us, there can be no assurance that we will not receive notices in the future from parties asserting that our products infringe, or may infringe, those parties' intellectual property rights. There can be no assurance that licenses to disputed technology or intellectual property rights would be available on reasonable commercial terms, if at all.

Furthermore, we may initiate claims or litigation against parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Litigation, either as plaintiff or defendant, could result in significant expense to us and divert the efforts of our technical and management personnel from operations, whether or not such litigation is resolved in our favor. In the event of an adverse ruling in any such litigation, we might be required to pay substantial damages, discontinue the use and sale of infringing products, expend significant resources to develop non-infringing technology or obtain licenses to infringing technology. In the event of a successful claim against us and our failure to develop or license a substitute technology, our business, financial condition and results of operations would be materially and adversely affected.

**We depend upon our key personnel.**

Our future success depends in large part on the continued service of our key technical and management personnel. We do not have employment contracts with, or "key person" life insurance policies on, any of our employees, including Mr. James B. DeBello, our President and Chief Executive Officer, Mr. John M. Thornton, our Chairman and Mr. Tesfaye Hailemichael, our Chief Financial Officer. Loss of services of key employees could have a material adverse effect on our operations and financial condition. We are also dependent on our ability to identify, hire, train, retain and motivate high quality personnel, especially highly skilled engineers involved in the ongoing developments required to refine our technologies and to introduce future applications. The high technology industry is characterized by a high level of employee mobility and aggressive recruiting of skilled personnel.

We cannot assure you that we will be successful in attracting, assimilating and retaining additional qualified personnel in the future. If we were to lose the services of one or more of our key personnel, or if we failed to attract and retain additional qualified personnel, it could materially and adversely affect our customer relationships, competitive position and revenues.

**We do not have a current credit facility.**

While we believe that our current cash on hand and cash generated from operations, is sufficient to finance our operations for the next twelve months, we can make no assurance that we will not need additional financing during the next twelve months or beyond. Actual sales, expenses, market conditions or other factors which could have a material affect upon us could require us to obtain additional financing. If such financing is not available, or if available, is not on reasonable terms, it could have a material adverse effect upon our results of operations and financial condition.

**The liability of our officers and directors is limited pursuant to Delaware law.**

Pursuant to our Certificate of Incorporation, and as authorized under applicable Delaware Law, our directors and officers are not liable for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit.

***Risks Related to Our Stock***

**A few of our stockholders have significant control over our voting stock which may make it difficult to complete some corporate transactions without their support and may prevent a change in control.**

As of March 31, 2007, John M. Thornton, who is our Chairman of the Board and his spouse, Director Sally B. Thornton, beneficially owned 2,699,959 shares of common stock or approximately 16% of our outstanding common stock. Our directors and executive officers as a whole, own approximately 16% of our outstanding common stock, or approximately 28% including outstanding options (vested and unvested) to acquire common stock. John H. Harland Company ("John Harland") has 2,464,284 shares of common stock or approximately 14.7% of our outstanding common stock. John Harland also holds 321,428 warrants which may be exercised to acquire 321,428 shares of common stock, thereby increasing the number of shares of common stock held by John Harland to 2,785,712 shares or approximately 16.2% of our outstanding common stock. Laurus Funds may acquire up to 1,060,000 shares of common stock upon exercise of its warrant or approximately 5% of the outstanding common stock.

The above-described significant stockholders may have considerable influence over the outcome of all matters submitted to our stockholders for approval, including the election of directors. In addition, this ownership could discourage the acquisition of our common stock by potential investors and could have an anti-takeover effect, possibly depressing the trading price of our common stock.

**Our common stock is listed on the Over-The-Counter Bulletin Board.**

Our common stock is currently listed on the Over-The-Counter Bulletin Board (the "OTCBB"). If our common stock became ineligible to be listed on the OTCBB, it would likely continue to be listed on the "pink sheets." Securities traded on the OTCBB or the "pink sheets" are subject to certain securities regulations. These regulations may limit, in certain circumstances, certain trading activities in our common stock, which could reduce the volume of trading in our common stock or the market price of our common stock. The OTC market and the "pink sheets" also typically exhibit extreme price and volume fluctuations. These broad market factors may materially adversely affect the market price of our common stock, regardless of our actual operating performance. In the past, individual companies whose securities have exhibited periods of volatility in their market price have had securities class action litigation instituted against that company. This type of litigation, if instituted, could result in substantial costs and a diversion of management's attention and resources.

**We may issue preferred stock, which could adversely affect the rights of common stock holders.**

The Board of Directors is authorized to issue up to 1,000,000 shares of preferred stock and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote or action by the stockholders. The rights of the holders of common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. The issuance of preferred stock, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire a majority of our outstanding voting stock. We have no current plans to issue shares of preferred stock.

**Our common stock price has been volatile. You may not be able to sell your shares of our common stock for an amount equal to or greater than the price at which you acquire your shares of common stock.**

The market price of our common stock has been, and is likely to continue to be, highly volatile. Future announcements concerning us or our competitors, quarterly variations in operating results, announcements of technological innovations, the introduction of new products or changes in the product pricing policies of Mitek or its competitors, claims of infringement of proprietary rights or other litigation, changes in earnings estimates by analysts or other factors could cause the market price of our common stock to fluctuate substantially. In addition, the stock market has from time-to-time experienced significant price and volume fluctuations that have particularly affected the market prices for the common stocks of technology companies and that have often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of our common stock. During the fiscal year ended September 30, 2006, our common stock price ranged from \$0.70 to \$1.88. During the six months ended March 31, 2007, our common stock price ranged from \$0.67 to \$1.55.

**Applicable SEC Rules governing the trading of "penny stocks" limit the trading and liquidity of our common stock which may adversely affect the trading price of our common stock.**

Our common stock currently trades on the OTC Bulletin Board. Since our common stock continues to trade below \$5.00 per share, our common stock is considered a "penny stock" and is subject to SEC rules and regulations that impose limitations upon the manner in which our shares can be publicly traded. These regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure document explaining the penny stock market and the associated risks. Under these regulations, brokers who recommend penny stocks to persons other than established customers or certain accredited investors must make a special written suitability determination for the purchaser and receive the purchaser's written agreement to a transaction prior to sale. These regulations have the effect of limiting the trading activity of our common stock and reducing the liquidity of an investment in our common stock.

**We do not intend to pay dividends in the foreseeable future.**

We have never declared or paid a dividend on our common stock. We intend to retain earnings, if any, for use in the operation and expansion of our business and, therefore, do not anticipate paying any dividends in the foreseeable future.

**ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS:**

**Comparison of Three Months and Six Months Ended March 31, 2007 and 2006**

*Net Sales.* Net sales for the three month period ended March 31, 2007 were approximately \$1,301,000, compared to approximately \$1,455,000 for the same period in 2006, a decrease of approximately \$154,000, or 11%. The decrease was primarily attributable to decrease in engineering services revenue to John H. Harland, a related party. A portion of the decrease was partially offset by an increase in software sales during the quarter.

Revenue from John H. Harland Co. for engineering development services and maintenance was approximately \$155,000 for the quarter ended March 31, 2007 compared with \$353,000 for the same period in fiscal 2006. Revenue on software licenses and related software maintenance of approximately \$18,000 was sold to Harland Financial Solutions for the period ended March 31, 2007 compared to \$27,000 for the same period in 2006.

Net sales for the six month period ended March 31, 2007 were approximately \$2,740,000 compared to approximately \$2,976,000 for the same period in 2006, a decrease of approximately \$236,000 or 8%. The decrease was primarily attributable to the decrease in engineering development services revenue from John Harland, a related party.

Revenue from John H. Harland Co. for the six month period ended March 31, 2007 was approximately \$235,000 for engineering services and maintenance as compared to revenue of \$703,000 for engineering development services in the same period in fiscal 2006. The reason for the decline in engineering development revenue at March 31, 2007 was due to the completion of the major development project from Harland in fiscal year ended September 30, 2006. Revenue on software licenses and related software maintenance from Harland Financial Solutions for the six month period ended March 31, 2007 was \$49,000 compared to \$44,000 for the same period in 2006.

*Cost of Sales.* Cost of Sales for the three month period ended March 31, 2007 was approximately \$108,000 compared to approximately \$225,000 for the same period in 2006, a decrease of approximately \$117,000 or 52%. The dollar decrease was primarily attributable to the decrease in engineering development revenue from Harland and associated cost allocated from engineering to cost of professional services, education and other.. Revenue from Harland for the second quarter was lower compared to other quarters. Stated as a percentage of net sales, cost of sales were 8% compared to 16% for the same period in fiscal 2006. The decrease as a percentage of sales was primarily in costs of sales related to engineering revenue from Harland. Engineering development revenue from Harland has decreased in the second quarter of 2007 compared to at the same time in 2006 due to the completion of the project at the end of 2006.

Cost of sales for the six month period ended March 31, 2007 was approximately \$265,000 compared to approximately \$635,000 for the same period in 2006, a decrease of approximately \$370,000 or 58%. Stated as a percentage of net sales, cost of sales were 10% compared to 21% for the same period in fiscal 2006. The dollar decrease, and the decrease as a percentage of sales, in cost of sales is due to a decrease in engineering services revenue from Harland and direct costs related to the engineering services revenue.

*Operations.* Operations expense for the three-month period ended March 31, 2007 were approximately \$22,000, compared to \$22,000 for the same period in 2006. Stated as a percentage of net sales, operations expenses were 2% for the periods ended March 31, 2007 and 2006.

Operations expenses for the six month period ended March 31, 2007 were approximately \$44,000, compared to approximately \$43,000 for the same period in 2006, an increase of approximately \$1,000 or 2%. Stated as a percentage of net sales, operations expenses increased to 2% for the period ended March 31, 2007, compared to 1% for the same period in 2006.

*Selling and Marketing.* Selling and marketing expenses for the three month period ended March 31, 2007 were approximately \$295,000, compared to \$322,000 for the same period in 2006, a decrease of approximately \$27,000 or 8%. Stated as a percentage of net sales, selling and marketing expenses were 23% for the periods ended March 31, 2007 and March 31, 2006. The dollar decrease in expenses for the three month period is primarily attributable to reduced headcount in the current fiscal year which was offset by stock based compensation expense of approximately \$12,000 as a result of adopting FAS 123(R) effective October 1, 2006.

Selling and marketing expenses for the six month period ended March 31, 2007 were approximately \$550,000, compared to \$721,000 for the same period in 2006, a decrease of approximately \$171,000 or 24%. Stated as a percentage of net sales, selling and marketing expenses decreased to 20% for the period ended March 31, 2007, compared to 24% for the same period in 2006. The dollar decrease in expenses for the six month period is primarily attributable to reduced headcount in the current fiscal year. The stock based compensation expense for selling and marketing for the six month period ended March 31, 2007 was approximately \$21,000 as a result of adopting FAS 123(R) effective October 1, 2006.

*Research and Development.* Research and development expenses are incurred to maintain existing products, develop new products or new product features, and development of custom projects. Research and development expenses for the three month period ended March 31, 2007 were approximately \$495,000 compared to approximately \$405,000 for the same period in 2006, an increase of approximately \$90,000 or 22%. Stated as a percentage of net sales, research and development expenses increased to 38% for the period ended March 31, 2007 compared to 28% for the same period in 2006. The dollar increase in expenses for the three month period ended March 31, 2007 primarily relates to increasing the outsourcing of software development. The stock based compensation expense for research and development for the three month period ended March 31, 2007 was approximately \$3,000 as a result of adopting FAS 123(R) effective October 1, 2006.

Research and development expenses for the three month periods do not include approximately \$18,000 and approximately \$168,000, respectively, that was spent in research and development related to contract development and charged to cost of sales-professional services, education and other. Research and development expenses including charges to cost of sales were approximately \$514,000 and approximately \$573,000 for the period ended March 31, 2007 and 2006, respectively.

Research and development expenses for the six month period ended March 31, 2007 were approximately \$997,000, compared to approximately \$732,000 for the same period in 2006, an increase of approximately \$265,000 or 36%. Stated as a percentage of net sales, research and development expenses increased to 36% for the six month period ended March 31, 2007 compared to 25% for the same period in 2006. The increase in expenses for the six month period is primarily due to increasing outsourcing of software development. The research and development expenses include approximately \$14,000 in stock based compensation expense. For the six month periods ended March 31, 2007 and 2006 approximately \$18,000 and \$538,000, respectively, was spent in research and development related to contract development and charged to cost of sales-professional services, education and other. We anticipate continuing outsourcing some software development.

*General and Administrative.* General and administrative expenses for the three month period ended March 31, 2007 were approximately \$591,000, compared to approximately \$416,000 for the same period in 2006, an increase of approximately \$175,000 or 42%. Stated as a percentage of net sales, general and administrative expenses increased to 45% compared to 29% for the same period in 2006. The increase in expenses for the three month period is primarily attributable to the costs and expenses relating to the merger of Parascript, LLC and Mitek described in Footnote 4 of the financial statements, and includes stock based compensation expense of approximately \$82,000 as a result of adopting FAS 123(R) effective October 1, 2006.

General and administrative expenses for the six month period ended March 31, 2007 were approximately \$1,387,000, compared to approximately \$948,000 for the same period in 2006, an increase of approximately \$439,000 or 46%. Stated as a percentage of net sales, general and administrative expenses increased to 51% for the period ended March 31, 2007 compared to 32% for the same period in 2006. The increase in expenses for the six month period is primarily attributable to the costs and expenses relating to the merger of Parascript, LLC and Mitek described in Footnote 4 of the financial statements, and includes stock based compensation expense of approximately \$106,000 as a result of adopting FAS 123(R) effective October 1, 2006.

*Interest and Other Income (Expense) - Net.* Interest and other income (expense) for the three-month period ended March 31, 2007 was approximately \$400 compared to interest and other income (expense) of approximately (\$38,000) for the same period in 2006, a change of approximately \$38,000. The primary reason for the change relates to the elimination of interest expense in fiscal 2006 relating to the debt from Laurus, which was fully converted to equity in June 2006 leaving no outstanding principal balance on the note. In the three month period ended March 31, 2007, the interest expense was approximately \$3,000 compared to approximately \$58,000 for the three month period ended March 31, 2006, including cash interest paid to Laurus Master Fund of \$14,000 in fiscal 2006. Included in interest expense during the period ended March 31, 2006 was amortization of the deferred loan costs related to the beneficial conversion feature of the convertible note, including additional expense recognized from accelerated conversion of debt to equity.

Interest and Other Income (Expense) - Net for the six month period ended March 31, 2007 was approximately (\$1,000) compared to interest and other income (expense) of approximately (\$342,000) for the same period in 2006, a change of approximately \$341,000. The primary reason for the change relates to the elimination of interest expense in fiscal 2006 relating to the debt from Laurus, which was fully converted to equity in June 2006 leaving no outstanding principal balance on the note. In the six month period ended March 31, 2007, the interest expense was approximately \$9,000 compared to approximately \$370,000 for the six month period ended March 31, 2006, including cash interest paid to Laurus Master Fund of \$38,000 in fiscal 2006. Included in interest expense during the six month period ended March 31, 2006 was amortization of the deferred loan costs related to the beneficial conversion feature of the convertible note, including additional expense recognized from accelerated conversion of debt to equity.

#### LIQUIDITY AND CAPITAL

At March 31, 2007, the Company had approximately \$2,195,000 in cash and cash equivalents as compared to \$2,331,000 at September 30, 2006. Accounts receivable totaled approximately \$1,185,000, an increase of approximately \$106,000 over the September 30, 2006 balance of approximately \$1,079,000. The increase in accounts receivable was primarily the result of sales generated in the latter part of the quarter.

We financed our cash needs during the six months ended March 31, 2007 and for the same period in fiscal 2006 primarily from collections of accounts receivable and existing cash and cash equivalents.

Net cash used in operating activities during the six months ended March 31, 2007 was approximately \$135,000. The primary use of cash from operating activities was the loss during the six month period of approximately \$505,000 and a decrease of accounts payable of \$47,000 offset by an increase of accounts receivable of \$107,000, an increase of deferred revenue of \$228,000, non cash expenses of stock based compensation of approximately \$141,000, depreciation and amortization of fixed assets for approximately \$22,000 and an increase in accrued liabilities of approximately \$54,000.

Our working capital and current ratio was approximately \$1,595,000 and 1.84, respectively, at March 31, 2007, compared to \$1,905,000 and 2.12 at September 30, 2006, and total liabilities to equity ratio was 1.17 to 1 at March 31, 2007 compared to .86 to 1 at September 30, 2006.

There are no significant capital expenditures planned for the foreseeable future.

We evaluate our cash requirements on a quarterly basis. Historically, we have managed our cash requirements principally from cash generated from operations and financing transactions. We believe that we will have sufficient capital to finance our operations for the next twelve months using existing cash and cash equivalents, and cash to be generated from operations, subject to the outcomes described below.

On July 14, 2006, the Company announced that it had entered into an agreement to acquire substantially all of the assets and liabilities of Parascript LLC ("Parascript"), a Wyoming limited liability company. On January 23, 2007, Mitek notified Parascript that it was terminating the merger agreement. In connection with the merger, Mitek had accrued, but not yet paid, approximately \$700,000 of fees and costs which were expensed as incurred. As a result of the termination of the merger agreement, Mitek was subject to additional merger related expenses of up to approximately \$1,300,000. During the quarter ended March 31, 2007, the Company conducted discussions with the service providers who had provided merger related services regarding the total amounts owed by Mitek inclusive of the approximate \$1,300,000 of potential liabilities. The Company was able to settle all outstanding merger related obligations except an estimated \$250,000 for potential liabilities which the Company has accrued for as of March 31, 2007. As a result, the Company incurred additional merger related expenses of approximately \$106,000 in the three months ended March 31, 2007. Such merger related expenses are included in general and administrative expense for the three and six months ended March 31, 2007. During the quarter ended March 31, 2007, the Company also received a \$150,000 settlement from merger related activities. This amount was recorded as a reduction of the merger related costs included in general and administrative expenses. During the three months ended March 31, 2007, the Company paid approximately \$293,000 in merger related costs and expect to pay approximately \$524,000 in the next 30 to 60 days. At March 31, 2007, merger related obligations of approximately \$524,000 are included in the balance sheet in accounts payable, including \$250,000 related to amounts for which the Company has not yet reached settlement. This amount was determined pursuant to the guidance provided by Statement of Financial Accounting Standards No. 5, "Accounting for Contingencies" and FASB Interpretation No. 14, Reasonable Estimation of the Amount. During the quarter ended March 31, 2007, we expensed approximately \$65,000 of capitalized legal cost related to the merger and such costs have been included in general and administrative expenses.

### ITEM 3

#### CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15 as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective as of the quarter ended March 31, 2007.

There have not been any changes in our internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d - 15(f) under the Exchange Act) during the fiscal quarter ended March 31, 2007 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting

### PART II - OTHER INFORMATION

#### ITEM 1

##### LEGAL PROCEEDINGS

There are no additional material legal proceedings pending against the Company not previously reported by the Company in Item 3 of its Form 10-KSB for the year ended September 30, 2006, which Item 3 is incorporated herein by reference.

#### ITEM 4

##### SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

- a. The Company's Annual Meeting of Stockholders was held on February 27, 2007 (the "Meeting").
- b. The following directors were elected at the Meeting:

Director	For	Against or Withheld
John M. Thornton	14,626,530	1,486,147
James B. DeBello	14,686,680	1,425,997
Sally B. Thornton	14,474,186	1,638,491
Gerald I Farmer, Ph.D	14,532,011	1,580,666
Michael Bealmear	15,784,605	328,072
William P. Tudor	15,784,555	328,122
Vinton Cunningham	15,784,855	327,822

- c. Mayer Hoffman McCann, P.C. was ratified as the Company's 2007 auditors:

For	Against or Withheld	Abstain or Broker Non-Vote
15,744,477	123,488	883,172

ITEM 6.

EXHIBITS AND REPORTS ON FORM 8-K

- a. Exhibits:  
The following exhibits are filed herewith:

Exhibit Number	Exhibit Title
31.1	Certification of Periodic Report by the Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
31.2	Certification of Periodic Report by the Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
32.1	Certification of Periodic Report by the Chief Executive Officer Pursuant to Section 906 of the Sarbanes Oxley Act of 2002
32.2	Certification of Periodic Report by the Chief Financial Officer Pursuant to Section 906 of the Sarbanes Oxley Act of 2002

- b. Form 8-K filed on January 24, 2007, Item 4.01, notifying of the change in our registered public accounting firm from Stonefield Josephson, Inc. to Mayer Hoffman McCann, P.C.

Form 8-K filed on January 25, 2007, Item 1.02, notifying of the termination of a material definitive agreement, amended and restated agreement and plan of merger, with Parascript LLC

SIGNATURES

In accordance with 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.*

Date: May 9, 2007

/s/ James B. DeBello

James B. DeBello, President and  
Chief Executive Officer

Date: May 9, 2007

/s/ Tesfaye Hailemichael

Tesfaye Hailemichael  
Chief Financial Officer

**CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER**

I, James B. DeBello, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Mitek Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2007

By: /s/ James B. DeBello

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James B. DeBello  
President and  
Chief Executive Officer

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**CERTIFICATION OF  
CHIEF FINANCIAL OFFICER**

I, Tesfaye Hailemichael, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Mitek Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2007

By: /s/ Tesfaye Hailemichael

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Tesfaye Hailemichael  
Chief Financial Officer

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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, James B. DeBello, President and Chief Executive Officer of Mitek Systems, Inc. (the "Registrant"), do hereby certify pursuant to Rule 13a-14(b) of the Securities and Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that:

(1) the Registrant's Quarterly Report on Form 10-QSB of the Registrant for the period ended March 31, 2007 (the "Report"), to which this statement is filed as an exhibit, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: May 9, 2007

By: /s/ James B. DeBello

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James B. DeBello  
President and  
Chief Executive Officer

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Tesfaye Hailemichael, Chief Financial Officer of Mitek Systems, Inc. (the "Registrant"), do hereby certify pursuant to Rule 13a-14(b) of the Securities and Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that:

(1) the Registrant's Quarterly Report on Form 10-QSB of the Registrant for the period ended March 31, 2007 (the "Report"), to which this statement is filed as an exhibit, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: May 9, 2007

By: /s/ Tesfaye Hailemichael

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Tesfaye Hailemichael  
Chief Financial Officer

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