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

Form 10-Q

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

For the quarterly period ended March 31, 2014

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

For the transition period from to .

Commission File Number 001-35231

MITEK SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware **(State or Other Jurisdiction of Incorporation or Organization)**	**87-0418827** **(I.R.S. Employer Identification No.)**
8911 Balboa Ave., Suite B **San Diego, California** **(Address of Principal Executive Offices)**	**92123** **(Zip Code)**

(858) 309-1700
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	☐	Accelerated Filer	☒
Non-Accelerated Filer	☐ (Do not check if a smaller reporting company)	Smaller Reporting Company	☐

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 30,481,168 shares of the registrant's common stock outstanding as of May 1, 2014.

[Table of Contents](#)

MITEK SYSTEMS, INC.

FORM 10-Q

For The Quarterly Period Ended March 31, 2014

INDEX

Table of Contents

PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

MITEK SYSTEMS, INC.
BALANCE SHEETS

	March 31, 2014 (Unaudited)	September 30, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 7,920,523	$ 23,294,456
Short-term investments	18,324,441	5,730,872
Accounts receivable, net	3,115,319	1,494,627
Other current assets	609,914	661,706
Total current assets	29,970,197	31,181,661
Property and equipment, net	1,507,237	1,629,664
Other non-current assets	42,049	42,049
Total assets	$ 31,519,483	$ 32,853,374
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,684,639	$ 1,875,909
Accrued payroll and related taxes	1,447,819	1,455,487
Deferred revenue, current portion	3,225,970	2,335,532
Other current liabilities	156,883	151,536
Total current liabilities	6,515,311	5,818,464
Deferred revenue, non-current portion	411,175	511,125
Other non-current liabilities	715,772	795,043
Total liabilities	7,642,258	7,124,632
Stockholders' equity:		
Preferred stock, $0.001 par value, 1,000,000 shares authorized, none issued and outstanding	—	—
Common stock, $0.001 par value, 60,000,000 shares authorized, 30,481,168 and 30,361,442 issued and outstanding, respectively	30,481	30,361
Additional paid-in capital	58,235,475	56,431,640
Accumulated other comprehensive gain	7,683	1,838
Accumulated deficit	(34,396,414)	(30,735,097)
Total stockholders' equity	23,877,225	25,728,742
Total liabilities and stockholders' equity	$ 31,519,483	$ 32,853,374

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

MITEK SYSTEMS, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	**2013**	**2014**	**2013**
Revenue				
Software	$ 3,122,114	$ 2,174,878	$ 6,291,978	$ 4,745,584
Maintenance and professional services	1,362,024	1,049,384	2,654,684	1,788,343
Total revenue	4,484,138	3,224,262	8,946,662	6,533,927
Operating costs and expenses				
Cost of revenue-software	172,568	154,256	493,667	346,862
Cost of revenue-maintenance and professional services	276,646	262,836	526,244	410,226
Selling and marketing	1,947,573	1,417,397	3,797,475	2,681,449
Research and development	1,630,628	1,641,353	3,156,202	3,044,107
General and administrative	2,668,246	2,147,806	4,665,445	3,816,735
Total costs and expenses	6,695,661	5,623,648	12,639,033	10,299,379
Operating loss	(2,211,523)	(2,399,386)	(3,692,371)	(3,765,452)
Other income (expense), net				
Interest and other expense, net	(1,576)	(1,106)	(3,277)	(3,308)
Interest income, net	21,252	8,017	36,462	16,643
Total other income (expense), net	19,676	6,911	33,185	13,335
Loss before income taxes	(2,191,847)	(2,392,475)	(3,659,186)	(3,752,117)
Provision for income taxes	(1,170)	(800)	(2,131)	(800)
Net loss	$ (2,193,017)	$ (2,393,275)	$ (3,661,317)	$ (3,752,917)
Net loss per share – basic and diluted	$ (0.07)	$ (0.09)	$ (0.12)	$ (0.14)
Shares used in calculating net loss per share – basic and diluted	30,453,455	26,473,938	30,427,646	26,246,642

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

Table of Contents

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

	Six Months Ended March 31, 2014	Six Months Ended March 31, 2013
Operating activities:		
Net loss	$ (3,661,317)	$(3,752,917)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Stock-based compensation expense	1,745,121	1,360,133
Depreciation and amortization	236,518	117,147
Accretion and amortization on debt securities	195,937	98,822
Provision for bad debt	(4,500)	(3,773)
Changes in assets and liabilities:		
Accounts receivable	(1,616,192)	307,385
Other assets	46,134	(264,316)
Accounts payable	(191,270)	1,064,144
Accrued payroll and related taxes	(7,668)	195,703
Deferred revenue	790,488	804,912
Other liabilities	(64,716)	854,702
Net cash (used in) provided by operating activities	(2,531,465)	781,942
Investing activities:		
Purchases of investments	(17,651,627)	(1,417,086)
Sales and maturities of investments	4,873,624	3,935,734
Purchases of property and equipment	(114,091)	(748,661)
Net cash (used in) provided by investing activities	(12,892,094)	1,769,987
Financing activities:		
Proceeds from exercise of stock options	58,834	745,485
Principal payments on capital lease obligations	(9,208)	(8,255)
Net cash provided by financing activities	49,626	737,230
Net (decrease) increase in cash and cash equivalents	(15,373,933)	3,289,159
Cash and cash equivalents at beginning of period	23,294,456	6,702,090
Cash and cash equivalents at end of period	$ 7,920,523	$ 9,991,249
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 3,295	$ 4,249
Cash paid for income taxes	$ 2,131	$ 800
Supplemental disclosures of non-cash investing and financing activities:		
Unrealized holding gain on available-for-sale investments	$ 5,845	$ 2,536
Cashless settlement of restricted stock units	$ 15	$ 12
Cashless exercise of stock options	$ 3	$ 121

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

MITEK SYSTEMS, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Mitek Systems, Inc. (the “Company”) is a mobile solutions provider engaged in the development, sale and service of its proprietary software solutions related to mobile imaging.

The Company applies its patented technology in image capture, correction and intelligent data extraction in the mobile financial and business applications markets. The Company’s technology allows users to remotely deposit checks, pay bills, transfer credit card balances, open accounts and get insurance quotes by taking pictures of various documents with their camera-equipped smartphones and tablets instead of using the device keyboard. The Company’s products use advanced algorithms to correct image distortion, extract relevant data, route images to their desired location and process transactions through users’ financial institutions. As of March 31, 2014, the Company has been granted 19 patents and has an additional 23 patent applications pending.

The Company’s Mobile Deposit® product is software that allows users to remotely deposit a check using their camera-equipped smartphone or tablet. As of March 31, 2014, 2,222 financial institutions have signed agreements to deploy Mobile Deposit® and 1,759 of these financial institutions have deployed Mobile Deposit® to their customers, including all of the top ten U.S. retail banks and more than two-thirds of the top 50 U.S. retail banks and payment processing companies, as ranked by SNL Financial for the fourth quarter of calendar year 2013. Other mobile imaging software solutions the Company offers include Mobile Photo Bill Pay®, a mobile bill payment product that allows users to pay their bills using their bank account and any camera-equipped smartphone or tablet, Mobile Photo Payments™, a product that allows users to pay their bills directly to the biller using their camera-equipped smartphone or tablet, Mobile Balance Transfer™, a product that allows credit card issuers to provide an offer to users and transfer an existing credit card balance by capturing an image of the user’s current credit card statement, Mobile Photo Account Opening™, a product that enables users to open a checking, savings or credit card account by capturing an image of the front and back of their driver’s license with their camera-equipped smartphone or tablet, and Mobile Photo Quoting™, a product that enables users to receive insurance quotes by using their camera-equipped smartphone or tablet to take a picture of their driver’s license and insurance card. The Company’s mobile imaging software solutions can be accessed by any smartphone or tablet using iOS and Android operating systems.

The Company markets and sells its mobile imaging software solutions through channel partners or directly to enterprise customers that typically purchase licenses based on the number of transactions or subscribers that use the Company’s mobile software. The Company’s mobile imaging software solutions are often embedded in other mobile banking or enterprise applications developed by banks, insurance companies or their partners, and marketed under their own proprietary brands. In February 2014, the Company launched the Mitek Developers Network. The program will extend use of the Company’s Mobile Imaging Platform™ to developers interested in creating new mobile applications using camera-equipped smartphones and tablets.

Basis of Presentation

The accompanying unaudited financial statements of the Company as of March 31, 2014 have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and, accordingly, they do not include all information and footnote disclosures required by accounting principles generally accepted in the U.S. (“GAAP”). The Company believes the footnotes and other disclosures made in the financial statements are adequate for a fair presentation of the results of the interim periods presented. The financial statements include all adjustments (solely of a normal recurring nature) which are, in the opinion of management, necessary to make the information presented not misleading. You should read these financial statements and the accompanying notes in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2013, filed with the U.S. Securities and Exchange Commission (the "SEC") on December 12, 2013 (the "Form 10-K").

Results for the three and six months ended March 31, 2014 are not necessarily indicative of results for any other interim period or for a full year.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications do not impact the reported net loss for such periods and do not have a material impact on the presentation of the overall financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the related disclosure of contingent assets and liabilities. On an ongoing basis, management reviews its estimates based upon currently available information. Actual future results could differ materially from those estimates.

Net Loss Per Share

The Company calculates net loss per share in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, *Earnings Per Share*. Basic and diluted net loss per share are based on the weighted-average number of common shares outstanding during the period, without giving effect to potentially dilutive securities. In a period with a net loss position, potentially dilutive securities, such as options, warrants and restricted stock units ("RSUs"), are not included in the calculation of diluted net loss because to do so would be antidilutive, and the number of shares used to calculate basic and diluted net loss is the same.

For the three and six months ended March 31, 2014 and 2013, the following potentially dilutive common shares were excluded from the calculation of net loss per share, as they would have been antidilutive:

	Three and six months ended March 31, 2014	Three and six months ended March 31, 2013
Stock options	2,708,063	2,672,758
Restricted stock units	1,155,472	680,004
Warrants	6,667	6,667
Total potentially dilutive common shares outstanding	3,870,202	3,359,429

The calculation of basic and diluted net loss per share is as follows:

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013	Six Months Ended March 31, 2014	Six Months Ended March 31, 2013
Net loss	$ (2,193,017)	$ (2,393,275)	$ (3,661,317)	$ (3,752,917)
Weighted-average common shares outstanding - basic	30,453,455	26,473,938	30,427,646	26,246,642
Effect of dilutive common share equivalents	—	—	—	—
Weighted-average common shares and share equivalents outstanding - diluted	30,453,455	26,473,938	30,427,646	26,246,642
Net loss per share - basic	$ (0.07)	$ (0.09)	$ (0.12)	$ (0.14)
Net loss per share - diluted	$ (0.07)	$ (0.09)	$ (0.12)	$ (0.14)

Revenue Recognition

Revenue from sales of software licenses sold through direct and indirect channels is recognized upon shipment of the related product, if the requirements of FASB ASC Topic 985-605, *Software Revenue Recognition* ("ASC 985-605") are met, including evidence of an arrangement, delivery, fixed or determinable fee, collectability and vendor specific objective evidence ("VSOE") of the fair value of the undelivered element. If the requirements of ASC 985-605 are not met at the date of shipment, revenue is not recognized until such elements are known or resolved. Revenue from customer support services, or maintenance revenue, includes post-contract support and the rights to unspecified upgrades and enhancements. VSOE of fair value for customer support services is determined by reference to the price the customer pays for such element when sold separately; that is, the renewal rate offered to customers. Revenue derived from professional services primarily includes consulting, implementation, and training. Revenue from fixed fee service engagements is recognized after the services are performed using the completed performance method. Revenue from time and materials service engagements is generally recognized as the services are performed.

In those instances when objective and reliable evidence of fair value exists for the undelivered items but not for the delivered items, the residual method is used to allocate the arrangement consideration. Under the residual method, the amount of arrangement consideration allocated to the delivered items equals the total arrangement consideration less the aggregate fair value of the undelivered items. Revenue from post-contract customer support is recognized ratably over the term of the contract. Certain customers have agreements that provide for usage fees above fixed minimums. Fixed minimum transaction fees are recognized as revenue ratably over the term of the arrangement. Usage fees above fixed minimums are recognized as revenue when such amounts are reasonably estimable and billable. Revenue from professional services is recognized when such services are delivered. When a software sales arrangement requires professional services related to significant production, modification or customization of software, or when a customer considers professional services essential to the functionality of the software product, revenue is recognized based on predetermined milestone objectives required to complete the project, as those milestone objectives are deemed to be substantive in relation to the work performed. Any expected losses on contracts in progress are recorded in the period in which the losses become probable and reasonably estimable.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable, net, is as follows:

	March 31, 2014	September 30, 2013
Accounts receivable	$3,122,819	$1,506,627
Less: Allowance for doubtful accounts	(7,500)	(12,000)
Accounts receivable, net	$3,115,319	$1,494,627

Trade accounts receivable are recorded at the net invoice value and are not interest bearing. The Company considers receivables past due based on the contractual payment terms. Allowances for doubtful accounts are established based on various factors, including credit profiles of the Company's customers, contractual terms and conditions, historical payments, and current economic trends. The Company reviews its allowances by assessing individual accounts receivable over a specific aging and amount. Accounts receivable are written off on a case-by-case basis, net of any amounts that may be collected.

Capitalized Software Development Costs

Costs incurred for the development of software that will be sold, leased or otherwise marketed are capitalized when technological feasibility has been established. Software development costs consist primarily of compensation of development personnel and related overhead incurred to develop new products and upgrade and enhance the Company's current products, as well as fees paid to outside consultants. Capitalization of software development costs ceases and amortization of capitalized software development costs commences when the products are available for general release. For the three and six months ended March 31, 2014 and 2013, no software development costs were capitalized because the time period and cost incurred between technological feasibility and general release for all software product releases were not material.

Fair Value of Equity Instruments

The fair value of equity instruments involves significant estimates based on underlying assumptions made by management. The fair value for purchase rights under the Company's equity plans is measured at the grant date using a Black-Scholes valuation model, which involves estimates of stock volatility, expected life of the instruments and other assumptions, and using the closing price of the Company's common stock on the grant date for RSUs. The fair value of stock-based awards is recognized as an expense over the respective terms of the awards.

Deferred Income Taxes

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the tax basis of such assets and liabilities. The Company maintains a valuation allowance against its deferred tax assets due to the uncertainty regarding the future realization of such assets, which is based on historical taxable income, projected future taxable income and the expected timing of the reversals of existing temporary differences. Until such time as the Company can demonstrate that it will no longer incur losses, or if the Company is unable to generate sufficient future taxable income, it could be required to maintain the valuation allowance against its deferred tax assets.

Comprehensive Loss

Comprehensive loss consists of net loss and unrealized gains and losses on available-for-sale securities. The following table summarizes the components of comprehensive loss:

	Three months ended March 31,		Six months ended March 31,	
	2014	2013	2014	2013
Net loss	$(2,193,017)	$(2,393,275)	$(3,661,317)	$(3,752,917)
Other comprehensive loss:				
Change in unrealized gains (losses) on marketable securities	6,686	(1,842)	5,845	2,536
Total comprehensive loss	$(2,186,331)	$(2,395,117)	$(3,655,472)	$(3,750,381)

Included on the balance sheet at March 31, 2014 is an accumulated other comprehensive gain of $7,683, compared to an accumulated other comprehensive gain of $1,838 at September 30, 2013, related to the Company's available-for-sale securities.

2. INVESTMENTS

The following table summarizes investments by type of security as of March 31, 2014:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
Available-for-sale securities:				
Corporate debt securities, short-term	$18,316,758	$ 9,882	$ (2,199)	$18,324,441
Corporate debt securities, long-term	—	—	—	—
Total	$18,316,758	$ 9,882	$ (2,199)	$18,324,441

The following table summarizes investments by type of security as of September 30, 2013:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
Available-for-sale securities:				
Corporate debt securities, short-term	$5,729,034	$ 2,378	$ (540)	$5,730,872
Corporate debt securities, long-term	—	—	—	—
Total	$5,729,034	$ 2,378	$ (540)	$5,730,872

The cost of securities sold is based on the specific identification method. Amortization of premiums, accretion of discounts, interest, dividend income and realized gains and losses are included in investment income.

The Company determines the appropriate designation of investments at the time of purchase and reevaluates such designation as of each balance sheet date. All of the Company's investments are designated as available-for-sale debt securities. As of March 31, 2014 and September 30, 2013, the Company's short-term investments have maturity dates of less than one year from the balance sheet date. The Company's long-term investments have maturity dates of greater than one year from the balance sheet date; however, as of March 31, 2014 and September 30, 2013, the Company had no long-term investments.

Available-for-sale marketable securities are carried at fair value as determined by quoted market prices for identical or similar assets, with unrealized gains and losses, net of tax, and reported as a separate component of stockholders' equity. Management reviews the fair value of the portfolio at least monthly, and evaluates individual securities with fair value below amortized cost at the balance sheet date. For debt securities, in order to determine whether impairment is other than temporary, management must conclude whether the Company intends to sell the impaired security and whether it is more likely than not that the Company will be required to sell the security before recovering its amortized cost basis. If management intends to sell an impaired debt security or it is more likely than not that the Company will be required to sell the security prior to recovering its amortized cost basis, an other-than-temporary impairment is deemed to have occurred. The amount of an other-than-temporary impairment on debt securities related to a credit loss, or securities that management intends to sell before recovery, is recognized in earnings. The amount of an other-than-temporary impairment on debt securities related to other factors is recorded consistent with changes in the fair value of all other available-for-sale securities as a component of stockholders' equity in other comprehensive income. No other-than-temporary impairment charges were recognized in the three and six months ended March 31, 2014 and 2013.

Fair Value Measurements and Disclosures

FASB ASC Topic 820, *Fair Value Measurements* ("ASC 820") defines fair value, establishes a framework for measuring fair value under GAAP and enhances disclosures about fair value measurements. Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. ASC 820 describes a fair value hierarchy based on the following three levels of inputs that may be used to measure fair value, of which the first two are considered observable and the last unobservable:

- Level 1—Quoted prices in active markets for identical assets or liabilities;
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Based on the fair value hierarchy, all of the Company's investments are classified as Level 2, as represented in the following table:

	March 31, 2014	September 30, 2013
Short-term investments:		
Corporate debt securities		
Financial	$10,580,551	$ 3,411,661
Industrial	2,981,915	1,517,327
Utility	765,634	401,984
Commercial paper		
Financial	3,196,318	—
Industrial	—	399,900
Certificate of deposit—financial	800,023	—
Total short-term investments	$18,324,441	$ 5,730,872

3. STOCKHOLDERS' EQUITY

Stock-Based Compensation Expense

The following table summarizes stock-based compensation expense related to stock options and RSUs, which was allocated as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
Sales and marketing	$234,167	$ 98,651	$ 435,691	$ 175,303
Research and development	192,939	162,481	377,827	286,060
General and administrative	488,944	442,467	931,603	898,770
Stock-based compensation expense included in operating expenses	$916,050	$703,599	$1,745,121	$1,360,133

The fair value calculations for stock-based compensation awards to employees for the six months ended March 31, 2014 and 2013 were based on the following assumptions:

	Six Months Ended March 31, 2014	Six Months Ended March 31, 2013
Risk-free interest rate	0.12 – 0.63%	0.18 – 0.81%
Expected life (years)	2.52	4.98
Expected volatility	96%	167%
Expected dividends	None	None

The expected life of options granted is derived using assumed exercise rates based on historical exercise patterns and vesting terms, and represents the period of time that options granted are expected to be outstanding. Expected stock price volatility is based upon implied volatility and other factors, including historical volatility. After assessing all available information on either historical volatility, implied volatility, or both, the Company concluded that a combination of both historical and implied volatility provides the best estimate of expected volatility.

As of March 31, 2014, the Company had $8,398,419 of unrecognized compensation expense related to outstanding stock options and RSUs expected to be recognized over a weighted-average period of approximately 2.7 years.

2012 Incentive Plan

In January 2012, the Company's board of directors adopted the Mitek Systems, Inc. 2012 Incentive Plan (the "2012 Plan"), upon the recommendation of the compensation committee of the Company's board of directors. The total number of shares of the Company's common stock reserved for issuance under the 2012 Plan is 2,000,000 shares, plus that number of shares of the Company's common stock that would otherwise return to the available pool of unissued shares reserved for awards under its 1999 Stock Option Plan, 2000 Stock Option Plan, 2002 Stock Option Plan, 2006 Stock Option Plan and 2010 Stock Option Plan (collectively, the "Prior Plans"). At the Company's annual meeting of stockholders held on February 19, 2014, the Company's stockholders approved an amendment to the 2012 Plan to increase the number of shares of the Company's common stock available for future grant under the 2012 Plan from 2,000,000 to 4,000,000. As of March 31, 2014, (i) stock options to purchase 1,196,260 shares of the Company's common stock and 590,472 RSUs were outstanding under the 2012 Plan, and 2,388,684 shares of the Company's common stock were reserved for future grants under the 2012 Plan and (ii) stock options to purchase an aggregate of 1,511,803 shares of the Company's common stock were outstanding under the Prior Plans.

Director Restricted Stock Unit Plan

In January 2011, the Company's board of directors adopted the Mitek Systems, Inc. Director Restricted Stock Unit Plan, as amended and restated (the "Director Plan"). The total number of shares of the Company's common stock reserved for issuance under the Director Plan is 1,000,000 shares. Under the Director Plan, RSUs may be granted to both employee and non-employee members of the board of directors of the Company. As of March 31, 2014, (i) 565,000 RSUs were outstanding under the Director Plan and (ii) 435,000 shares of the Company's common stock were reserved for future grants under the Director Plan.

Stock Options

The following table summarizes stock option activity under the Company's equity plans during the six months ended March 31, 2014:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in Years)
Outstanding, September 30, 2013	2,824,964	$ 4.09	7.29
Granted	—	—	
Exercised	(103,223)	$ 1.22	
Cancelled	(13,678)	$ 5.33	
Outstanding, March 31, 2014	2,708,063	$ 4.19	6.82

The following table summarizes significant ranges of outstanding and exercisable options as of March 31, 2014:

Range of Exercise Prices	Number of Options Outstanding	Weighted-Average Remaining Contractual Life (in Years)	Weighted-Average Exercise Price	Number of Exercisable Options	Weighted-Average Exercise Price of Exercisable Options	Number of Unvested Options
$0.09 to $0.79	336,762	5.75	$ 0.73	336,762	$ 0.73	—
$0.80 to $1.95	350,000	1.89	$ 0.93	350,000	$ 0.93	—
$2.34 to $2.60	775,684	7.33	$ 2.51	412,717	$ 2.55	362,967
$3.33 to $9.97	942,367	8.26	$ 5.81	391,383	$ 6.72	550,984
$11.05 to $11.68	303,250	7.88	$ 11.08	166,225	$ 11.08	137,025
	2,708,063	6.82	$ 4.19	1,657,087	$ 3.68	1,050,976

The Company recognized $554,994 and $1,119,316, respectively, in stock-based compensation expense related to outstanding stock options in the three and six months ended March 31, 2014. During the three and six months ended March 31, 2013, the Company recognized $503,242 and $983,618, respectively, in stock-based compensation expense related to outstanding stock options. As of March 31, 2014, the Company had $4,170,399 of unrecognized compensation expense related to outstanding stock options expected to be recognized over a weighted-average period of approximately 2.3 years. As of March 31, 2013, the Company had $5,358,264 of unrecognized compensation expense related to outstanding stock options expected to be recognized over a weighted-average period of approximately 3.0 years.

Aggregate intrinsic value represents the value of the Company's closing stock price on the last trading day of the fiscal period in excess of the weighted-average exercise price, multiplied by the number of options outstanding and exercisable. The total intrinsic value of options exercised during the six months ended March 31, 2014 and 2013 was $468,462 and $3,769,654, respectively. As of March 31, 2014, there were 2,708,063 options outstanding with a weighted-average remaining contractual term, weighted-average exercise price and aggregate intrinsic value of 6.8 years, $4.19 and $3,176,655, respectively. As of March 31, 2013, there were 2,672,758 options outstanding with a weighted-average remaining contractual term, weighted-average exercise price and aggregate intrinsic value of 7.6 years, $4.03 and $5,087,198, respectively.

Restricted Stock Units

The following table summarizes RSU activity under the Company's equity plans during the six months ended March 31, 2014:

	Number of Shares	Weighted-Average Fair Market Value Per Share
Outstanding, September 30, 2013	692,504	$ 4.85
Granted	495,139	$ 5.25
Settled	(28,334)	$ 8.96
Cancelled	(3,837)	$ 5.25
Outstanding, March 31, 2014	1,155,472	$ 4.92

The cost of RSUs is determined using the fair value of the Company's common stock on the award date, and the compensation expense is recognized ratably over the vesting period. The Company recognized $361,056 and $625,805, respectively, in stock-based compensation expense related to outstanding RSUs in the three and six months ended March 31, 2014. The Company recognized $200,357 and $376,515, respectively, in stock-based compensation expense related to outstanding RSUs in the three and six months ended March 31, 2013. As of March 31, 2014, the Company had $4,228,020 of unrecognized compensation expense related to outstanding RSUs expected to be recognized over a weighted-average period of approximately 3.3 years. As of March 31, 2013, the Company had $2,468,039 of unrecognized compensation expense related to outstanding RSUs expected to be recognized over a weighted-average period of approximately 3.5 years.

4. INCOME TAXES

The Company's deferred tax assets are primarily comprised of federal and state net operating loss carryforwards. Such federal and state net operating loss carryforwards begin to expire in the fiscal years ending September 30, 2018 and September 30, 2014, respectively. The Company carries a deferred tax valuation allowance equal to 100% of the net deferred tax assets. In recording this allowance, management has considered a number of factors, particularly the Company's recent history of sustained operating losses. Management has concluded that a valuation allowance is required for 100% of the net deferred tax assets as it is more likely than not that the deferred tax assets will not be realized.

There can be no assurance that the Company will ever realize the benefit of any or all of the federal and state net operating loss carryforwards or the credit carryforwards, either due to ongoing operating losses or due to ownership changes, which may limit the usefulness of the net operating loss carryforwards. Due to the 100% valuation allowance on the net deferred tax assets, the Company does not anticipate that future changes in the Company's unrecognized tax benefits will impact its effective tax rate.

The Company's policy is to classify interest and penalties related to income tax matters as income tax expense. The Company had no accrual for interest or penalties as of March 31, 2014 or March 31, 2013, and has not recognized interest and/or penalties in the statements of operations for the three and six months ended March 31, 2014 and 2013.

5. COMMITMENTS AND CONTINGENCIES

Legal Matters

USAA

On March 29, 2012, United Services Automobile Association ("USAA") filed a complaint in the U.S. District Court for the Western District of Texas San Antonio Division against the Company seeking, among other things, a declaratory judgment that USAA does not infringe certain of the Company's patents relating to Mobile Deposit®, and that such patents are not enforceable against USAA. In addition, USAA alleges that it disclosed confidential information to the Company and that the Company used such information in its patents and Mobile Deposit® product in an unspecified manner. USAA seeks damages and injunctive relief. USAA subsequently amended its pleadings to assert a claim for false advertising and reverse palming off under the Lanham Act, and to seek reimbursement under the parties' license agreement.

On April 12, 2012, the Company filed a lawsuit against USAA in the U.S. District Court for the District of Delaware, alleging that USAA infringes five of the Company's patents relating to image capture on mobile devices, breached the parties' license agreement by using the Company's products beyond the scope of the agreed-upon license terms and breached the parties' license agreement by disclosing confidential pricing and other confidential information for the Company's legacy product installation in the lawsuit USAA filed in Texas.

The courts consolidated the foregoing cases in the U.S. District Court for the Western District of Texas, and on November 19, 2012, the Company answered USAA's various claims and counterclaims, moved to dismiss USAA's Lanham Act cause of action and filed a counterclaim against USAA for violation of the Lanham Act. On February 15, 2013, the court granted the Company's motion and dismissed USAA's Lanham Act claim.

The Company believes USAA's claims are without merit and intends to vigorously defend against those claims and pursue its claims against USAA. The Company does not believe that the results of USAA's claims will have a material adverse effect on its financial condition or results of operations.

Top Image Systems Ltd.

On September 26, 2012, the Company filed a lawsuit against Israeli-based Top Image Systems Ltd. and TIS America Inc. (collectively, "TISA") in the U.S. District Court for the District of Delaware, alleging that TISA infringes five of the Company's patents relating to image capture on mobile devices. The Company is seeking damages against TISA and injunctive relief to prevent them from selling their mobile imaging products.

On January 7, 2013, TISA answered the Company's complaint by denying the allegations and raising several affirmative defenses. On January 11, 2013, the Company amended its complaint to add its sixth patent, which had recently been issued and also relates to image capture on mobile devices. On January 28, 2013, TISA responded to the Company's amended complaint by again denying the allegations and raising the same affirmative defenses that they raised in their answer to the Company's initial complaint.

Other Legal Matters

In addition to the foregoing, the Company is subject to various claims and legal proceedings arising in the ordinary course of its business. While any legal proceeding has an element of uncertainty, the Company believes that the disposition of such matters, in the aggregate, will not have a material effect on the Company's financial condition or results of operations.

Facility Lease

The Company's principal executive offices, as well as its research and development facility, are located in approximately 22,523 square feet of office space in San Diego, California. The term of the lease for the Company's offices continues through June 30, 2019. The annual base rent under the lease is approximately $471,000 per year and is subject to annual increases of approximately 3% per year. In connection with the lease, the Company received tenant improvement allowances totaling $675,690. These lease incentives are being amortized as a reduction of rent expense over the term of the lease. As of March 31, 2014, the unamortized balance of the lease incentives was $550,749, of which $104,905 has been included in other current liabilities and $445,844 has been included in other non-current liabilities. Under the terms of the lease, the Company issued a standby letter of credit to the landlord that allows for one or more draws of up to $210,000 over the term of the lease. The Company believes its existing properties are in good condition and are sufficient and suitable for the conduct of its business.

6. REVENUE AND VENDOR CONCENTRATIONS

Revenue Concentration

For the three months ended March 31, 2014, the Company derived revenue of $1,644,145 from one customer, accounting for 37% of the Company's total revenue, compared to revenue for the three months ended March 31, 2013 of $1,299,241 derived from two customers, accounting for 30% and 10%, respectively, of the Company's total revenue. For the six months ended March 31, 2014, the Company derived revenue of $4,055,587 from two customers, accounting for 35% and 11%, respectively, of the Company's total revenue, compared to revenue for the six months ended March 31, 2013 of $2,619,466 derived from two customers, accounting for 25% and 15%, respectively, of the Company's total revenue. The corresponding accounts receivable balances of customers from which revenues were in excess of 10% of total revenue were $1,471,245 and $189,775, respectively, at March 31, 2014 and 2013.

The Company's revenue is derived primarily from the sale by the Company to channel partners, including systems integrators and resellers, and end-users of licenses to sell products covered by the Company's patented technologies. These contractual arrangements do not obligate the Company's channel partners to order, purchase or distribute any fixed or minimum quantities of the Company's products. In most cases, the channel partners purchase the license from the Company after they receive an order from an end-user. The channel partners receive orders from various individual end-users; therefore, the sale of a license to a channel partner may represent sales to multiple end-users. End-users can purchase the Company's products through more than one channel partner.

Revenues can fluctuate based on the timing of license renewals by channel partners. When a channel partner purchases or renews a license, the Company receives a license fee in consideration for the grant of a license to sell the Company's products and there are no future payment obligations related to such agreement; therefore, the license fee the Company receives with respect to a particular license renewal in one period does not have a correlation with revenue in future periods. During the last several quarters, sales of licenses to one or more channel partners have comprised a significant part of the Company's revenue. This is attributable to the timing of renewals or purchases of licenses and does not represent a dependence on any single channel partner. The Company believes that it is not dependent upon any single channel partner, even those from which revenues were in excess of 10% of the Company's total revenue in a specific reporting period, and that the loss or termination of the Company's relationship with any such channel partner would not have a material adverse effect on the Company's future operations because either the Company or another channel partner could sell the Company's products to the end-user that purchased from the channel partner the Company lost.

During the three and six months ended March 31, 2014, international sales accounted for approximately 6% and 7%, respectively, of the Company's total revenue. International sales accounted for approximately 2% of the Company's total revenue for both the three and six months ended March 31, 2013. The Company sells its products in U.S. currency only.

Vendor Concentration

The Company purchases its integrated software components from multiple third-party software providers at competitive prices. For the three and six months ended March 31, 2014 and 2013, the Company did not make purchases from any one vendor comprising 10% or more of the Company's total purchases. The Company has entered into contractual relationships with some of its vendors; however, the Company does not believe it is substantially dependent upon nor exposed to any significant concentration risk related to purchases from any of its vendors, given the availability of alternative sources for its necessary integrated software components.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This Quarterly Report on Form 10-Q (this "Form 10-Q"), contains "forward-looking statements" that involve risks and uncertainties, as well as assumptions that, if they never materialize or they prove incorrect, could cause our results to differ materially and adversely from those expressed or implied by such forward-looking statements. The forward-looking statements are contained principally in Part I, Item 2—"Management's Discussion and Analysis of Financial Condition and Results of Operations" and Part II, Item 1A—"Risk Factors," but appear throughout this Form 10-Q. Forward-looking statements may include, but are not limited to, statements relating to our outlook or expectations for earnings, revenues, expenses, asset quality, volatility of our common stock, financial condition or other future financial or business performance, strategies, expectations, or business prospects, or the impact of legal, regulatory or supervisory matters on our business, results of operations or financial condition.

Forward-looking statements can be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "expect," "anticipate," "believe," "seek," "target" or similar expressions. Forward-looking statements reflect our judgment based on currently available information and involve a number of risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in Part II, Item 1A "Risk Factors" in this Form 10-Q and in our other filings with the U.S. Securities and Exchange Commission (the "SEC"), including our Annual Report on Form 10-K for the fiscal year ended September 30, 2013, filed with the SEC on December 12, 2013 (the "Form 10-K"). Additionally, there may be other factors that could preclude us from realizing the predictions made in the forward-looking statements. We operate in a continually changing business environment and *new factors emerge from time to time. We cannot predict such factors or assess the impact, if any, of such factors on our financial position or results of operations. All forward-looking statements included in this Form 10-Q speak only as of the date of this Form 10-Q and you are cautioned not to place undue reliance on any such forward-looking statements. Except as required by law, we undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances after the date of this Form 10-Q or to reflect the occurrence of unanticipated events.*

In this Form 10-Q, unless the context indicates otherwise, the terms "Mitek," "the Company," "we," "us" and "our" refer to Mitek Systems, Inc., a Delaware corporation.

Overview

Mitek Systems, Inc. is a mobile solutions provider engaged in the development, sale and service of its proprietary software solutions related to mobile imaging.

We apply our patented technology in image capture, correction and intelligent data extraction in the mobile financial and business applications markets. Our technology allows users to remotely deposit checks, pay bills, transfer credit card balances, open accounts and get insurance quotes by taking pictures of various documents with their camera-equipped smartphones and tablets instead of using the device keyboard. Our products use advanced algorithms to correct image distortion, extract relevant data, route images to their desired location and process transactions through users' financial institutions. As of March 31, 2014, we have been granted 19 patents and have an additional 23 patent applications pending.

Our Mobile Deposit® product is software that allows users to remotely deposit a check using their camera-equipped smartphone or tablet. As of March 31, 2014, 2,222 financial institutions have signed agreements to deploy Mobile Deposit®, and 1,759 of these financial institutions have deployed Mobile Deposit® to their customers, including all of the top ten U.S. retail banks and more than two-thirds of the top 50 U.S. retail banks and payment processing companies, as ranked by SNL Financial for the fourth quarter of calendar year 2013. Other mobile imaging software solutions we offer include Mobile Photo Bill Pay®, a mobile bill payment product that allows users to pay their bills using their bank account and any camera-equipped smartphone or tablet, Mobile Photo Payments™, a product that allows users to pay their bills directly to the biller using their camera-equipped smartphone or tablet, Mobile Balance Transfer™, a product that allows credit card issuers to provide an offer to users and transfer an existing credit card balance by capturing an image of the user's current credit card statement, Mobile Photo Account Opening™, a product that enables users to open a checking, savings or credit card account by capturing an image of the front and back of their driver's license with their camera-equipped smartphone or tablet, and Mobile Photo Quoting™, a product that enables users to receive insurance quotes by using their camera-equipped smartphone or tablet to take a picture of their driver's license and insurance card. Our mobile imaging software solutions can be accessed by smartphones and tablets using iOS and Android operating systems. In February 2014, we launched the Mitek Developers Network. The program will extend use of our Mobile Imaging Platform™ to developers interested in creating new mobile applications using camera-equipped smartphones and tablets.

We market and sell our mobile imaging software solutions through channel partners or directly to enterprise customers that typically purchase licenses based on the number of transactions or subscribers that use our mobile software. Our mobile imaging software solutions are often embedded in other mobile banking or enterprise applications developed by banks, insurance companies or their partners, and marketed under their own proprietary brands.

Market Opportunities, Challenges and Risks

The increase in the acceptance of mobile banking by financial institutions and their customers has helped drive our recent growth in revenue. In the past year, we experienced a significant increase in the number of financial institutions that have integrated and launched our mobile applications, particularly our Mobile Deposit® product, as part of their offering of mobile banking choices for their customers. We believe that financial institutions see our patented solutions as a way to provide an enhanced customer experience in mobile banking.

To sustain our growth in 2014 and beyond, we believe we must continue to offer imaging technology for mobile applications that address a growing market for mobile banking and mobile imaging solutions sold into other vertical markets. Factors adversely affecting the pricing of or demand for our mobile applications, such as competition from other products or technologies, any decline in the demand for mobile applications, or negative publicity or obsolescence of the software environments in which our products operate, could result in lower revenues or gross margins. Further, 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 revenues.

The implementation cycles for our software and services by our channel partners and customers can be lengthy, often a minimum of three to six months and sometimes longer for larger customers, and require significant investments. For example, as of March 31, 2014, we executed agreements indirectly through channel partners or directly with customers covering 2,222 Mobile

Deposit® customers, 1,759 of whom have completed implementation and launched Mobile Deposit® to their customers. If implementation of our products by our channel partners and customers is delayed or otherwise not completed, our business, financial condition and results of operations may be adversely affected.

We derive revenue predominately from the sale of licenses to use the products covered by our patented technologies, such as our Mobile Deposit® product, and to a lesser extent by providing maintenance and professional services for the products we offer. The revenue we derive from the sale of such licenses is primarily derived from the sale to our channel partners of licenses to sell the applications we offer. Revenues related to most of our licenses for mobile products are required to be recognized up front upon satisfaction of all applicable revenue recognition criteria. The recognition of future revenues from these licenses is dependent upon a number of factors, including, but not limited to, the type and term of our license agreements, the timing of implementation of our products by our channel partners and customers and the timing of any re-orders of additional licenses and/or license renewals by our channel partners and customers.

During each of the last several quarters, sales of licenses to one or more channel partners have comprised a significant part of our revenue each quarter. This is attributable to the timing of renewals or purchases of licenses and does not represent a dependence on any channel partner. If we were to lose a channel partner relationship, we do not believe such a loss would adversely affect our operations because either we or another channel partner could sell our products to the end-users that purchased products from the channel partner we lost. However, in that case, we or another channel partner must establish a relationship with the end-users, which could take time to develop, if it develops at all.

We have numerous competitors in the mobile payments industry, many of which have greater financial, technical, marketing and other resources than we do. However, we believe our patented imaging and analytics technology, our growing portfolio of products for the financial services industry and our position as a pure play mobile payments company provides us with a competitive advantage. To remain competitive, we must be able to continue to offer products that are attractive to the ultimate end-user and that are secure, accurate and convenient. We intend to continue to further strengthen our portfolio of products through research and development to help us remain competitive. We may have difficulty adapting to changing market conditions and developing enhancements to our software applications on a timely basis in order to maintain our competitive advantage. Our continued growth will ultimately depend upon our ability to develop additional applications and attract strategic alliances to sell such technologies.

Results of Operations

Comparison of the Three Months Ended March 31, 2014 and 2013

The following table summarizes certain aspects of our results of operations for the three months ended March 31, 2014 and 2013 (*in thousands, except percentages*):

	March 31, 2014	March 31, 2013	Change $	Change %
Revenue				
Software	$ 3,122	$ 2,175	$ 947	44%
Maintenance and professional services	1,362	1,049	313	30%
Total revenue	$ 4,484	$ 3,224	$ 1,260	39%
Cost of revenue	$ 449	$ 417	$ 32	8%
% of revenue	10%	13%		
Selling and marketing	$ 1,948	$ 1,417	$ 531	37%
% of revenue	43%	44%		
Research and development	$ 1,631	$ 1,641	$ (10)	0%
% of revenue	36%	51%		
General and administrative	$ 2,668	$ 2,148	$ 520	24%
% of revenue	60%	67%		
Other income (expense), net	$ 20	$ 7	$ 13	185%
% of revenue	0%	0%		

Revenue

Total revenue increased $1,259,876, or 39%, to $4,484,138 in the three months ended March 31, 2014 compared to $3,224,262 in the three months ended March 31, 2013. The increase was primarily due to an increase in sales of software licenses of $947,236, or 44%, to $3,122,114 in the three months ended March 31, 2014 compared to $2,174,878 in the three months ended March 31, 2013. The increase in software license revenue primarily relates to increases in sales of our Mobile Deposit® product due to an increase in the number of large software licenses purchased by partners and customers and the timing of license renewals in the three months ended March 31, 2014 compared to the three months ended March 31, 2013. Maintenance and professional services revenue increased $312,640, or 30%, to $1,362,024 in the three months ended March 31, 2014 compared to $1,049,384 in the three months ended March 31, 2013 primarily due to the sale of additional software license arrangements, which typically include recurring maintenance contracts, as well as an increase in professional services engagements.

Cost of Revenue

Cost of revenue includes the costs of royalties for third party products embedded in our products and personnel costs related to software support and billable professional services engagements. Cost of revenue increased $32,122, or 8%, to $449,214 in the three months ended March 31, 2014 compared to $417,092 in the three months ended March 31, 2013. The increase in cost of revenue is primarily due to the increase in license and maintenance revenue. As a percentage of revenue, cost of revenue decreased to 10% in the three months ended March 31, 2014 compared to 13% in the three months ended March 31, 2013 primarily due to a relatively lower mix of sales of products containing third-party software on which we pay royalties.

Selling and Marketing Expenses

Selling and marketing expenses include payroll, employee benefits and other headcount-related costs associated with sales and marketing personnel, non-billable time for professional services personnel and advertising, promotions, trade shows, seminars and other programs. Selling and marketing expenses increased $530,176, or 37%, to $1,947,573 in the three months ended March 31, 2014 compared to $1,417,397 in the three months ended March 31, 2013. As a percentage of revenue, selling and marketing expenses decreased to 43% in the three months ended March 31, 2014 compared to 44% in the three months ended March 31, 2013. The increase is primarily due to higher personnel-related costs, including stock-based and other incentive compensation expense, totaling $485,876, related to an increase in headcount associated with the growth of our business.

Research and Development Expenses

Research and development expenses include payroll, employee benefits, consultant expenses and other headcount-related costs associated with software engineering, mobile imaging science and product management. These costs are incurred to develop new software products and to maintain and enhance existing products. We retain what we believe to be sufficient staff to sustain our existing product lines and develop new, feature-rich products. We also employ research personnel, whose efforts are instrumental in ensuring product development from current technologies to anticipated future generations of products within our markets.

Research and development expenses decreased $10,725, or less than 1%, to $1,630,628 in the three months ended March 31, 2014 compared to $1,641,353 in the three months ended March 31, 2013. The decrease is primarily due to a decrease in outside contract services, partially offset by higher personnel-related costs, including stock-based and other incentive compensation expense related to an increase in headcount associated with the growth of our business. As a percentage of revenue, research and development expenses decreased to 36% in the three months ended March 31, 2014 compared to 51% in the three months ended March 31, 2013, primarily due to the increase in revenue.

General and Administrative Expenses

General and administrative expenses include payroll, employee benefits, and other headcount-related costs associated with finance, administration and information technology, as well as legal, accounting and other administrative fees. General and administrative expenses increased $520,440, or 24%, to $2,668,246 in the three months ended March 31, 2014 compared to $2,147,806 in the three months ended March 31, 2013. The increase is primarily due to an increase in legal fees of $462,110 related to intellectual property litigation and patent prosecution activity. As a percentage of revenue, general and administrative expenses decreased to 60% in the three months ended March 31, 2014 compared to 67% in the three months ended March 31, 2013, primarily due to the increase in revenue.

Other Income (Expense), Net

Other income (expense), net increased $12,765, or 185%, to $19,676 for the three months ended March 31, 2014 compared to $6,911 for the three months ended March 31, 2013, primarily due to an increase in returns on our investment portfolio.

Comparison of the Six Months Ended March 31, 2014 and 2013

The following table summarizes certain aspects of our results of operations for the six months ended March 31, 2014 and 2013 (*in thousands, except percentages*):

	March 31, 2014	March 31, 2013	Change $	Change %
Revenue				
Software	$ 6,292	$ 4,746	$ 1,546	33%
Maintenance and professional services	2,655	1,788	867	48%
Total revenue	$ 8,947	$ 6,534	$ 2,413	37%
Cost of revenue	$ 1,020	$ 757	$ 263	35%
% of revenue	11%	12%		
Selling and marketing	$ 3,797	$ 2,681	$ 1,116	42%
% of revenue	42%	41%		
Research and development	$ 3,156	$ 3,044	$ 112	4%
% of revenue	35%	47%		
General and administrative	$ 4,665	$ 3,817	$ 848	22%
% of revenue	52%	58%		
Other income (expense), net	$ 33	$ 13	$ 20	149%
% of revenue	0%	0%		

Revenue

Total revenue increased $2,412,735, or 37%, to $8,946,662 in the six months ended March 31, 2014 compared to $6,533,927 in the six months ended March 31, 2013. The increase was primarily due to an increase in sales of software licenses of $1,546,394, or 33%, to $6,291,978 in the six months ended March 31, 2014 compared to $4,745,584 in the six months ended March 31, 2013. The increase in software license revenue primarily relates to increases in sales of our Mobile Deposit® product due to an increase in the number of large software licenses purchased by partners and customers and the timing of license renewals in the six months ended March 31, 2014 compared to the six months ended March 31, 2013. Maintenance and professional services revenue increased $866,341, or 48%, to $2,654,684 in the six months ended March 31, 2014 compared to $1,788,343 in the six months ended March 31, 2013 primarily due to the sale of additional software license arrangements, which typically include recurring maintenance contracts, as well as an increase in billable professional services engagements.

Cost of Revenue

Cost of revenue increased $262,823, or 35%, to $1,019,911 in the six months ended March 31, 2014 compared to $757,088 in the six months ended March 31, 2013. The increase in cost of revenue is primarily due to the increase in revenue and increased professional services activity on billable engagements. As a percentage of revenue, cost of revenue decreased to 11% in the six months ended March 31, 2014 compared to 12% in the six months ended March 31, 2013 primarily due to a relatively lower mix of sales of products containing third-party software on which we pay royalties.

Selling and Marketing Expenses

Selling and marketing expenses increased $1,116,026, or 42%, to $3,797,475 in the six months ended March 31, 2014 compared to $2,681,449 in the six months ended March 31, 2013. As a percentage of revenue, selling and marketing expenses increased to 42% in the six months ended March 31, 2014 compared to 41% in the six months ended March 31, 2013. The increase is primarily due to higher personnel-related costs, including stock-based and other incentive compensation expense, totaling $1,031,006, related to an increase in headcount associated with the growth of our business, partially offset by a decrease in outside contract services of $33,474.

Research and Development Expenses

Research and development expenses increased $112,095, or 4%, to $3,156,202 in the six months ended March 31, 2014 compared to $3,044,107 in the six months ended March 31, 2013. The increase is primarily due to higher personnel-related costs, including stock-based and other incentive compensation expense, totaling $499,868, related to an increase in headcount associated with the growth of our business, partially offset by a decrease in outside contract services of $400,387. As a percentage of revenue, research and development expenses decreased to 35% in the six months ended March 31, 2014 compared to 47% in the six months ended March 31, 2013, primarily due to the increase in revenue.

General and Administrative Expenses

General and administrative expenses increased $848,710, or 22%, to $4,665,445 in the six months ended March 31, 2014 compared to $3,816,735 in the six months ended March 31, 2013. The increase is primarily due to an increase in legal fees of $731,883 related to intellectual property litigation and patent prosecution activity. As a percentage of revenue, general and administrative expenses decreased to 52% in the six months ended March 31, 2014 compared to 58% in the six months ended March 31, 2013, primarily due to the increase in revenue.

Other Income (Expense), Net

Other income (expense), net increased $19,850, or 149%, to $33,185 for the six months ended March 31, 2014 compared to $13,335 for the six months ended March 31, 2013, primarily due to an increase in returns on our investment portfolio.

Liquidity and Capital Resources

On March 31, 2014, we had $26,244,964 in cash and cash equivalents and investments compared to $29,025,328 on September 30, 2013, a decrease of $2,780,364, or 10%. The decrease in cash and cash equivalents and investments was primarily due to an increase in cash used in operating activities.

Net Cash (Used in) Provided by Operating Activities

Net cash used in operating activities during the six months ended March 31, 2014 was $2,531,465 and resulted primarily from hiring additional personnel and making other investments associated with the growth of our business. In addition to the net loss, cash used in operating activities included a decrease in working capital balances of $1,043,224, primarily due to cash used to purchase available-for-sale marketable securities. The primary non-cash adjustments to operating activities were stock-based compensation expense, depreciation and amortization, and accretion and amortization on debt securities totaling $1,745,121, $236,518, and $195,937, respectively.

Net cash provided by operating activities during the six months ended March 31, 2013 was $781,942. Cash provided by operating activities increased due to non-cash adjustments to operating activities for stock-based compensation expense, depreciation and amortization, and accretion and amortization on debt securities totaling $1,360,133, $117,147, and $98,822, respectively. Cash provided by operating activities also increased due to increases in accounts payable of $1,064,144, other liabilities of $854,702 and deferred revenue of $804,912, partially offset by an increase in accounts receivable of $307,385, all associated with the growth of our business.

Net Cash (Used In) Provided by Investing Activities

Net cash used in investing activities was $12,892,094 during the six months ended March 31, 2014, which consisted of $17,651,627 related to the purchase of investments and $114,091 related to the purchase of property and equipment, partially offset by cash provided by the sales and maturities of investments of $4,873,624.

Net cash provided by investing activities was $1,769,987 during the six months ended March 31, 2013, which consisted of $3,935,734 related to the sales and maturities of investments, partially offset by purchases of investments of $1,417,086 and $748,661 related to the purchase of property and equipment.

Net Cash Provided by Financing Activities

Net cash provided by financing activities was $49,626 during the six months ended March 31, 2014, which included net proceeds of $58,834 from the exercise of stock options and settlement of restricted stock units, partially offset by principal payments on capital lease obligations of $9,208.

Net cash provided by financing activities was $737,230 during the six months ended March 31, 2013, which included net proceeds of $745,485 from the exercise of stock options, partially offset by principal payments on capital lease obligations of $8,255.

Other Liquidity Matters

On March 31, 2014, we had investments of $18,324,441, designated as available-for-sale marketable securities, which consisted of commercial paper and corporate issuances, carried at fair value as determined by quoted market prices for identical or similar assets, with unrealized gains and losses, net of tax, and reported as a separate component of stockholders' equity. All securities whose maturity or sale is expected within one year are classified as "current" on the balance sheet. All other securities are classified as "long-term" on the balance sheet. At March 31, 2014 and September 30, 2013, all of our available-for-sale securities were classified as current.

We had working capital of $23,454,886 at March 31, 2014 compared to $25,363,197 at September 30, 2013.

Based on our current operating plan, we believe the current cash balance and cash expected to be generated from operations will be adequate to satisfy our working capital needs for the next 12 months.

Critical Accounting Policies

Our financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, stockholders' equity, revenue, expenses and related disclosure of contingent assets and liabilities. Management regularly evaluates its estimates and assumptions. These estimates and assumptions are based on historical experience and on various other factors that are believed to be reasonable under the circumstances, and form the basis for making management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. Actual results could vary from those estimates under different assumptions or conditions. Our critical accounting policies include revenue recognition, allowance for accounts receivable, investments, fair value of equity instruments, accounting for income taxes and capitalized software development costs.

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, 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 Note 1 to our financial statements included in this Form 10-Q.

We consider many factors when applying GAAP to revenue recognition. These factors include, but are not limited to, whether:

- Persuasive evidence of an arrangement exists;
- Delivery of the product or performance of the service has occurred;
- The fees are fixed or determinable;
- Collection of the contractual fee is probable; and
- Vendor-specific objective evidence of the fair value of undelivered elements or other appropriate method of revenue allocation exists.

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, as well as whether or not each factor complies with such 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 regularly 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 effect on our financial position.

Investments

We determine the fair value of our assets and liabilities based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. We use a fair value hierarchy based on the following three levels of inputs that may be used to measure fair value, of which the first two are considered observable and the last unobservable:

- Level 1—Quoted prices in active markets for identical assets or liabilities;
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In using this fair value hierarchy, management may be required to make assumptions about pricing by market participants and assumptions about risk, specifically when using unobservable inputs to determine fair value. These assumptions are judgmental in nature and may significantly affect our results of operations.

Fair Value of Equity Instruments

The valuation of certain items, including valuation of warrants and compensation expense related to stock options granted, involves significant estimates based on underlying assumptions made by management. The valuation of warrants and stock options is based upon a Black-Scholes valuation model, which involves 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.

Capitalized Software Development Costs

Research and development costs are charged to expense as incurred. However, the costs incurred for the development of computer software that will be sold, leased or otherwise marketed are capitalized when technological feasibility has been established. Software development costs consist primarily of compensation of development personnel, related overhead incurred to develop new products and upgrade and enhance our current products, and fees paid to outside consultants. Capitalization of costs ceases and amortization of capitalized software development costs commences when the products are available for general release. For the three and six months ended March 31, 2014 and 2013, no software development costs were capitalized because the time period and cost incurred between technological feasibility and availability for general release for all software product releases was immaterial.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The primary objective of our investment activities is to preserve principal while at the same time maximizing after-tax yields without significantly increasing risk. To achieve this objective, we maintain our investment portfolio of cash equivalents and marketable securities in a variety of securities, including corporate debt securities, commercial paper and certificates of deposit. We have not used derivative financial instruments in our investment portfolio, and none of our investments are held for trading or speculative purposes. Short-term and long-term marketable securities are generally classified as available-for-sale and consequently are recorded on the balance sheet at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income, net of estimated tax. As of March 31, 2014, our marketable securities had remaining maturities between approximately one and 12 months and a fair market value of $18,324,441, representing approximately 58% of our total assets.

The fair value of our cash equivalents and marketable securities is subject to change as a result of changes in market interest rates and investment risk related to the issuers' creditworthiness. We do not utilize financial contracts to manage our investment portfolio's exposure to changes in market interest rates. A hypothetical 100 basis point increase or decrease in market interest rates would not have a material impact on the fair value of our cash equivalents and marketable securities due to the relatively short maturities of these investments. While changes in market interest rates may affect the fair value of our investment portfolio, any gains or losses will not be recognized in our results of operations until the investment is sold or if the reduction in fair value was determined to be an other-than-temporary impairment.

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act of 1934, as amended (the "Exchange Act"), that are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required financial disclosures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial and accounting officer, we conducted an evaluation of our disclosure controls and procedures as of the end of the period covered by this Form 10-Q pursuant to Exchange Act Rules 13a-15(b) and 15d-15(b). We recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our principal executive officer and principal financial and accounting officer concluded that our disclosure controls and procedures were effective as of March 31, 2014.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended March 31, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

For information regarding our legal proceedings, see Note 5 to our financial statements included in this Form 10-Q and Item 3— "Legal Proceedings" in the Form 10-K. As of March 31, 2014, there have been no material developments in our historical legal proceedings since September 30, 2013.

ITEM 1A. RISK FACTORS.

While we attempt to identify, manage, and mitigate risks and uncertainties associated with our business to the extent practical under the circumstances, some level of risk and uncertainty will always be present. Item 1A of the Form 10-K describes some of the risks and uncertainties associated with our business, which we strongly encourage you to review. These risks and uncertainties have the potential to materially affect our business, financial condition, results of operations, cash flows, projected results, and future prospects. There have been no material changes in our risk factors from those disclosed in the Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

ITEM 5. OTHER INFORMATION.

None.

Table of Contents

ITEM 6. EXHIBITS.

Exhibit No.	Description	Incorporated by Reference from Document
3.1	Restated Certificate of Incorporation of Mitek Systems, Inc.	(1)
3.2	Certificate of Amendment of the Restated Certificate of Incorporation of Mitek Systems, Inc.	(2)
3.3	Amended and Restated Bylaws of Mitek Systems, Inc.	(3)
4.1	Form of debenture issued on December 10, 2009.	(4)
4.2	Form of warrant issued on December 10, 2009.	(4)
10.1	Mitek Systems, Inc. 2012 Incentive Plan, as amended, and the forms of agreement related thereto.	(5)
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.	*
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.	*
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	*
101	Financial statements from the Quarterly Report on Form 10-Q of Mitek Systems, Inc. for the quarter ended March 31, 2014, formatted in XBRL: (i) the Balance Sheets, (ii) the Statements of Operations, (iii) the Statements of Cash Flows, (iv) the Notes to the Financial Statements.	*

* Filed herewith.
(1) Incorporated by reference to the Company's Registration Statement on Form S-3 (File No. 333-177965) filed with the SEC on November 14, 2011.
(2) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on February 14, 2013.
(3) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1987.
(4) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on December 16, 2009.
(5) Incorporated by reference to the Company's Registration Statement on Form S-8 (File No. 333-194151) filed with the SEC on February 26, 2014.

SIGNATURES

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

May 12, 2014	MITEK SYSTEMS, INC.
	By: /s/ James B. DeBello James B. DeBello President and Chief Executive Officer (Principal Executive Officer)
	By: /s/ Russell C. Clark Russell C. Clark Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to Rule 13a-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, James B. DeBello, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) 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 the 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 12, 2014

/s/ James B. DeBello
James B. DeBello, Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to Rule 13a-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Russell C. Clark, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) 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 the 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 12, 2014

/s/ Russell C. Clark

Russell C. Clark, Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATIONS
PURSUANT TO SECTION 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of the undersigned, in his capacity as the principal executive officer and principal financial officer of Mitek Systems, Inc. (the “Company”), as the case may be, hereby certifies, pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), that, to the best of his knowledge:

1. This Quarterly Report on Form 10-Q for the period ended March 31, 2014 (this “Quarterly Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and

2. The information contained in this Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by this Quarterly Report.

Date: May 12, 2014

/s/ James B. DeBello
James B. DeBello
Chief Executive Officer
(Principal Executive Officer)

Date: May 12, 2014

/s/ Russell C. Clark
Russell C. Clark
Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission (“SEC”) or its staff upon request.

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of this Quarterly Report), irrespective of any general incorporation language contained in such filing.