

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* THORNTON JOHN M (Last) (First) (Middle) 8911 BALBOA AVENUE SUITE B (Street) SAN DIEGO CA 92123 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MITEK SYSTEMS INC [MITK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/24/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/24/2015		S		380,533	D	\$5	1,323,051	I	By Trust
Common Stock	11/24/2015		S		1,600	D	\$5.0025	1,321,451	I	By Trust
Common Stock	11/24/2015		S		300	D	\$5.004	1,321,151	I	By Trust
Common Stock	11/24/2015		S		300	D	\$5.005	1,320,851	I	By Trust
Common Stock	11/24/2015		S		4,400	D	\$5.01	1,316,451	I	By Trust
Common Stock	11/24/2015		S		100	D	\$5.0125	1,316,351	I	By Trust
Common Stock	11/24/2015		S		100	D	\$5.015	1,316,251	I	By Trust
Common Stock	11/24/2015		S		1,600	D	\$5.02	1,314,651	I	By Trust
Common Stock	11/24/2015		S		1,567	D	\$5.03	1,313,084	I	By Trust
Common Stock	11/24/2015		S		100	D	\$5.035	1,312,984	I	By Trust
Common Stock	11/25/2015		S		128,124	D	\$5	1,184,860	I	By Trust
Common Stock	11/25/2015		S		2,000	D	\$5.0025	1,182,860	I	By Trust
Common Stock	11/25/2015		S		10,100	D	\$5.005	1,172,760	I	By Trust
Common Stock	11/25/2015		S		1,000	D	\$5.0075	1,171,760	I	By Trust
Common Stock	11/25/2015		S		18,521	D	\$5.01	1,153,239	I	By Trust
Common Stock	11/25/2015		S		600	D	\$5.0125	1,152,639	I	By Trust
Common Stock	11/25/2015		S		2,200	D	\$5.015	1,150,439	I	By Trust
Common Stock	11/25/2015		S		9,200	D	\$5.02	1,141,239	I	By Trust
Common Stock	11/25/2015		S		4,500	D	\$5.025	1,136,739	I	By Trust
Common Stock	11/25/2015		S		500	D	\$5.026	1,136,239	I	By Trust
Common Stock	11/25/2015		S		700	D	\$5.03	1,135,539	I	By Trust
Common Stock	11/25/2015		S		3,955	D	\$5.0311	1,131,584	I	By Trust
Common Stock	11/25/2015		S		1,000	D	\$5.038	1,130,584	I	By Trust
Common Stock								101,246	I	By Wife
Common Stock								15,000	I	By Foundation
Common Stock								171,044 ⁽¹⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Explanation of Responses:											
1. Comprised of 81,044 shares of common stock and 90,000 shares subject to restricted stock units held by the reporting person.											
Remarks:											
<div style="text-align: right;"> Amount or Number of <u>/s/ James B. DeBello, by Power</u> <u>of Attorney</u> 11/25/2015 </div>											

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.