

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K/A  
Amendment No.1

(Mark One)

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

For the fiscal year ended September 30, 2003

or

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

Commission file number 0-15235

MITEK SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

87-0418827

(State or other jurisdiction of  
incorporation or organization)

(I.R.S Employer Identification No.)

14145 Danielson St., Suite B, Poway, CA 92064  
(Address of principal executive offices) (Zip Code)

(858) 513-4600 Registrant's  
telephone number, including area code

None

Securities registered pursuant to Section 12(b) of the Act

Common Stock, par value \$.001 per share  
Securities registered pursuant to Section 12(g) of the Act

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 if disclosure of delinquent filers pursuant to Item  
405 of Regulation S-K is not contained herein, and will not be contained, to the  
best of registrant's knowledge, in definitive proxy or information statements  
incorporated by reference in Part III of this Form 10-K or any amendment to this  
Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as  
defined in Rule 12b-2 of the Act) Yes  No .

The aggregate market value of voting stock held by non-affiliates of the  
registrant was \$8,632,803 as of March 31, 2003 (computed by reference to the  
last sale price of a share of the registrant's Common Stock on that date as  
reported by NASDAQ).

There were 11,308,537 shares outstanding of the registrant's Common Stock  
as of December 3, 2003.

Documents incorporated by reference in this report: Part II incorporates  
certain information by reference from the Annual Report to Stockholders for the  
year ended September 30, 2003. Part III incorporates certain information by  
reference from the Proxy Statement for the 2004 Annual Meeting of Stockholders.

MITEK SYSTEMS, INC.

FORM 10-K

For The Fiscal Year Ended September 30, 2003

Part IV

Item 15 Exhibits, Financial Statement Schedules and Reports on Form 8-K..... 3  
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EXPLANATORY NOTE

On December 30, 2003, Mitek Systems, Inc. ("Mitek") filed its Annual Report on Form 10-K for the fiscal year ended September 30, 2003 (the "2003 10-K"). Mitek hereby amends the 2003 10-K to show the original auditor's consent as executed which was inadvertently originally filed without showing it was executed. The auditor's consent was not reissued for this amendment. No other amendments are or were made to the 2003 10-K.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS, SCHEDULES, AND REPORTS ON FORM 8-K

(a) (1) The following documents are included in the Company's Annual Report to Stockholders for the year ended September 30, 2003:

Independent Auditors' Report

Balance Sheets -

As of  
September 30, 2003 and 2002

Statements of Operations -

For the Years Ended  
September 30, 2003, 2002, and 2001

Statements of Stockholders' Equity -

For the Years Ended  
September 30, 2003, 2002, and 2001

Statements of Cash Flows -

For the Years Ended  
September 30, 2003, 2002, and 2001

Notes to Financial Statements -  
For the years Ended  
September 30, 2003, 2002, and 2001

With the exception of the financial statements listed above and the other information incorporated by reference herein, the Annual Report to Stockholders for the fiscal year ended September 30, 2003, is not to be deemed to be filed as part of this report.

(a) (2) Exhibits:

- 3.1 Certificate of Incorporation of Mitek Systems of Delaware Inc. (now Mitek Systems, Inc.), a Delaware corporation, as amended (1)
- 3.2 Bylaws of Mitek Systems, Inc. as Amended and Restated (1)
- 10.1 1986 Stock Option Plan (2)
- 10.2 1988 Non Qualified Stock Option Plan (2)
- 10.3 1996 Stock Option Plan(3)
- 10.4 1999 Stock Option Plan (4)
- 10.5 401(k) Plan (2)
- 13. Annual Report to Stockholders for the year ended September 30, 2003 (5)
- 23. Independent Auditors' Consent
- 31.1 Certification by Chief Executive Officer Pursuant to Section 13a-14(a) of the Sarbanes-Oxley Act of 2002
- 31.2 Certification by Chief Financial Officer Pursuant to Section 13a-14(a) of the Sarbanes-Oxley Act of 2002
- 32.1 Certification by Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification by Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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- (1) Incorporated by reference from the exhibits to the Company' Annual Report on Form 10-K for the fiscal year ended September 30, 1985
- (2) Incorporated by reference from the exhibits to the Company's Registration Statement on Form SB-2 originally filed with the SEC on July 9, 1996.
- (3) Incorporated by reference from the exhibits to the Company's Registration Statement on Form 10-K for the fiscal year ended September 30, 2001.
- (4) Incorporated by reference to the exhibits to the Company's Registration Statement on Form S-8 originally filed with the SEC on June 10, 1999.
- (5) Incorporated by reference from the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003.

Upon request, the Registrant will furnish a copy of any of the listed exhibits for \$0.50 per page.

- (b) The following is a list of Current Reports on Form 8-K filed by the Company during the last quarter of the fiscal year ended September 30, 2003:

Form 8-K filed with the Securities and Exchange Commission on July 23, 2003, under Item 7 and Item 9 announced Mitek Systems, Inc's preliminary financial results for the third fiscal quarter ended June 30, 2003.

Form 8-K filed with the Securities and Exchange Commission on July 29, 2003, under Item 7 and Item 9 announced Mitek Systems, Inc.'s financial results for the third fiscal quarter ended June 30, 2003.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 3, 2005

MITEK SYSTEMS, INC.

By: /s/ James B. DeBello

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James B. DeBello,  
President, Chief Executive Officer

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement Nos. 33-3888, 333-23707, 333-80567, 333-58032 and 333-106843 of Mitek Systems, Inc. on Form S-8 of our report dated December 29, 2003, appearing in this Annual Report on Form 10-K of Mitek Systems, Inc. for the year ended September 30, 2003.

/s/ Deloitte & Touche LLP  
San Diego, California  
December 29, 2003

CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER

I, James B. DeBello, certify that:

1. I have reviewed this annual report on Form 10-K 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;

Dated: February 3, 2005

By: /s/ James B. DeBello

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James B. DeBello  
Chief Executive Officer

CERTIFICATION OF  
CHIEF FINANCIAL OFFICER

I, John M. Thornton, certify that:

1. I have reviewed this annual report on Form 10-K 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;

Dated: February 3, 2005

By: /s/ John M. Thornton

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John M. Thornton  
Chief Financial Officer



CERTIFICATION OF CHIEF EXECUTIVE OFFICER

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

(1) the Registrant's Annual Report on Form 10-K of the Registrant for the year ended September 30, 2003 (the "Report"), to which this statement is filed as an exhibit, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

Dated: February 3, 2005

By: /s/ James B. DeBello

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James B. DeBello  
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

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

(1) the Registrant's Annual Report on Form 10-K of the Registrant for the year ended September 30, 2003 (the "Report"), to which this statement is filed as an exhibit, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

Dated: February 3, 2005

By: /s/ John M. Thornton

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John M. Thornton  
Chief Financial Officer