

MITEK SYSTEMS INC

Form 3

November 05, 2013

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Diamond Michael E

(Last) (First) (Middle)

8911 BALBOA  
AVENUE,Â SUITE B

(Street)

SAN DIEGO,Â CAÂ 92123

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/05/2013

3. Issuer Name **and** Ticker or Trading Symbol  
MITEK SYSTEMS INC [MITK]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Revenue Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

22,665 <sup>(1)</sup>

D Â

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

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative  
Security  
(Instr. 4)2. Date Exercisable and Expiration  
Date  
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

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|                                |                           |                           |                 | Amount or<br>Number of<br>Shares |         | or Indirect<br>(I)<br>(Instr. 5) |   |
|--------------------------------|---------------------------|---------------------------|-----------------|----------------------------------|---------|----------------------------------|---|
| Stock Option (Right<br>to Buy) | 06/29/2013 <sup>(2)</sup> | 06/29/2022                | Common<br>Stock | 175,000                          | \$ 3.89 | D                                | Â |
| Stock Option (Right<br>to Buy) | 11/16/2013 <sup>(3)</sup> | 11/16/2022 <sup>(3)</sup> | Common<br>Stock | 10,000                           | \$ 2.34 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                         |       |
|---------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                 | Other |
| Diamond Michael E<br>8911 BALBOA AVENUE<br>SUITE B<br>SAN DIEGO, CA 92123 | Â             | Â         | Â Chief Revenue Officer | Â     |

## Signatures

/s/ Fred Hutton, by power of attorney  
11/05/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- (1) Comprised of 3,915 shares of common stock and 18,750 shares of common stock subject to restricted stock units (RSU) granted on June 29, 2012. The shares subject to the RSU award vest in equal annual installments over four years from the date of grant.
- (2) Represents an incentive stock option granted on June 29, 2012. Twenty-five percent of the shares subject to the award vest on the first anniversary of the date of grant and thereafter in 36 equal monthly installments.
- (3) Represents a non-qualified stock option granted on November 16, 2012. Twenty-five percent of the shares subject to the award vest on the first anniversary of the date of grant and thereafter in 36 equal monthly installments.

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

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