

THOMPSON JANE J.

Form 3

September 22, 2017

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 *

THOMPSON JANE J.

(Last) (First) (Middle)

600 B STREET, SUITE 100

(Street)

SAN DIEGO, CA 92101

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/20/2017

3. Issuer Name and Ticker or Trading Symbol

MITEK SYSTEMS INC [MITK]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

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

53,880 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

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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 Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	11/04/2015 ⁽²⁾	11/04/2024	Common Sock	10,000	\$ 2.66	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON JANE J. 600 B STREET, SUITE 100 SAN DIEGO, CA 92101	Â X	Â	Â	Â

Signatures

/s/ Michael W. Lieburn, by Power of Attorney 09/22/2017

__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 31,250 shares of common stock and 12,159 shares of common stock subject to restricted stock units held by the reporting person.
Represents a non-qualified stock option granted to the reporting person on November 4, 2014 in connection with her service as a member
- (2) of the Issuer's Advisory Board. The option is exercisable as to 7,083 shares and the remaining 2,917 shares vest in equal monthly installments and will be fully vested on November 4, 2018.

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