

MITEK SYSTEMS INC
Form 4
February 15, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN 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 *
DEBELLO JAMES B

(Last) (First) (Middle)

MITEK SYSTEMS, INC., 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]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/13/2013 | | M | | 33,520 | A | \$ 1.06 |
| Common Stock | 02/13/2013 | | S | | 33,520 (1) | D | \$ 5 |
| Common Stock | 02/14/2013 | | M | | 45,703 | A | \$ 1.06 |
| Common Stock | 02/14/2013 | | S | | 45,703 (1) | D | \$ 5 |
| Common Stock | 02/15/2013 | | M | | 82,131 | A | \$ 1.06 |

Edgar Filing: MITEK SYSTEMS INC - Form 4

| | | | | | | | |
|--------------|------------|---|----------------------|---|------------|--------------------|---|
| Common Stock | 02/15/2013 | S | 58,964 <u>(1)</u> | D | \$ 5 | 356,500 | D |
| Common Stock | 02/15/2013 | M | 319,000 | A | \$ 0.35 | 675,500 <u>(2)</u> | D |

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

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.

SEC 1474
(9-02)

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

| 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. Number of Derivative 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option (Right to Buy) | \$ 1.06 | 02/13/2013 | | M | 33,520 | 06/19/2003 05/19/2013 | Common Stock 33,520 |
| Stock Option (Right to Buy) | \$ 1.06 | 02/14/2013 | | M | 45,703 | 06/19/2003 05/19/2013 | Common Stock 45,703 |
| Stock Option (Right to Buy) | \$ 1.06 | 02/15/2013 | | M | 82,131 | 06/19/2003 05/19/2013 | Common Stock 82,131 |
| Stock Option (Right to Buy) | \$ 0.35 | 02/15/2013 | | M | 319,000 | 01/04/2008 12/04/2017 | Common Stock 319,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEBELLO JAMES B MITEK SYSTEMS, INC. | X | | President & CEO | |

8911 BALBOA AVENUE SUITE B
SAN DIEGO, CA 92123

Signatures

/s/ Fred Hutton, by power of
attorney

02/15/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 4, 2013.

(2) Comprised of 642,167 shares of common stock and 33,333 shares subject to restricted stock awards held by the reporting person.

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.