

MITEK SYSTEMS INC  
Form 8-K  
June 07, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) June 2, 2006

Mitek Systems, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

0-15235  
(Commission File Number)

87-0418827  
(IRS Employer Identification No.)

8911 Balboa Ave, Suite B, San Diego,  
California  
(Address of Principal Executive Offices)

92123  
(Zip Code)

(858) 503-7810  
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Effective June 7, 2006, we issued 257,597 shares of our common stock at the conversion price of \$.70 per share to Laurus Master Fund, Ltd. ("Laurus") in connection with the payment of \$180,318.19 of the principal related to a secured convertible term note of \$3,000,000, issued to Laurus in June 2004. This was the final payoff of the principal on the Laurus note.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Release of the Company dated May 7, 2006, regarding the payoff of the Laurus Master Fund, Ltd.Note.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MITEK SYSTEMS, INC.

Date: May 7, 2006

By: /s/ Tesfaye Hailemichael

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Tesfaye Hailemichael  
Chief Financial Officer