

CARNECCHIA SCIPIO MAXIMUS
 Form 4
 November 08, 2018

FORM 4

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

OMB APPROVAL

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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 *
CARNECCHIA SCIPIO MAXIMUS

2. Issuer Name and Ticker or Trading Symbol
MITEK SYSTEMS INC [MITK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 600 B STREET, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2018

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

SAN DIEGO, CA 92101
 (City) (State) (Zip)

4. 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 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/06/2018		A		47,369 <u>(1)</u>	A	\$ 0 51,369 D
Common Stock	11/06/2018		A		47,369 <u>(2)</u>	A	\$ 0 98,738 D

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

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 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (Right to Buy)	\$ 9.5	11/06/2018		A	90,939	⁽³⁾ 11/06/2018	Common Stock 90,939
Stock Option (Right to Buy)	\$ 9.5	11/06/2018		A	81,240	⁽⁴⁾ 11/06/2018	Common Stock 81,240
Performance Stock Option (Right to Buy)	\$ 9.5	11/06/2018		A	800,000	⁽⁵⁾ 11/06/2018	Common Stock 800,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARNECCHIA SCIPIO MAXIMUS 600 B STREET, SUITE 100 SAN DIEGO, CA 92101	X		CEO & Director	

Signatures

/s/ Trevor Renfield, by Power of Attorney
11/07/2018

**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) Represents restricted stock units granted on November 6, 2018. Shares subject to the award vest over four years from the date of grant, with 25% of the shares subject to the award vesting on the first anniversary of the date of grant and the remaining shares vesting in three equal annual installments thereafter.

(2) Represents conditional restricted stock units granted on November 2, 2018. Shares subject to the award vest over five years from the date of grant, with 25% of the shares subject to the award vesting on the second anniversary of the date of grant and the remaining shares vesting in three equal annual installments thereafter.

(3) Represents a non-qualified stock option granted on November 6, 2018. Shares subject to the award vest over four years from the date of grant, with 25% of the shares subject to the award vesting on the first anniversary of the date of grant and the remaining shares vesting in thirty-six equal monthly installments thereafter.

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- (4) Represents a conditional non-qualified stock option granted on November 6, 2018. Shares subject to the award vest over five years from the date of grant, with 25% of the shares subject to the award vesting on the second anniversary of the date of grant and the remaining shares vesting in thirty-six equal monthly installments thereafter.

- Represents a performance non-qualified stock option granted on November 6, 2018. Shares subject to the award vest upon the closing market price of the Mitek's common stock achieving certain predetermined levels and Mr. Carnecchia's serving as Mitek's Chief Executive Officer for at least three years. In the event of a change of control of Mitek, all of the unvested shares subject to the award will vest if the per share price payable to Mitek's stockholders in connection with the change of control of Mitek is an amount reaching those certain predetermined levels required for the shares subject to the award to otherwise vest.
- (5)

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.