

MITEK SYSTEMS INC
Form 4/A
June 19, 2012

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 *
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)

06/15/2012

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

06/19/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount | | |
| Common Stock | 06/15/2012 | | | M | 249,000 | A | |
| | | | | | \$ 0.09 | | |
| Common Stock | 06/15/2012 | | | M | 51,000 | A | |
| | | | | | \$ 0.35 | | |
| | | | | | (1) | | |

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

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SEC 1474 (9-02)

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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) | \$ 0.09 | 06/15/2012 | | M | 249,000 | 03/25/2009 ⁽²⁾ | 02/25/2019 | Common Stock | 249,000 |
| Stock Option (Right to Buy) | \$ 0.35 | 06/15/2012 | | M | 51,000 | 01/04/2008 ⁽³⁾ | 12/04/2017 | Common Stock | 51,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEBELLO JAMES B MITEK SYSTEMS, INC. 8911 BALBOA AVENUE SUITE B SAN DIEGO, CA 92123 | X | | President & CEO | |

Signatures

Fred Hutton, by Power of Attorney
Date: 06/19/2012

**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 amendment is being filed for the sole purpose of correcting the purchase price of 51,000 shares acquired by the Reporting Person on June 15, 2012 as reported in Table I of the Form 4 filed on June 19, 2012. The actual purchase price was \$0.35 per share, rather than \$0.09. All of the other information reported on the previous Form 4 was correct.
- (2) The option vested monthly over thirty-six months from February 25, 2009, the date of grant, until fully vested on February 25, 2012.
- (3) The option vested monthly over thirty-six months from December 4, 2007, the date of grant, until fully vested on December 4, 2010.

Remarks:

This amendment is being filed for the sole purpose of correcting the purchase price of 51,000 shares acquired 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.

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