

CARNECCHIA SCIPIO MAXIMUS

Form 4

November 08, 2018

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

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

OMB APPROVAL

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(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

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

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

CEO & Director

(Street)

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

SAN DIEGO, CA 92101

(City) (State) (Zip)

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	11/06/2018		A		47,369 (1)	A	\$ 0 51,369 D
Common Stock	11/06/2018		A		47,369 (2)	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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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) 11/06/2028	Common Stock 90,939
Stock Option (Right to Buy)	\$ 9.5	11/06/2018		A	81,240	(4) 11/06/2028	Common Stock 81,240
Performance Stock Option (Right to Buy)	\$ 9.5	11/06/2018		A	800,000	(5) 11/06/2028	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).

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.

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.

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.

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