

MITEK SYSTEMS INC  
Form S-8 POS  
November 12, 2010

As filed with the Securities and Exchange Commission on November 12, 2010

Registration No. 333-23707

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

MITEK SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

87-0418827  
(I.R.S. Employer  
Identification No.)

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

92123  
(Zip Code)

1996 Stock Option Plan

(Full title of the plans)

James B. DeBello  
President, Chief Executive Officer and Chief Financial Officer  
Mitek Systems, Inc.  
8911 Balboa Ave, Suite B  
San Diego, CA 92123

(Name and Address of Agent for Service)

(859) 503-7810

(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting

company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller  
reporting company)

Accelerated filer   
Smaller reporting  
company

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TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-23707) (the "Registration Statement") of Mitek Systems, Inc. ("Mitek"). In accordance with an undertaking made by Mitek in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of its common stock which remain unsold at the termination of the offering, Mitek hereby removes from registration all shares of its common stock registered under the Registration Statement that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, in the State of California on November 12, 2010.

Mitek Systems, Inc.

By: /s/ James B. DeBello,  
James B. DeBello,  
President, Chief Executive Officer  
and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ John M. Thornton John M. Thornton	Chairman of the Board and Director	November 12, 2010
/s/ James B. DeBello James B. DeBello	President, Chief Executive Officer, Chief Financial Officer and Director	November 12, 2010
/s/ Gerald I. Farmer Gerald I. Farmer	Director	November 12, 2010
/s/ Michael W. Bealmear Michael W. Bealmear	Director	November 12, 2010
/s/ Sally B. Thornton Sally B. Thornton	Director	November 12, 2010
/s/ William P. Tudor William P. Tudor	Director	November 12, 2010
/s/ Vinton P. Cunningham Vinton P. Cunningham	Director	November 12, 2010