

**SUPPLEMENT TO THE PROXY STATEMENT FOR THE ANNUAL MEETING
OF STOCKHOLDERS OF MITEK SYSTEMS, INC.**

**ANNUAL MEETING POSTPONED TO MONDAY, OCTOBER 2, 2023
AT 9:00 A.M, LOCAL TIME**

The following information supplements and amends the proxy statement (“**Proxy Statement**”) and Notice of Annual Meeting of Stockholders (“**Notice**”) of Mitek Systems, Inc. (the “**Company**”) filed with the Securities and Exchange Commission on August 22, 2023 and furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company (the “**Board**”) for the 2023 Annual Meeting of Stockholders of the Company (the “**Annual Meeting**”). Capitalized terms used in this supplement, dated September 19, 2023, to the Proxy Statement (this “**Supplement**”) and not otherwise defined herein have the meaning given to them in the Proxy Statement.

The Board resolved to postpone the Annual Meeting previously scheduled to be held on September 20, 2023 to allow time for the Board to solicit additional proxies and support for Proposal No. 3 and to clarify the voting standards related to certain proposals included in the Proxy Statement. The postponed Annual Meeting will be held at 9:00 a.m., local time, on Monday, October 2, 2023, at Mitek Systems, Inc. 600 B. Street. Suite 100, San Diego, California 92101. For information on how to attend the postponed Annual Meeting, please see the information in the Proxy Statement.

The Record Date for determining stockholders eligible to vote at the Annual Meeting remains August 10, 2023. During the period of postponement, the Company will continue to accept stockholder votes and any stockholders who have not yet voted are encouraged to do so. The Company encourages any eligible stockholder that has not yet voted their shares or provided voting instructions to their broker or other record holders to do so promptly. Any stockholders who have already voted or submitted a proxy do not need to take any further action unless they wish to change their vote.

The Proxy Statement is hereby supplemented and amended as follows:

The following text replaces, in its entirety, the below captioned question and answers from the section entitled “Questions and Answers about this Proxy Material and Voting.”

What are the voting requirements that apply to the proposals discussed in this Proxy Statement?

The election of directors contemplated by Proposal No. 1 will be decided by a plurality of the votes cast. Accordingly, the seven director nominees receiving the highest number of votes will be elected.

The approval of the 2020 Plan Amendment contemplated by Proposal No. 2, the ratification of the appointment of BDO as our independent registered public accounting firm contemplated by Proposal No. 4 and the approval, on an advisory (non-binding) basis, of the compensation of our named executive officers contemplated by Proposal No. 5, each require the affirmative vote of the holders of a majority in voting power of the shares of common stock present and entitled to vote either in person or by proxy on the subject matter of the proposal.

The approval of the amendment to our Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation contemplated by Proposal No. 3 requires the affirmative vote of the holders of a majority of the shares of common stock issued and outstanding and entitled to vote at the Annual Meeting.

The approval, on an advisory (non-binding) basis, of the frequency of future advisory stockholder votes on the compensation of our named executive officers contemplated by Proposal No. 6 will be decided by a plurality of the votes cast. This means that the option for holding an advisory vote every one year, two years, or three years receiving the greatest number of votes will be considered the preferred frequency of the stockholders.

What is the effect of withhold authority votes, abstentions and broker non-votes?

Withhold Authority Votes: Shares subject to instructions to withhold authority to vote on the election of directors will not be voted. This will have no effect on Proposal No. 1 because, under plurality voting rules, the seven director nominees receiving the highest number of “for” votes will be elected.

Abstentions: Under Delaware law (under which Mitek is incorporated), abstentions are counted as shares present and entitled to vote at the Annual Meeting. Therefore, abstentions will have the same effect as a vote “against” for Proposal No. 2, Proposal No. 3, Proposal No. 4, and Proposal No. 5. However, abstentions will have no effect on Proposal No. 1 because under the plurality voting rules, the seven director nominees receiving the highest number of “for” votes will be elected. Similarly, abstentions will have no effect on Proposal No. 6 because, under plurality voting rules, the frequency alternative receiving the highest number of “for” votes will be selected.

Broker Non-Votes: Brokers, banks and other agents are not permitted to vote the uninstructed shares of their clients on a discretionary basis in the election of directors. Because broker non-votes are not considered under Delaware law to be entitled to vote at the Annual Meeting with respect to “non-discretionary” matters, they will have no effect on the outcome of the vote on Proposal No. 1. Each of Proposal No. 2, Proposal No. 3, Proposal No. 5, and Proposal No. 6 are also considered “non-discretionary” matters on which your broker, bank or other agent will not be able to vote on your behalf if it does not receive instructions from you, and therefore there may be broker non-votes on Proposal Nos. 2, 3, 5 and 6. If you hold your shares in street name and you do not instruct your broker, bank or other agent how to vote your shares on Proposal No. 1, Proposal No. 2, Proposal No. 3, Proposal No. 5, and Proposal No. 6, no votes will be cast on your behalf on these proposals. Therefore, it is important that you indicate your vote on these proposals if you want your vote to be counted. Broker non-votes will have the same effect as a vote “against” for Proposal No. 3. Broker non-votes will have no effect on the outcome of the vote on Proposal No. 2, Proposal No. 5 and Proposal No. 6. Proposal No. 4 is considered routine or a “discretionary” matter on which your broker, bank or other agent will be able to vote on your behalf even if it does not receive instructions from you and, therefore, no broker non-votes are expected to exist in connection with Proposal No. 4. If there are any broker non-votes on Proposal No. 4, they will have no effect on the outcome of the vote on such proposal.

The following text replaces, in its entirety, the text in Proposal No. 2 under the subheading “Effectiveness of the Amendment and Required Vote.”

The affirmative vote of the holders of a majority of the shares of common stock present and entitled to vote either in person or by proxy on the subject matter of this proposal is required to approve the amendment and restatement of the 2020 Plan. Abstentions will have the effect of a vote “AGAINST” this proposal. Broker non-votes will have no effect on the outcome of the vote on this proposal. If approved by stockholders, the amendment and restatement of the 2020 Plan will become effective on the date of the Annual Meeting. If stockholders do not approve this proposal, the amendment and restatement of the 2020 Plan will not become effective and the 2020 Plan will continue in its current form.

The following text replaces, in its entirety, the text in Proposal No. 3 under the subheading “Effectiveness of the Amendment and Required Vote.”

The approval of the amendment to our Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation requires the affirmative vote of the holders of a majority of the shares of our common stock issued and outstanding and entitled to vote at the Annual Meeting. As a result, abstentions and broker non-votes will have the effect of a vote “AGAINST” this proposal. If this Proposal No. 3 is approved by our stockholders, the amendment to our Certificate of Incorporation will become effective upon the filing of a certificate of amendment with the Delaware Secretary of State, which filing is expected to occur promptly after the Annual Meeting. If such amendment is not approved by our stockholders, the Restated Certificate will not be amended.

The following text replaces, in its entirety, the text in Proposal No. 4 under the subheading “Required Vote.”

The ratification of the appointment of BDO as our independent registered public accounting firm for our fiscal year ending September 30, 2023, requires the affirmative “FOR” vote of a majority of the voting power of the shares of our common stock present and entitled to vote either in person or by proxy on the subject matter of this proposal. Abstentions will have the effect of a vote “AGAINST” this proposal. Broker non-votes will have no effect on the outcome of the vote on this proposal.

Except as set forth herein, no additional changes have been made to the Proxy Statement or Notice or the proposals to be brought before the 2023 Annual Meeting, which are presented in the Proxy Statement. This Supplement should be read in conjunction with the Proxy Statement and Notice.