Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MII ASSOCIATES' RETIREMENT SAVINGS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 010

1c Effective date of plan 12/10/1986

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
MITEK USA, INC.

14515 NORTH OUTER FORTY DRIVE
SUITE 300
CHESTERFIELD, MO 63017-5746

2b Employer Identification Number (EIN)
43-1531931

2c Plan Sponsor's telephone number
314-434-1200

2d Business code (see instructions)
332900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/24/2015	BONNIE A. DANIELS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	1438
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	1159
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1165
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	396
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1561
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1561
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1543
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	58
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
MII ASSOCIATES' RETIREMENT SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
MITEK USA, INC.

D Employer Identification Number (EIN)
43-1531931

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

RETIREMENT PLAN SERVICES, LLC

43-1904010

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

CHARLES SCHWAB BANK

42-1558009

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

RETIREMENT PLAN SERVICES, LLC

43-1904010

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17 19 27 37 38 21	NONE	148871	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
MII ASSOCIATES' RETIREMENT SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 010

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MITEK USA, INC.

D Employer Identification Number (EIN)
43-1531931

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SIRT 2010

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-011	C	596851

a Name of MTIA, CCT, PSA, or 103-12 IE: SIRT 2020

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-013	C	804210

a Name of MTIA, CCT, PSA, or 103-12 IE: SIRT 2030

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-015	C	2498818

a Name of MTIA, CCT, PSA, or 103-12 IE: SIRT 2040

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-017	C	1098392

a Name of MTIA, CCT, PSA, or 103-12 IE: SIRT 2050

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625169-019	C	1197793

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL TR IRM CORE BD

b Name of sponsor of entity listed in (a): GLOBAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
37-6567224-001	C	3287107

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 500

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-306	C	7988314

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE VALUE FUND C

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 52-2250946-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9468937

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE AGGRESSIVE FUND

b Name of sponsor of entity listed in (a): TD AMERITRADE

c EIN-PN 20-0937408-222	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8531429

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE CONSERVATIVE

b Name of sponsor of entity listed in (a): TD AMERITRADE

c EIN-PN 20-0937408-218	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3461727

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE MOD CONSERV

b Name of sponsor of entity listed in (a): TD AMERITRADE

c EIN-PN 20-0937408-219	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4322313

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE MOD AGGRESSIVE

b Name of sponsor of entity listed in (a): TD AMERITRADE

c EIN-PN 20-0937408-221	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29456657

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE MODERATE FUND

b Name of sponsor of entity listed in (a): TD AMERITRADE

c EIN-PN 20-0937408-220	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16391148

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
MII ASSOCIATES' RETIREMENT SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
MITEK USA, INC.

D Employer Identification Number (EIN)
43-1531931

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	348964	59572
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2909684	3459705
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2758007	2899519
(9) Value of interest in common/collective trusts	1c(9)	72794822	89103696
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	34901222	30554881
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	113712699	126077373
Liabilities			
g Benefit claims payable	1g	319312	1359778
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	100	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	319412	1359778
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	113393287	124717595

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	6221991	
(B) Participants	2a(1)(B)	5558441	
(C) Others (including rollovers)	2a(1)(C)	595762	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		12376194
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	116164	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		116164
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3980330
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2220600
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		18693288
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7220110	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		7220110
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	148870	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		148870
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7368980
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		11324308
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SCHMERSAHL, TRELOAR & CO., P.C. **(2)** EIN: 43-1540459

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
MII ASSOCIATES' RETIREMENT SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
MITEK USA, INC.

D Employer Identification Number (EIN)
43-1531931

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-1558009

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

MII ASSOCIATES' RETIREMENT SAVINGS 401(K) PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULES,
AND
INDEPENDENT AUDITORS' REPORT
FOR THE
YEARS ENDED DECEMBER 31, 2014 AND 2013

MII Associates' Retirement Savings 401(k) Plan

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SCHMERSAHL TRELOAR & CO.
Certified Public Accountants

Independent Auditors' Report

Plan Administrator
MII Associates' Retirement Savings 401(k) Plan
Chesterfield, Missouri

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of MII Associates' Retirement Savings 401(k) Plan, which comprise the statements of net assets available for plan benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes C, D, and E, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Schmuesahl Treloar + Co.

St. Louis, Missouri
July 21, 2015

FINANCIAL STATEMENTS

MII Associates' Retirement Savings 401(k) Plan
STATEMENTS OF NET ASSETS
AVAILABLE FOR PLAN BENEFITS

	December 31,	
	2014	2013
ASSETS		
Investments at fair value	$ 119,718,149	$ 108,045,008
Notes receivable from participants	2,899,519	2,758,007
Employer contributions receivable	3,459,705	2,909,584
Total Assets	126,077,373	113,712,599
Net Assets Available for Plan Benefits	$ 126,077,373	$ 113,712,599

See accompanying notes to financial statements

MII Associates' Retirement Savings 401(k) Plan
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS

	Years Ended December 31,	
	2014	2013
ADDITIONS TO NET ASSETS		
Investment Return		
Interest and dividends	$ 116,164	$ 109,942
Net gain on sale of investments	3,980,330	9,125,215
Unrealized appreciation in fair value of investments	2,220,600	6,973,615
Total Investment Return	6,317,094	16,208,772
Contributions		
Employer	6,221,991	5,533,945
Employee	5,558,441	5,068,791
Rollovers	595,762	1,633,609
Total Contributions	12,376,194	12,236,345
Total Additions to Net Assets	18,693,288	28,445,117
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	6,179,644	3,561,824
Management fees	148,870	154,816
Total Deductions from Net Assets	6,328,514	3,716,640
NET INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	12,364,774	24,728,477
TRANSFERS INTO THE PLAN	-	40,363
NET ASSETS AVAILABLE FOR PLAN BENEFITS,		
Beginning of year	113,712,599	88,943,759
End of year	$ 126,077,373	$ 113,712,599

See accompanying notes to financial statements

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The accounting records of the MII Associates' Retirement Savings 401(k) Plan (the "Plan") are maintained on the accrual basis.

Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Valuation of Investments
The Plan's investments are stated at fair value based upon quoted market prices. Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest, which approximates fair value.

The increase in fair value of the investments held is reflected in the Statements of Changes in Net Assets Available for Plan Benefits as Unrealized Appreciation in Fair Value of Investments.

Concentration of Credit Risk
Financial instruments which potentially subject the Plan to a concentration of credit risk consist primarily of investments. The Plan maintains its investments with high credit financial institutions in various collective investment funds.

Payment of Benefits
Benefits are recorded when paid. As of December 31, 2014 and 2013, benefit payments of $1,359,778 and $319,312, respectively, had not been disbursed to former employees who were no longer participants in the Plan.

Subsequent Events
In preparing these financial statements, the Plan management has evaluated events and transactions for potential recognition or disclosure through July 21, 2015, the date the financial statements were available to be issued.

B. DESCRIPTION OF PLAN

General Information
The Plan, established on January 1, 1987, is a defined contribution plan sponsored by MiTek USA, Inc. (the Company). The Plan offers participation to employees of MiTek USA, Inc. and affiliated entities which are members of a controlled group of corporations which includes MiTek USA, Inc., who meet the eligibility provisions of the Plan. The eligibility provisions set forth in the Plan satisfy the requirements of a Section 401(k) plan under the Internal Revenue Code. The Company has been designated as Plan Administrator.

B. **DESCRIPTION OF PLAN** *(Continued)*

Eligible Employees
The Plan covers all employees of the Company who were employees on the effective date of the Plan, January 1, 1987. All employees who were nonunion, who have attained the age of 21 and have completed six consecutive months of service are eligible to participate in the Plan with entry dates at the beginning of each month. Participant and matching Company contributions are fully vested at all times. The Plan provides for vesting of the Company's discretionary contributions at a rate of 20% per year starting with the second year of service and becoming fully vested at six years of service.

Contributions
Each participant may elect to contribute up to 100% of his eligible compensation, as defined in the Plan, in increments of 1%, with the right to increase or decrease his rate of basic contribution or investment percentage of each fund four times each Plan year.

The Company contributes to the Plan an amount equal to 100% of the first 3% and 50% of the next two percent of participant contributions, not to exceed four percent of the participant's eligible compensation. At December 31, 2014 and 2013, forfeited nonvested accounts totaled $111,019 and $49,294, respectively. These accounts will be used to reduce future employer contributions. In addition, the Plan accepts qualified rollover contributions from participants. Rollover contributions comprised $595,762 and $1,633,609 of participants' contributions for 2014 and 2013, respectively.

In addition to the Company's matching contribution, each participating company may make a discretionary contribution to the Plan out of its accumulated earnings or current profits as decided by the Board of Directors of each company. The Company's discretionary contribution is allocated to the participants based on their eligible compensation. The Board of Directors of the Company may designate a portion of the Company's discretionary profit-sharing contribution as elective contributions which are allocated to the elective contribution accounts of non-highly compensated employees. These elective contributions are fully vested at all times.

Payments
Retiring participants, participants leaving the employment of the Company due to disabling illness or injury, and participants whose employment is terminated prior to retirement, disability or death will receive the vested balance in their individual account in a lump sum payment or in approximate equal annual or monthly installments over a period of time based upon the written election of the participant for participants' accounts greater than $5,000. Payments of benefits for participants' accounts of $5,000 or less are disbursed in a lump sum. Upon death, a participant's account will be distributed to the designated beneficiary at his election in the manner described above.

B. **DESCRIPTION OF PLAN** *(Continued)*

***Payments** (Continued)*
Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, the rights of participants to benefits accrued to the date of termination will be non-forfeitable.

Notes Receivable from Participants
Any active employee who has been a participant for a minimum of two years may apply for a note from the Plan. The minimum amount is $1,000 and the maximum total dollar amount may not exceed $50,000. The notes may not exceed the lesser of 50% of the participant's non-forfeitable accrued benefit or 100 percent of vested participant contributions and income. The security for each note shall be an irrevocable pledge and assignment of the non-forfeitable participant's accrued benefit with a repayment term of 60 months or less. One note request is considered in any twelve-month period with the requests being processed on demand.

C. **INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN**

The Plan's investments are held by bank-administered trust funds. Financial information relating to those investments is included in the accompanying financial statements based on information provided by the trustee. That information, which does not include contributions receivable to the trustee at December 31, 2014 and 2013, has not been examined by independent auditors. The following presents investments held that represent 5% or more of the Plan's net assets at December 31, 2014:

Retirement Advocate Mod Aggressive	$29,456,657
Retirement Advocate Moderate	16,391,148
Wells Fargo Collective Investment Trust	9,468,937
Retirement Advocate Aggressive	8,531,429
SSGA S&P 500	7,988,314

The following presents investments held that represent 5% or more of the Plan's net assets at December 31, 2013:

Retirement Advocate Mod Aggressive	$25,622,590
Retirement Advocate Moderate	16,089,047
Retirement Advocate Aggressive	11,392,882
Wells Fargo Collective Investment Trust	8,476,810
American Funds EuroPacific	5,920,871

D. FAIR VALUE OF MEASUREMENTS

U.S. Generally Accepted Accounting Principles ("GAAP") establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under GAAP are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31st.

Fair value of measurements as of December 31, 2014:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$30,554,881	$ -	$ -	$ 30,554,881
Cash and Cash Equivalents	59,572	-	-	59,572
Common Collective Trust	-	89,103,696	-	89,103,696
Notes Receivable from Participants	-	2,899,519	-	2,899,519
Total	$30,614,453	$92,003,215	$ -	$122,617,668

Fair value of measurements as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Mutual Funds	$34,901,222	$ -	$ -	$34,901,222
Cash and Cash Equivalents	348,964	-	-	348,964
Common Collective Trust	-	72,794,822	-	72,794,822
Notes Receivable from Participants	-	2,758,007	-	2,758,007
Total	$35,250,186	$75,552,829	$ -	$110,803,015

E. SEPARATE INVESTMENT FUNDS

For the years ended December 31, 2014 and 2013, each participant may designate the percentage of participant and Company matching contributions allocable to his or her account to be invested in each available fund type. During 2014, the plan investments (including investments bought, sold, and held during the year) increased in value by $11,814,653.

* The fair value of the individual investment exceeded 5% of the Plan's net assets at the end of the respective year.

Investment Fund	Change in Net Value	Fair Value at December 31, 2014
Retirement Adv Mod Aggressive	$ 3,834,067	$ 29,456,657*
Retirement Adv Moderate	302,101	16,391,148*
Wells Fargo Collective Investment Trust	992,127	9,468,937*
Retirement Adv Aggressive	(2,861,453)	8,531,429*
SSGA S&P 500	7,988,314	7,988,314*
American Funds EuroPacific R6	29,971	5,950,842
Dodge & Cox Stock Fund	743,614	5,221,371
American Growth R6	1,054,391	4,910,078
Retirement Adv Mod Conservative	12,460	4,322,313
Prudential Jennison	60,768	3,547,244
Retirement Adv Conservative	658,015	3,461,727
Global TR IRM Core	3,287,107	3,287,107
CRM Mid Cap Value Institutional	357,275	3,119,895
Schwab Index 2030	576,038	2,498,818
American Beacon Small Cap	131,328	2,319,199
Vanguard Short Term Trea Shs	300,475	1,769,520
Oak Ridge SmallCap	(22,481)	1,753,634
ING Global Real Estate	133,162	1,460,391
Schwab Index 2050	832,426	1,197,794
Schwab Index 2040	733,855	1,098,392
Schwab Index 2020	(131,471)	804,210
Schwab Index 2010	85,289	596,851
Brandes Enrg Mrkts	266,037	266,037
Oakmark Intl Small Cap	101,223	236,669
Vanguard 500 Index	(4,478,507)	-
Pimco Total Return Institutional	(2,930,127)	-
Touchstone Emrg Mrkts	(93,471)	-
Non-Interest Bearing Cash	(289,392)	59,572
Notes Receivable from Participants	141,512	2,899,519
	$11,814,653	$122,617,668

E. **SEPARATE INVESTMENT FUNDS** *(Continued)*

During 2013, the plan investments (including investments bought, sold, and held during the year) increased in value by $24,224,827.

Investment Fund	Change in Net Value	Fair Value at December 31, 2013
Retirement Adv Mod Aggressive	$6,212,270	$25,622,590*
Retirement Adv Moderate	2,727,039	16,089,047*
Retirement Adv Aggressive	3,633,336	11,392,882*
Wells Fargo Collective Investment Trust	741,046	8,476,810*
American Funds EuroPacific R6	1,060,532	5,920,871*
Vanguard 500 Index	4,478,507	4,478,507
Dodge & Cox Stock Fund	1,389,705	4,477,757
Retirement Adv Mod Conservative	(233,851)	4,309,853
American Growth R6	1,055,395	3,855,687
Prudential Jennison	728,377	3,486,476
Pimco Total Return Institutional	(17,311)	2,930,127
Retirement Adv Conservative	626,589	2,803,712
CRM Mid Cap Value Institutional	781,209	2,762,620
American Beacon Small Cap	651,302	2,187,871
Schwab Index 2030	1,922,780	1,922,780
Oak Ridge SmallCap	1,776,115	1,776,115
Vanguard Short Term Trea Shs	216,924	1,469,045
ING Global Real Estate	7,047	1,327,229
Schwab Index 2020	935,681	935,681
Schwab Index 2010	511,562	511,562
Schwab Index 2050	365,368	365,368
Schwab Index 2040	364,537	364,537
Oakmark Intl Small Cap	133,109	135,446
Touchstone Emerg Mrkts	(7,494)	93,471
Schwab Managed Inv 2040 IV	(91,608)	-
Schwab Managed Inv IV	(2,964)	-
Schwab Managed Inv 2030 IV	(930,234)	-
Schwab Managed Inv 2020 IV	(425,448)	-
Schwab Managed Inv 2010 IV	(418,069)	-
Schwab Managed Inv 2050 IV	(146,785)	-

E. **SEPARATE INVESTMENT FUNDS** *(Continued)*

Investment Fund	Change in Net Value	Fair Value at December 31, 2013
BlackRock Small Cap Growth	(1,388,272)	-
Vanguard Institutional Index Fund	(3,023,827)	-
Non-Interest Bearing Cash	348,964	348,964
Notes Receivable from Participants	243,296	2,758,007
	$24,224,827	$110,803,015

F. **TAX STATUS OF PLAN**

The Internal Revenue Service has ruled that the Plan qualifies under Section 401(k) of the Internal Revenue Code and is, therefore, not subject to tax under present income tax laws.

The Plan obtained its latest determination letter on April 6, 1995, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statement.

G. **RELATED PARTY TRANSACTIONS**

During the years ended December 31, 2014 and 2013, the Company paid the expenses of the Plan except for certain investment fees. Certain Plan investments are shares of mutual funds managed by Charles Schwab Bank. Charles Schwab Bank is the plan custodian as defined by the Plan and, therefore, the investment transactions with Charles Schwab Bank qualify as party-in-interest transactions.

H. RISKS AND UNCERTAINTIES

The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statement of Net Assets Available for Plan Benefits.

I. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2014 and 2013 to Form 5500.

	2014	2013
Net assets available for plan benefits per the financial statements	$126,077,373	$113,712,599
Amounts allocated to withdrawing participants	(1,359,778)	(319,312)
Net assets available for plan benefits per Form 5500	$124,717,595	$113,393,287

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2014 and 2013 to Form 5500:

Benefits paid to participants per the financial statements	$6,179,644
Add: Amounts allocated to withdrawing participants at December 31, 2014	1,359,778
Subtract: Amounts allocated to withdrawing participants at December 31, 2013	(319,312)
Benefits paid to participants per Form 5500	$7,220,110
Benefits paid to participants per the financial statements	$3,561,824
Add: Amounts allocated to withdrawing participants at December 31, 2013	319,312
Subtract: Amounts allocated to withdrawing participants at December 31, 2012	(870,219)
Benefits paid to participants per Form 5500	$3,010,917

Amounts allocated to withdrawing participants are recorded on Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

SUPPLEMENTAL

SCHEDULES

MII Associates' Retirement Savings 401(k) Plan
EIN: 43-1531931 PIN: 010 Schedule H, Line 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investments	(d) Cost	(e) Current Value
Retirement Adv Mod Aggressive	1,885,829.507 shares	$23,550,348.36	$ 29,456,657
Retirement Adv Moderate	1,151,063.763 shares	13,848,357.44	16,391,148
Wells Fargo Collective Investment	188,024.960 shares	9,244,086.48	9,468,937
Retirement Adv Aggressive	504,519.756 shares	6,682,990.20	8,531,429
SSGA S&P 500	185,524.492 shares	7,608,736.16	7,988,314
American Funds EuroPacific R6	126,371.677 shares	5,237,280.15	5,950,842
Dodge & Cox Stock Fund	28,856.918 shares	3,690,117.92	5,221,371
American Growth R6	115,044.012 shares	4,216,141.28	4,910,078
Retirement Adv Mod Conservative	332,741.580 shares	3,790,323.04	4,322,313
Prudential Jennison	88,261.846 shares	3,042,398.56	3,547,244
Retirement Adv Conservative	296,127.192 shares	3,258,363.50	3,461,727
Schwab Managed Ret Tr 2010 III	323,803.561 shares	3,229,493.71	3,287,107
CRM Mid Cap Value Institutional	110,321.696 shares	3,172,569.10	3,119,895
Schwab Index 2030	125,254.012 shares	2,383,497.73	2,498,818
American Beacon Small Cap	92,508.918 shares	1,919,279.34	2,319,199
Vanguard Short Term Trea Shs	165,530.411 shares	1,779,448.88	1,769,520
Pioneer Oak Ridge	45,360.418 shares	1,742,667.13	1,753,634
ING Global Real Estate	71,869.622 shares	1,246,518.45	1,460,391
Schwab Index 2050	55,556.286 shares	1,146,984.79	1,197,794
Schwab Index 2040	51,908.885 shares	1,034,295.82	1,098,392
Schwab Index 2020	44,090.483 shares	758,480.68	804,210
Schwab Index 2010	36,911.034 shares	558,017.11	596,851
Brandes Enrg Mrkts	32,844.028 shares	314,335.10	266,037
Oakmark Intl Small Cap	16,001.968 shares	252,749.12	236,669
Noninterest Bearing Cash		59,572.00	59,572
Notes Receivable from Participants	Interest rates ranging from 4.25% - 8.25%	N/A	2,899,519
			$122,617,668

See accompanying notes to financial statements

MII Associates' Retirement Savings 401(k) Plan
EIN: 43-1531931 PIN: 010 Schedule H, Line 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2014

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(i) Gain (Loss) on Sale of Asset

There were no series of transactions in excess of 5% of Plan Assets at the beginning of the year.

There were no individual transactions in excess of 5% of Plan Assets.

See accompanying notes to financial statements

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► MII Associates' Retirement Savings 401(k) Plan

Employer Identification Number:► 43-1531931

For plan year (beginning/ending):► 01/01/2014 to 12/31/2014 Plan number:► 010

(a)	**(b)** Identity of issue, borrower, lessor, or similar party	**(c)** Description of investment including maturity date, rate of interest, collateral, par or maturity value	**(d)** Cost	**(e)** Current value
	See Attached	See Attached Auditors Report	0	0