

ITERIS, INC.
Form 4
September 06, 2016

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fundamental Global Investors, LLC

2. Issuer Name and Ticker or Trading Symbol
ITERIS, INC. [ITI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4201 CONGRESS STREET, SUITE 140,

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2016

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

(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

CHARLOTTE, NC 28209

(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) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock, \$0.10 par value per share | 09/01/2016 | | P | 8,941 | A | \$ 3.6382 | 173,464 ⁽¹⁾ ₍₂₎ | I | Fundamental Global Partners, LP |
| Common Stock, \$0.10 par value per share | 09/01/2016 | | P | 20,860 | A | \$ 3.6382 | 397,282 ⁽¹⁾ ₍₂₎ | I | Fundamental Global Partners Master Fund, LP |
| Common Stock, | 09/02/2016 | | P | 15,390 | A | \$ 3.6828 | 188,854 ⁽¹⁾ ₍₂₎ | I | Fundamental Global |

| | | | | | | | | | |
|--|------------|--|---|--------|---|-----------|--|---|---|
| \$0.10 par value per share | | | | | | | | | Partners, LP |
| Common Stock, \$0.10 par value per share | 09/02/2016 | | P | 35,909 | A | \$ 3.6828 | 433,191 ⁽¹⁾ <u>(2)</u> | I | Fundamental Global Partners Master Fund, LP |
| Common Stock, \$0.10 par value per share | | | | | | | 1,778,149 ⁽¹⁾ <u>(2)</u> | I | RELM Wireless Corporation |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fundamental Global Investors, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | X | | | |
| RELM WIRELESS CORP 7100 TECHNOLOGY DRIVE | | | | Other |

WEST MELBOURNE, FL 32904

Cerminara Kyle
 C/O FUNDAMENTAL GLOBAL INVESTORS, LLC X
 4201 CONGRESS STREET, SUITE 140
 CHARLOTTE, NC 28209

Johnson Lewis M
 C/O FUNDAMENTAL GLOBAL INVESTORS, LLC Other
 4201 CONGRESS STREET, SUITE 140
 CHARLOTTE, NC 28209

MOGLIA JOSEPH H
 C/O FUNDAMENTAL GLOBAL INVESTORS, LLC Other
 4201 CONGRESS STREET, SUITE 140
 CHARLOTTE, NC 28209

Signatures

| | |
|---|------------|
| FUNDAMENTAL GLOBAL INVESTORS, LLC /s/ D. Kyle Cerminara, Chief Executive Officer, Partner and Manager | 09/06/2016 |
| __Signature of Reporting Person | Date |
| RELM WIRELESS CORP /s/ William P. Kelly, EVP and Chief Financial Officer | 09/06/2016 |
| __Signature of Reporting Person | Date |
| /s/ D. Kyle Cerminara | 09/06/2016 |
| __Signature of Reporting Person | Date |
| /s/ Lewis M. Johnson | 09/06/2016 |
| __Signature of Reporting Person | Date |
| /s/ Joseph H. Moglia | 09/06/2016 |
| __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).
- The Reporting Persons beneficially own in the aggregate 2,400,194 shares of Common Stock, which represent approximately 7.5% of the Company's outstanding shares of Common Stock. Mr. D. Kyle Cerminara serves on the Board of Directors of the Company.
- (1) Fundamental Global Investors, LLC may be deemed to be a beneficial owner of the shares of Common Stock that are directly owned by Fundamental Global Partners, LP (?FGPP?), Fundamental Global Partners Master Fund, LP (?FGPM?) and RELM Wireless Corporation (?RWC?).
 - (2) Due to their positions with Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara, Lewis M. Johnson and Joseph H. Moglia may be deemed to be beneficial owners of the shares of Common Stock disclosed as directly owned by FGPP and FGPM. Due to their positions with RWC, Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara and Johnson may be deemed to be a beneficial owners of the shares of Common Stock disclosed as directly owned by RWC. Each Reporting Person disclaims beneficial ownership of the shares referred to herein except to the extent of his or its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.