

ITERIS, INC.  
Form 10-Q  
November 12, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2014

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-08762

## ITERIS, INC.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**95-2588496**

(I.R.S. Employer  
Identification No.)

**1700 Carnegie Avenue, Suite 100**

**Santa Ana, California**

(Address of principal executive office)

**92705**

(Zip Code)

**(949) 270-9400**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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As of November 5, 2014, there were 32,560,982 shares of common stock outstanding.

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**ITERIS, INC.**

**Quarterly Report on Form 10-Q**

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Unless otherwise indicated in this report, the Company, we, us and our refer to Iteris, Inc. and its wholly-owned subsidiaries.

Abacus®, ClearPath®, ClearPath Ag®, ClearPath Agriculture®, ClearPath Weather®, Edge®, EdgeConnect®, iPerform®, iPeMS®, Iteris®, IterisPeMS®, Pico®, P10®, P100®, RZ-4®, SmartCycle®, SmartSpan®, Vantage®, VantageNext®, VantageView®, Vantage Vector®, Velocity®, and VersiCam® are among the trademarks of Iteris, Inc. Any other trademarks or trade names mentioned herein are the property of their respective owners.



Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****Iteris, Inc.****Consolidated Balance Sheets****(In thousands, except par value)**

	<b>September 30, 2014 (Unaudited)</b>	<b>March 31, 2014</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 22,386	\$ 20,414
Trade accounts receivable, net of allowance for doubtful accounts of \$591 and \$532 at September 30, 2014 and March 31, 2014, respectively	11,880	12,349
Costs and estimated earnings in excess of billings on uncompleted contracts	4,814	5,813
Inventories	2,267	2,546
Deferred income taxes	1,429	1,429
Prepaid expenses and other current assets	1,518	1,275
Total current assets	44,294	43,826
Property and equipment, net	1,637	1,546
Deferred income taxes	6,173	6,112
Intangible assets, net	1,263	1,584
Goodwill	17,318	17,318
Other assets	214	221
Total assets	\$ 70,899	\$ 70,607
<b>Liabilities and stockholders equity</b>		
Current liabilities:		
Trade accounts payable	\$ 5,480	\$ 5,913
Accrued payroll and related expenses	3,840	3,971
Accrued liabilities	1,692	1,643
Billings in excess of costs and estimated earnings on uncompleted contracts	1,889	1,391
Total current liabilities	12,901	12,918
Deferred rent	929	
Unrecognized tax benefits	181	199
Total liabilities	14,011	13,117
Commitments and contingencies		
Stockholders equity:		
Preferred stock, \$1.00 par value:		
Authorized shares - 2,000		
Issued and outstanding shares - none		
Common stock, \$0.10 par value:		
Authorized shares - 70,000 at September 30, 2014 and March 31, 2014		
Issued and outstanding shares - 32,561 at September 30, 2014 and 32,788 at March 31, 2014	3,257	3,280
Additional paid-in capital	135,613	135,986
Accumulated deficit	(81,982)	(81,776)
Total stockholders equity	56,888	57,490

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Total liabilities and stockholders' equity	\$	70,899	\$	70,607
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See accompanying notes.

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## Iteris, Inc.

## Unaudited Consolidated Statements of Operations

(In thousands, except per share amounts)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2014	2013	2014	2013
Total revenues	\$ 18,550	\$ 17,027	\$ 36,666	\$ 34,057
Cost of revenues	11,251	10,115	22,560	20,419
Gross profit	7,299	6,912	14,106	13,638
Operating expenses:				
Selling, general and administrative	6,208	4,791	11,908	9,896
Research and development	1,287	949	2,366	1,733
Amortization of intangible assets	120	161	239	322
Change in fair value of contingent consideration	4	9	8	16
Total operating expenses	7,619	5,910	14,521	11,967
Operating (loss) income	(320)	1,002	(415)	1,671
Non-operating (expense) income:				
Other income (expense), net		12	(3)	9
Interest expense, net	(5)	(4)	(4)	(8)
(Loss) income from continuing operations before income taxes	(325)	1,010	(422)	1,672
Benefit (provision) for income taxes	92	(349)	121	(581)
(Loss) income from continuing operations	(233)	661	(301)	1,091
Gain on sale of discontinued operation, net of tax	46		95	30
Net (loss) income	\$ (187)	\$ 661	\$ (206)	\$ 1,121
(Loss) income per share from continuing operations - basic and diluted	\$ (0.01)	\$ 0.02	\$ (0.01)	\$ 0.03
Gain per share from sale of discontinued operation - basic and diluted	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Net (loss) income per share - basic and diluted	\$ (0.01)	\$ 0.02	\$ (0.01)	\$ 0.03
Shares used in basic per share calculations	32,585	32,629	32,621	32,575
Shares used in diluted per share calculations	32,585	32,864	32,621	32,790

See accompanying notes.



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## Iteris, Inc.

## Unaudited Consolidated Statements of Cash Flows

(In thousands)

	2014	Six Months Ended September 30,	2013
<b>Cash flows from operating activities</b>			
Net (loss) income	\$	(206)	\$ 1,121
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Deferred income taxes		(61)	594
Depreciation of property and equipment		252	402
Stock-based compensation		185	164
Amortization of intangible assets		321	322
Change in fair value of contingent consideration		8	16
Gain on sale of discontinued operation, net of tax		(95)	(30)
Changes in operating assets and liabilities, net of effects of discontinued operation:			
Accounts receivable		469	788
Net costs and estimated earnings in excess of billings		1,497	971
Inventories		279	444
Prepaid expenses and other assets		(244)	(652)
Accounts payable and accrued expenses		393	(946)
Net cash provided by operating activities		2,798	3,194
<b>Cash flows from investing activities</b>			
Purchases of property and equipment		(343)	(251)
Capitalized software			(171)
Net proceeds from sale of business segment		98	
Net cash used in investing activities		(245)	(422)
<b>Cash flows from financing activities</b>			
Deferred payment for prior business combination			(409)
Repurchases of common stock		(594)	(339)
Proceeds from stock option exercises		33	185
Issuance of common stock pursuant to restricted stock units		(20)	(31)
Net cash used in financing activities		(581)	(594)
Increase in cash and cash equivalents		1,972	2,178
Cash and cash equivalents at beginning of period		20,414	19,137
Cash and cash equivalents at end of period	\$	22,386	\$ 21,315

See accompanying notes.

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**Iteris, Inc.**

**Notes to Unaudited Consolidated Financial Statements**

**September 30, 2014**

**1. Description of Business and Summary of Significant Accounting Policies**

**Description of Business**

Iteris, Inc. (referred to collectively with our subsidiaries in these consolidated financial statements as Iteris, the Company, we, our and us ) is a leading provider of intelligent information solutions for the traffic management market. We are focused on the development and application of advanced technologies and software-based information systems that reduce traffic congestion, provide measurement, management and predictive traffic and weather analytics and improve the safety of surface transportation systems infrastructure. We also believe our products, services and solutions, in conjunction with sound traffic management, minimize the environmental impact of traffic congestion. By combining our unique intellectual property, products, decades of experience in traffic management, weather forecasting solutions and information technologies, we offer a broad range of Intelligent Transportation Systems ( ITS ) solutions to customers throughout the U.S. and internationally. We are also making significant investments to leverage our existing technologies and further expand our software-based information systems to offer solutions to the precision agriculture technology markets. Iteris was incorporated in Delaware in 1987.

**Basis of Presentation**

Our unaudited consolidated financial statements include the accounts of Iteris, Inc. and its subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ). All significant intercompany accounts and transactions have been eliminated in consolidation.

The results of continuing operations for all periods presented in the unaudited consolidated financial statements exclude the financial impact of a discontinued operation. See Note 3, Sale of Vehicle Sensors , for further discussion related to the discontinued operation presentation.

**Reclassification**

Certain prior year amounts in the unaudited consolidated statement of cash flows have been reclassified from cash and cash equivalents at the end of the period into prepaid expenses and other current assets for consistency with the current period presentation. The amount reclassified in the unaudited consolidated statement of cash flows for the six months ended September 30, 2013 was approximately \$516,000.

### **Use of Estimates**

The preparation of consolidated financial statements in conformity with GAAP requires our management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made in the preparation of the consolidated financial statements include the allowance for doubtful accounts, projections of taxable income used to assess realizability of deferred tax assets, inventory and warranty reserves, costs to complete long-term contracts, indirect cost rates used in cost-plus contracts, contract reserves, the valuation of purchased intangible assets and goodwill, the valuation of equity instruments and estimates of future cash flows used to assess the recoverability of long-lived assets and the impairment of goodwill, and fair value of our stock option awards used to calculate the stock-based compensation.

### **Revenue Recognition**

Product revenues and related costs of sales are recognized when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery under the terms of the arrangement has occurred, (iii) the price to the customer is fixed or determinable, and (iv) collection of the receivable is reasonably assured. These criteria are typically met at the time of product shipment, but in certain circumstances, may not be met until receipt or acceptance by the customer. Accordingly, at the date revenue is recognized, the significant obligations or uncertainties concerning the sale have been resolved.

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Transportation Systems and iPerform revenues are derived primarily from long-term contracts with governmental agencies. When appropriate, revenues are recognized using the percentage of completion method of accounting, whereby revenue is recognized as contract performance progresses and is determined based on the relationship of costs incurred to total estimated costs. Any anticipated losses on contracts are charged to earnings when identified. Changes in job performance and estimated profitability, including those arising from contract penalty provisions and final contract settlements, may result in revisions to costs and revenues and are recognized in the period in which the revisions are determined. Profit incentives are included in revenues when their realization is reasonably assured. Certain of our revenues are recognized as services are performed and amounts are earned, which is measured by time incurred or other contractual milestones or output measures. Revenues accounted for in this manner generally relate to certain fixed fee professional services, cost-plus fixed fee or time-and-materials contracts. Revenues for ongoing operations and maintenance services contracts are generally accounted for ratably as the services are performed throughout the term of the contract. Payments received in advance of services performed are deferred and recognized when the related services are performed.

We recognize revenue from the sale of deliverables that are part of a multiple-element arrangement in accordance with applicable accounting guidance that establishes a relative selling price hierarchy permitting the use of an estimated selling price to determine the allocation of arrangement consideration to a deliverable in a multiple-element arrangement where neither vendor specific objective evidence ( VSOE ) nor third-party evidence ( TPE ) of fair value is available for that deliverable. In the absence of VSOE or TPE of the standalone selling price for one or more delivered or undelivered elements in a multiple-element arrangement, we are required to estimate the selling prices of those elements. Overall arrangement consideration is allocated to each element (both delivered and undelivered items) that has stand-alone value based on their relative selling prices, regardless of whether those selling prices are evidenced by VSOE or TPE or are based on our estimated selling prices.

We account for multiple-element arrangements that consist only of software and software-related services in accordance with applicable accounting guidance for software and software-related transactions. For such transactions, revenue on arrangements that include multiple elements is allocated to each element based on the relative fair value of each element, and fair value is determined by VSOE. If we cannot objectively determine the fair value of any undelivered element included in such multiple-element arrangements and the only undelivered element is post-contract customer support or maintenance, and VSOE of the fair value of such support or maintenance does not exist, revenue from the entire arrangement is recognized ratably over the support period. When the fair value of a delivered element has not been established but VSOE of fair value exists for the undelivered elements, we use the residual method to recognize revenue if the fair value of all undelivered elements is determinable. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue.

**Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts**

Costs and estimated earnings in excess of billings on uncompleted contracts in the accompanying consolidated balance sheets represent unbilled amounts earned and reimbursable under services sales arrangements. At any given period-end, a large portion of the balance in this account represents the accumulation of labor, materials and other costs that have not been billed due to timing, whereby the accumulation of each month's costs and earnings are not administratively billed until the subsequent month. Also included in this account are amounts that will become billable according to contract terms, which usually require the consideration of the passage of time, achievement of milestones or completion of the project. Such unbilled amounts are expected to be billed and collected within the next twelve months.

**Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts**

Billings in excess of costs and estimated earnings on uncompleted contracts in the accompanying consolidated balance sheets is comprised of cash collected from customers and billings to customers on contracts in advance of work performed, advance payments negotiated as a contract

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condition, estimated losses on uncompleted contracts, project-related legal liabilities and other project-related reserves. The unearned amounts are expected to be earned within the next twelve months.

We record provisions for estimated losses on uncompleted contracts in the period in which such losses become known. The cumulative effects of revisions to contract revenues and estimated completion costs are recorded in the accounting period in which the amounts become evident and can be reasonably estimated. These revisions can include such items as the effects of change orders and claims, warranty claims, liquidated damages or other contractual penalties and adjustments for contract closeout settlements.

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**Concentration of Credit Risk**

Financial instruments that potentially subject us to a concentration of credit risk consist principally of cash and cash equivalents and trade accounts receivable.

Cash and cash equivalents consist primarily of demand deposits and money market funds maintained with several financial institutions. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with high credit quality financial institutions, and therefore are believed to have minimal credit risk.

Our accounts receivable are primarily derived from billings with customers located throughout North America, as well as in the Middle East, Europe, South America and Asia. We generally do not require collateral or other security from customers. We maintain an allowance for doubtful accounts for potential credit losses, which losses have historically been within management's expectations.

**Fair Values of Financial Instruments**

The fair value of cash and cash equivalents, receivables, accounts payable and accrued expenses approximate carrying value because of the short period of time to maturity.

**Cash and Cash Equivalents**

Cash and cash equivalents consist of cash and short-term investments with initial maturities of ninety days or less.

**Prepaid Expenses and Other Current Assets**

Included in prepaid expenses and other current assets of \$1.5 million as of September 30, 2014 and \$1.3 million as of March 31, 2014 is approximately \$520,000 of cash designated as collateral on performance bonds, as required under certain of our Transportation Systems contracts in the Middle East. The performance bonds require us to maintain 100% cash value of the bonds as collateral in a bank that is local to the purchasing agency. The performance bond collateral is required throughout the delivery of our services and maintained in the local bank until the contract is closed by the purchasing agency. We expect these requirements, and the related cash collateral restrictions, to remain in place through calendar year 2015.

**Allowance for Doubtful Accounts**

The collectability of our accounts receivable is evaluated through review of outstanding invoices and ongoing credit evaluations of our customers' financial condition. In cases where we are aware of circumstances that may impair a specific customer's ability to meet its financial obligations subsequent to the original sale, we will record an allowance against amounts due, and thereby reduce the net recognized receivable to the amount we reasonably believe will be collected. We also maintain an allowance based on our historical collections experience. When we determine that collection is not likely, we write off accounts receivable against the allowance for doubtful accounts.

### **Inventories**

Inventories consist of finished goods, work-in-process and raw materials and are stated at the lower of cost or market. Cost is determined using the first-in, first-out method.

### **Property and Equipment**

Property and equipment are recorded at cost and are depreciated using the straight-line method over the estimated useful life ranging from three to eight years. Leasehold improvements are depreciated over the term of the related lease or the estimated useful life of the improvement, whichever is shorter.

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**Goodwill and Long-Lived Assets**

We evaluate goodwill on an annual basis in our fourth fiscal quarter or more frequently if we believe indicators of impairment exist. We have determined that our reporting units for purposes of testing for goodwill impairment are identical to our reportable segments for financial reporting purposes. In the fiscal year ended March 31, 2012 ( Fiscal 2012 ), we adopted the provisions issued by the Financial Accounting Standards Board ( FASB ) that were intended to simplify goodwill impairment testing. This guidance permits us to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we conduct a two-step goodwill impairment test. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their carrying values. We determine the fair values of our reporting units using the income valuation approach, as well as other generally accepted valuation methodologies. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, we perform the second step of the goodwill impairment test. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill. The amount by which the carrying value of the goodwill exceeds its implied fair value, if any, is recognized as an impairment loss. We monitor the indicators for goodwill impairment testing between annual tests. Certain adverse business conditions impacting one or more reporting units could cause us to test goodwill for impairment on an interim basis. Based on our interim assessment, there were no indicators of impairment to our goodwill as of September 30, 2014.

We test long-lived assets and purchased intangible assets (other than goodwill) for impairment if we believe indicators of impairment exist. We determine whether the carrying value of an asset or asset group is recoverable, based on comparisons to undiscounted expected future cash flows the asset are expected to generate. If an asset is not recoverable, we record an impairment loss equal to the amount by which the carrying value of the asset exceeds its fair value. We primarily use the income valuation approach to determine the fair value of our long lived assets and purchased intangible assets.

**Income Taxes**

We utilize the asset and liability method of accounting for income taxes, under which deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more-likely-than-not that some or all of the deferred tax assets will not be realized, which increases our income tax expense in the period such determination is made.

Income tax positions must meet a more-likely-than-not recognition threshold to be recognized. Income tax positions that previously failed to meet the more-likely-than-not threshold are recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not threshold are derecognized in the first subsequent financial reporting period in which that threshold is no longer met.

**Stock-Based Compensation**

We record stock-based compensation in the unaudited consolidated statements of operations as an expense, based on the estimated grant date fair value of our stock-based awards, whereby such fair values are amortized over the requisite service period. Our stock-based awards are



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currently comprised of common stock options and restricted stock units. The fair value of our common stock option awards is estimated on the grant date using the Black-Scholes-Merton option-pricing formula. While utilizing this model meets established requirements, the estimated fair values generated by it may not be indicative of the actual fair values of our common stock option awards as it does not consider certain factors important to those awards to employees, such as continued employment and periodic vesting requirements, as well as limited transferability. The fair value of our restricted stock units is based on the closing market price of our common stock on the grant date. If there are any modifications or cancellations of the underlying unvested stock-based awards, we may be required to accelerate, increase or cancel any remaining unearned stock-based compensation expense.

### **Research and Development Expenditures**

Research and development expenditures are charged to expense in the period incurred.

### **Shipping and Handling Costs**

Shipping and handling costs are included as cost of revenues in the period during which the products ship.

### **Sales Taxes**

Sales taxes are presented on a net basis (excluded from revenues) in the unaudited consolidated statements of operations.

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**Warranty**

We generally provide a one to three year warranty from the original invoice date on all products, materials and workmanship. Products sold to various original equipment manufacturer customers sometimes carry longer warranties. Defective products will be either repaired or replaced, usually at our option, upon meeting certain criteria. We accrue a provision for the estimated costs that may be incurred for product warranties relating to a product as a component of cost of revenues at the time revenue for that product is recognized. The accrued warranty reserve is included within accrued liabilities in the accompanying unaudited consolidated balance sheets.

**Repair and Maintenance Costs**

We incur repair and maintenance costs in the normal course of business. Should the repair or maintenance result in a permanent improvement to one of our leased facilities, the cost is capitalized as a leasehold improvement and amortized over its useful life or the remainder of the lease period, whichever is shorter. Non-permanent repair and maintenance costs are charged to expense as incurred.

**Recent Accounting Pronouncements**

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers* ( ASU 2014-09 ), which supersedes the revenue recognition requirements in Accounting Standards Codification 605, *Revenue Recognition*. ASU 2014-09 is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgment and assets recognized from costs incurred to obtain or fulfill a contract. The effective date will be the first quarter of our fiscal year ending March 31, 2018, using one of two retrospective application methods. The Company has not determined the potential effects on its consolidated financial statements.

**2. Supplemental Financial Information**

**Inventories**

The following table presents details of our inventories:

September 30, 2014	March 31, 2014
(In thousands)	

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Materials and supplies	\$	1,010	\$	1,320
Work in process		301		175
Finished goods		956		1,051
	\$	2,267	\$	2,546

**Property and Equipment**

Property and equipment are recorded at cost and are depreciated using the straight-line method over the estimated useful life ranging from three to eight years. Leasehold improvements are depreciated over the term of the related lease or the estimated useful life of the improvement, whichever is shorter.

Table of Contents**Intangible Assets**

The following table presents details of our intangible assets:

	September 30, 2014		March 31, 2014	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(In thousands)			
Technology	\$ 1,856	\$ (1,493)	\$ 1,856	\$ (1,422)
Customer contracts / relationships	750	(434)	750	(371)
Trade names and non-compete agreements	1,110	(858)	1,110	(754)
Capitalized software development costs	498	(166)	498	(83)
Total	\$ 4,214	\$ (2,951)	\$ 4,214	\$ (2,630)

As of September 30, 2014, future estimated amortization expense is as follows:

**Fiscal Year Ending March 31:  
(In thousands)**

Remainder of 2015	\$ 276
2016	526
2017	365
2018	88
2019	8
Thereafter	\$ 1,263

**Warranty Reserve Activity**

The following table presents activity related to the warranty reserve:

	2014	Six Months Ended September 30,		2013
		(In thousands)		
Balance at beginning of period	\$	184	\$	169
Addition charged to cost of revenues		60		103
Warranty claims		(64)		(85)
Balance at end of period	\$	180	\$	187

**Comprehensive Income (Loss)**

Comprehensive income (loss) is equal to net income (loss) for all periods presented in the accompanying unaudited consolidated statements of operations.

**Earnings Per Share**

The following table sets forth the computation of basic and diluted net (loss) income per share from continuing operations:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
<b>Denominator:</b>				
Weighted average common shares used in basic per share computation	32,585	32,629	32,621	32,575
Dilutive stock options		134		129
Dilutive restricted stock units		99		84
Dilutive warrants		2		2
Weighted average common shares used in diluted per share computation	32,585	32,864	32,621	32,790

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The following instruments were excluded for purposes of calculating weighted average common share equivalents in the computation of diluted net income (loss) from continuing operations per share as their effect would have been anti-dilutive:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
Stock options	2,061	1,205	2,070	965
Restricted stock units	289		242	

### 3. Sale of Vehicle Sensors

On July 29, 2011, we completed the sale of substantially all of our assets used in connection with our prior Vehicle Sensors segment to Bendix Commercial Vehicle Systems LLC ( Bendix ), a member of Knorr-Bremse Group, pursuant to an Asset Purchase Agreement (the Agreement ) signed on July 25, 2011 (the Asset Sale ).

Pursuant to the terms of the Agreement, upon the closing of the Asset Sale, Bendix paid us \$14 million in cash, subject to a \$2 million holdback and adjustments based upon the working capital of the Vehicle Sensors segment at closing, and Bendix assumed certain specified obligations and liabilities of the Vehicle Sensors segment. In October 2012, we received approximately \$1.7 million in connection with the release of the holdback provision. Furthermore, we are entitled to additional consideration in the form of the following performance and royalty-related earn-outs: Bendix is obligated to pay us an amount in cash equal to (i) 85% of revenue associated with royalties received under our license and distribution agreements with Audiovox Electronics Corporation and Valeo Schalter and Sensoren GmbH through December 31, 2017 and (ii) 30% of the amount, if any, by which the amount of revenue generated from the sale of our lane departure warning systems exceeds Bendix's projection for such revenue for the two years following the closing, each subject to certain reductions and limitations set forth in the Agreement. As of September 30, 2014, we received approximately \$1.2 million in connection with royalty-related earn-out provisions for a total of \$14.9 million in cash from the Asset Sale.

In accordance with applicable accounting guidance, we determined that the Vehicle Sensors segment, which constituted one of our operating segments, qualified as a discontinued operation. For the six months ended September 30, 2014 and 2013, we recorded a gain on sale of discontinued operation of approximately \$95,000 and \$30,000, respectively, net of tax, related to the earn-out provisions of the Agreement.

### 4. Fair Value Measurements

We measure fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value measurements are based on a three-tier hierarchy that prioritizes the inputs used to measure fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets and liabilities; Level 2, defined as observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities or prices quoted in inactive markets; and Level 3, defined as unobservable inputs that are significant to the fair value of the asset or liability, and for which little or no market data exists, therefore requiring management to utilize its own assumptions to provide its best estimate of what market participants would use in valuing the asset or liability.

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The liability for the estimated fair value of the contingent consideration in connection with our acquisitions of Meridian Environmental Technology, Inc. ( MET ) and Berkeley Transportation Systems, Inc. ( BTS ) was initially determined using Level 3 inputs based on a probability calculation whereby we assigned estimated probabilities to achieving the earn-out targets and then discounted the total contingent consideration to net present value. The MET and BTS earn-out targets were completed during the fiscal year ended March 31, 2013 ( Fiscal 2013 ) and the remaining liability at September 30, 2014 and March 31, 2014 related to deferred acquisition payments discounted to net present value using Level 1 inputs. The following table reconciles this liability measured at fair value on a recurring basis for the six months ended September 30, 2014 (in thousands):

Balance at March 31, 2014	\$	327
Change in fair value included in net income		8
Balance at September 30, 2014	\$	335

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The liability at September 30, 2014 and March 31, 2014 of approximately \$335,000 and \$327,000, respectively, is included within accrued liabilities in the accompanying consolidated balance sheets. The change in the estimated fair value of the liability for the three and six months ended September 30, 2014 and 2013 is included as part of operating expenses in the accompanying unaudited consolidated statements of operations.

Other than the above, we did not have any material financial assets or liabilities measured at fair value on a recurring basis using Level 3 inputs as of September 30, 2014 or March 31, 2014.

Our non-financial assets, such as goodwill, intangible assets and property and equipment, are measured at fair value on a non-recurring basis, generally when there is a transaction involving those assets such as a purchase transaction, a business combination or an adjustment for impairment. No non-financial assets were measured at fair value during the three and six months ended September 30, 2014 and 2013.

**5. Credit Facility**

In October 2008, we entered into a \$19.5 million credit facility with California Bank & Trust ( CB&T ). This credit facility provided for a two-year revolving line of credit with borrowings of up to \$12.0 million and a \$7.5 million 48-month term note. In September 2010, we entered into a modification agreement with CB&T to extend the expiration date of our revolving line of credit to October 1, 2012. We repaid in full all principal and accrued interest under the term note in September 2012. The term note did not contain any early termination fees or prepayment penalties.

In September 2012, we entered into a second modification agreement with CB&T to extend the expiration date of our revolving line of credit to October 1, 2014. In September 2014, we entered into a third modification agreement with CB&T to extend the expiration date of our revolving line of credit to December 1, 2014. We are currently negotiating the terms of our line of credit and we expect to extend our line of credit beyond December 1, 2014. Interest on borrowed amounts under the revolving line of credit is payable monthly at a rate equal to the current stated prime rate (3.25% at September 30, 2014) up to the current stated prime rate plus 0.25%, depending on aggregate deposit balances maintained at CB&T in relation to the total loan commitment under the credit facility. We are obligated to pay an unused line fee of 0.25% per annum applied to the average unused portion of the revolving line of credit during the preceding month. The revolving line of credit does not contain any early termination fees and is secured by substantially all of our assets.

As of September 30, 2014 and March 31, 2014, no amounts were outstanding under the credit facility with CB&T. Availability under this line of credit may be reduced or otherwise limited as a result of our obligations to comply with certain financial and other covenants. As of September 30, 2014, we were not in compliance with all such covenants due to the Company not filing its annual report on Form 10-K for the fiscal year ended March 31, 2014 ( Fiscal 2014 ) and its quarterly report on Form 10-Q for the three month period ended June 30, 2014 with the Securities and Exchange Commission within the required deadlines. We obtained a waiver of compliance on certain covenants from CB&T, including our delinquent Form 10-K and Form 10-Q filing. Our waiver of compliance is effective through December 1, 2014.

**6. Income Taxes**



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The following table sets forth our benefit (provision) for income taxes, along with the corresponding effective tax rates:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands, except percentages)			
Benefit (provision) for income taxes	\$ 92	\$ (349)	\$ 121	\$ (581)
Effective tax rate	(28.4)%	34.5%	(28.6)%	34.7%

On an interim basis, we estimate what our anticipated annual effective tax rate will be, while also separately considering applicable discrete and other non-recurring items, and record a quarterly income tax provision in accordance with the anticipated annual rate. As the fiscal year progresses, we refine our estimates based on actual events and financial results during the year. This process can result in significant changes to our expected effective tax rate. When this occurs, we adjust our income tax provision during the quarter in which our estimates are refined so that the year-to-date provision reflects the expected annual effective tax rate. These changes, along with adjustments to our deferred taxes, among others, may create fluctuations in our overall effective tax rate from quarter to quarter. As of September 30, 2014 and March 31, 2014, we have recorded a valuation allowance against certain of our state net operating losses in the amount of \$373,000.

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**7. Commitments and Contingencies**

**Litigation and Other Contingencies**

On October 24, 2014, Wavetronix LLC, an Idaho limited liability company, filed a lawsuit against us in the United States District Court for the Western District of Texas alleging infringement of United States Patent No. 7,991,542. The lawsuit relates to our Vantage Vector product, which is a vehicle detection sensor for use in traffic control applications. Wavetronix seeks unspecified compensatory and treble damages, attorney fees and a permanent injunction. Wavetronix is also seeking a preliminary injunction, the motion for which currently is scheduled to be heard on November 24, 2014. At this time, we cannot predict the outcome of these matters or the resulting financial impact to us, if any. However, we dispute the allegations of wrongdoing and intend to vigorously defend ourselves in this matter.

In addition to the matter described above, as a provider of traffic engineering services, products and solutions, we may be, from time to time, involved in litigation relating to claims arising out of our operations in the normal course of business. We cannot accurately predict the outcome of any such litigation including whether the adverse outcome of which, individually or in the aggregate, would have a material adverse effect on our consolidated results of operations, financial position or cash flows.

**Related Party Transaction**

We previously subleased office space to Maxxess Systems, Inc. ( Maxxess ), one of our former subsidiaries that we sold in September 2003. Maxxess is currently owned by an investor group that includes one current director, who is the Chief Executive Officer of Maxxess, and a former director. The sublease terminated in September 2007, at which time Maxxess owed us an aggregate of \$274,000 related to this sublease and certain ancillary corporate services that we provided to Maxxess. In August 2009, Maxxess executed a promissory note payable to Iteris in the original principal amount of \$274,000. The promissory note accrued interest at a rate of 6% per annum, compounded annually, with accrued interest to be paid annually on the first business day of each calendar year; and allowed payments under the note to be made in bona fide services rendered by Maxxess to Iteris, to the extent such services and amounts were pre-approved in writing by us. All amounts outstanding under the note was to become due and payable on the earliest of (i) August 10, 2014, (ii) a change of control in Maxxess, or (iii) a financing by Maxxess resulting in gross proceeds of at least \$10 million.

On July 23, 2013, the promissory note from Maxxess was amended and restated. The amended and restated note bears interest at a rate of 6% per annum, compounded annually, with accrued interest to be paid quarterly on the first business day of each calendar quarter. Payments under the amended and restated note may only be paid in cash and all amounts outstanding will become due and payable on the earliest of (i) August 10, 2016, (ii) a change of control in Maxxess, or (iii) a financing by Maxxess resulting in gross proceeds of at least \$10 million. As of September 30, 2014, approximately \$259,000 of the original principal balance was outstanding and payable to Iteris. We have previously fully reserved for amounts owed to us by Maxxess and all outstanding principal remains fully reserved.

**8. Stock-Based Compensation**

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We currently administer two separate stock incentive plans. Of these plans, we may only grant future awards from the 2007 Omnibus Incentive Plan (the 2007 Plan ). The 2007 Plan allows for the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units ( RSUs ) and other stock-based awards. At September 30, 2014, there were approximately 424,000 shares of common stock available for grant or issuance under the 2007 Plan. On October 17, 2014, our stockholders approved an amendment of the 2007 Plan to increase the number of shares of common stock authorized for issuance under the 2007 Plan by an additional 1,500,000 shares.

Table of Contents**Stock Options**

A summary of activity with respect to our stock options for the six months ended September 30, 2014 is as follows:

	Number of Shares (In thousands)		Weighted- Average Exercise Price Per Share
Options outstanding at March 31, 2014	2,019	\$	1.88
Granted	60		1.90
Exercised	(24)		1.40
Forfeited	(189)		2.00
Expired	(45)		2.51
Options outstanding at September 30, 2014	1,821	\$	1.86

**Restricted Stock Units**

A summary of activity with respect to our RSUs, which entitle the holder to receive one share of our common stock for each RSU upon vesting, for the six months ended September 30, 2014 is as follows:

	Number of Shares (In thousands)
Restricted stock units outstanding at March 31, 2014	195
Restricted stock units granted	
Restricted stock units vested	(84)
Restricted stock units forfeited	
Restricted stock units outstanding at September 30, 2014	111

**Stock-Based Compensation Expense**

The following table presents stock-based compensation expense that is included in each functional line item on our unaudited consolidated statements of operations:

Three Months Ended September 30,		Six Months Ended September 30,	
2014	2013	2014	2013

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(In thousands)

Cost of revenues	\$	5	\$	12	\$	9	\$	21
Selling, general and administrative expense		69		78		155		137
Research and development expense		12		6		21		6
	\$	86	\$	96	\$	185	\$	164

At September 30, 2014, there was approximately \$367,000 and \$159,000 of unrecognized compensation expense related to unvested stock options and RSUs, respectively. This expense is currently expected to be recognized over a weighted average period of approximately 2.4 years for stock options and 2.3 years for RSUs. If there are any modifications or cancellations of the underlying unvested awards, we may be required to accelerate, increase or cancel any remaining unearned stock-based compensation expense. Future stock-based compensation expense and unearned stock-based compensation will increase to the extent that we grant additional stock options, RSUs or other stock-based awards.

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**9. Stock Repurchase Program**

In August 2011, our Board of Directors approved a stock repurchase program pursuant to which we were authorized to acquire up to \$3 million of our outstanding common stock from time to time through August 2012. We repurchased approximately 964,000 shares under this original program for a total purchase price of \$1.3 million. On August 9, 2012, our Board of Directors approved a new stock repurchase program pursuant to which we may acquire up to \$3 million of our outstanding common stock for an unspecified length of time. Under the new program, we may repurchase shares from time to time in open-market and privately negotiated transactions and block trades, and may also repurchase shares pursuant to a 10b5-1 trading plan during our closed trading windows. There is no guarantee as to the exact number of shares that will be repurchased. We may modify or terminate the repurchase program at any time without prior notice. For the three and six months ended September 30, 2014, we repurchased approximately 145,000 and 323,000 shares of our common stock, respectively. For the three and six months ended September 30, 2013, we repurchased approximately 21,000 and 196,000 shares of our common stock, respectively. As of September 30, 2014, \$153,000 remained available for the repurchase of our common stock under our current program. On November 6, 2014, our Board of Directors approved a \$3.0 million increase to the Company's existing stock repurchase program, pursuant to which the Company may continue to acquire shares of its outstanding common stock from time to time for an unspecified length of time.

From inception of the original program in August 2011 through September 30, 2014, we repurchased approximately 2,616,000 shares of our common stock for an aggregate of approximately \$4.2 million at an average purchase price per share of \$1.57. All repurchased shares have been retired and resumed their status as authorized and unissued shares of our common stock as of September 30, 2014.

**10. Business Segment Information**

We operate in three reportable segments: Roadway Sensors, Transportation Systems and iPerform.

The Roadway Sensors segment provides hardware and software products to multiple segments of the ITS market. These various vehicle detection and information systems are used for traffic intersection control, incident detection and roadway traffic data collection applications. These include, among other products, our Vantage, VantageNext, VersiCam, Vantage Vector, SmartCycle, SmartSpan, Velocity, P10, P100 and Abacus products.

The Transportation Systems segment includes transportation engineering and consulting services, and the development of transportation management and traveler information systems for the ITS industry. During Fiscal 2012 and Fiscal 2013, this segment included the operations of MET, which specializes in 511 advanced traveler information systems and offers predictive weather and ClearPath Weather management tools that allow users to create solutions to meet roadway maintenance decision needs. As of April 1, 2013, the predictive weather and ClearPath Weather services were reassigned to the iPerform segment to better align our predictive weather and traffic capabilities, resources and initiatives.

The iPerform segment includes our performance measurement and information management solution iPeMS, a specialized transportation performance measurement and traffic analytics solution, as well as Clearpath Weather and ClearPath Agriculture (also known as ClearPath Ag) solutions and operations reassigned from Transportation Systems segment on April 1, 2013. iPeMS provides big data and software analytics solutions that help determine current and future traffic patterns, permitting the effective performance analysis and management of traffic infrastructure resources. This information can then be analyzed by traffic professionals to measure how a transportation network is performing

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and to identify potential areas of improvement. iPeMS is also capable of providing users with predictive traffic analytics and easy-to-use visualization and animation features based on historical traffic conditions.

The accounting policies of our reportable segments are the same as those described in the summary of significant accounting policies (Note 1). Certain corporate expenses, including interest and amortization of intangible assets, are not allocated to the segments. The reportable segments are each managed separately because they manufacture and distribute distinct products or provide services with different processes. All reported segment revenues are derived from external customers.

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The following table sets forth selected unaudited consolidated financial information for our reportable segments for the three and six months ended September 30, 2014 and 2013:

	Roadway Sensors	Transportation Systems	iPerform	Total
	(In thousands)			
<b>Three Months Ended September 30, 2014</b>				
Total revenues	\$ 10,196	\$ 7,284	\$ 1,070	\$ 18,550
Segment operating income (loss)	2,123	965	(1,195)	1,893
<b>Three Months Ended September 30, 2013</b>				
Total revenues	\$ 8,777	\$ 6,898	\$ 1,352	\$ 17,027
Segment operating income (loss)	1,956	743	(263)	2,436
<b>Six Months Ended September 30, 2014</b>				
Total revenues	\$ 19,216	\$ 14,949	\$ 2,501	\$ 36,666
Segment operating income (loss)	3,920	1,819	(1,889)	3,850
<b>Six Months Ended September 30, 2013</b>				
Total revenues	\$ 16,306	\$ 15,156	\$ 2,595	\$ 34,057
Segment operating income (loss)	3,170	2,029	(509)	4,690

The following table reconciles total segment income to unaudited consolidated income from continuing operations before income taxes:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
<b>Segment operating income:</b>				
Total income from reportable segments	\$ 1,893	\$ 2,436	\$ 3,850	\$ 4,690
<b>Unallocated amounts:</b>				
Corporate and other expenses	(2,089)	(1,264)	(4,018)	(2,681)
Amortization of intangible assets	(120)	(161)	(239)	(322)
Change in fair value of contingent consideration	(4)	(9)	(8)	(16)
Other expense, net		12	(3)	9
Interest income (expense), net	(5)	(4)	(4)	(8)
(Loss) income from continuing operations before income taxes	\$ (325)	\$ 1,010	\$ (422)	\$ 1,672



Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This report, including the following discussion and analysis, contains forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) that are based on our current expectations, estimates and projections about our business and our industry, and reflect management's beliefs and certain assumptions made by us based upon information available to us as of the date of this report. When used in this report and the information incorporated herein by reference, the words expect(s), feel(s), believe(s), should, will, may, anticipate(s), estimate(s), could, should, and similar expressions or variations of these words are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding our anticipated growth, sales, revenue, expenses, profitability, capital needs, backlog and manufacturing capabilities, competition, the impact of any current or future litigation, the impact of recent accounting pronouncements, the applications for and acceptance of our products and services, and the status of our facilities and product development and the market acceptance of our products and services. These statements are not guarantees of future performance and are subject to certain risks and uncertainties that could cause our actual results to differ materially from those projected. You should not place undue reliance on these forward-looking statements that speak only as of the date hereof. We encourage you to carefully review and consider the various disclosures made by us which describe certain factors which could affect our business, including in Risk Factors set forth in Part II, Item 1A of this report, before deciding to invest in our company or to maintain or increase your investment. We undertake no obligation to revise or update publicly any forward-looking statement for any reason, including to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.*

**Overview**

**General.** We are a leading provider of intelligent information solutions for the traffic management market. We are focused on the development and application of advanced technologies and software-based information systems that reduce traffic congestion, provide measurement, management and predictive traffic and weather analytics and improve the safety of surface transportation systems infrastructure. We also believe our products, services and solutions, in conjunction with sound traffic management, minimize the environmental impact of traffic congestion. By combining our unique intellectual property, products, decades of experience in traffic management, weather forecasting solutions and information technologies, we offer a broad range of ITS solutions to public and commercial customers throughout the U.S. and internationally. We are also making significant investments to leverage our existing technologies and further expand our software-based information systems to offer solutions to the precision agriculture technology markets.

**Acquisitions.** In November 2011, we acquired all of the outstanding capital stock of Berkeley Transportation Systems, Inc. (BTS), a privately-held company based in Berkeley, California which specializes in transportation performance measurement, for an initial cash payment of approximately \$840,000. In the quarter ended June 30, 2012, we entered into an amendment to the BTS stock purchase agreement which modified certain earn-out provisions and as a result, we paid an additional \$700,000 in cash to the BTS shareholders for achievement of those modified earn-out provisions in the fourth quarter of Fiscal 2013. The amendment did not have a material impact on previous estimated amounts accrued in connection with the earn-out provisions. This payment completed our obligation under the earn-out provisions of the agreement. During the third quarter of Fiscal 2014, we paid \$250,000 pursuant to certain holdback provisions. Additionally, we are scheduled to pay to the BTS shareholders up to approximately \$335,000 by November 2014 pursuant to certain deferred payment provisions.

In January 2011, we acquired all of the outstanding capital stock of Meridian Environmental Technology, Inc. (MET) for an initial cash payment of approximately \$1.6 million. MET specializes in 511 advanced traveler information systems and offers ClearPath Weather (formerly, Maintenance Decision Support System or MDSS) management tools that allow users to create solutions to meet roadway maintenance decision needs. We also agreed to pay up to \$1 million on each of the first two anniversaries of the closing of the acquisition upon the satisfaction of certain conditions, as well as up to an additional \$2 million under a 24-month earn-out provision.

In January 2012, we made a cash payment of approximately \$668,000 of the first deferred payment to the shareholders of MET and held back \$250,000 in accordance with certain provisions of the purchase agreement. In June 2012, we determined the contingencies related to the release of the \$250,000 holdback were not met. As a result, no portion of the \$250,000 holdback was released and the entire amount was reversed into operating income during the second quarter of Fiscal 2013. Additionally, no amounts were earned by the MET shareholders related to the first and second year earn-out provisions, which ended on June 30, 2011 and 2012, respectively. The second deferred payment of \$1 million was due in the fourth quarter of Fiscal 2013. As a result of certain holdback provisions and other deductions, the Company paid approximately \$409,000 to the MET shareholders in the second quarter of Fiscal 2014. This payment completed the Company's obligation under the deferred payment provisions of the purchase agreement.

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**Sale of Vehicle Sensors.** On July 29, 2011, we completed the sale of substantially all of our assets used in connection with our Vehicle Sensors segment to Bendix Commercial Vehicle Systems LLC ( Bendix ), a member of Knorr-Bremse Group, pursuant to an Asset Purchase Agreement signed on July 25, 2011 (the Asset Sale ). Upon closing, Bendix paid us \$14 million in cash, subject to a \$2 million holdback and adjustments based upon the working capital of the Vehicle Sensors segment at closing, and Bendix assumed certain specified obligations and liabilities of the Vehicle Sensors segment. In October 2012, we received approximately \$1.7 million in connection with the holdback provision. Furthermore, we are entitled to additional consideration in the form of certain performance and royalty-related earn-outs through June 30, 2017. As of September 30, 2014, we have received approximately \$1.2 million in connection with royalty-related earn-out provisions for a total of \$14.8 million in cash from the Asset Sale. As a result of the Asset Sale, we no longer operate in the Vehicle Sensors segment, and we determined that the Vehicle Sensors segment, which previously constituted one of our operating segments, qualified as a discontinued operation. The applicable financial results of the Vehicle Sensors segment through the closing of the Asset Sale have been reported as a discontinued operation for all periods presented.

**Business Segments.** Subsequent to the Asset Sale and our acquisition of BTS, we now operate in three reportable segments: Roadway Sensors, Transportation Systems and iPerform.

*Roadway Sensors*

The Roadway Sensors segment provides hardware and software products to multiple segments of the ITS market. These various vehicle detection and information systems are used for traffic intersection control, incident detection and roadway traffic data collection applications. These include, among other products, our Vantage, VantageNext, VersiCam, Vantage Vector, SmartCycle, SmartSpan, Velocity, P10, P100 and Abacus products.

*Transportation Systems*

The Transportation Systems segment includes transportation engineering and consulting services, and the development of transportation management and traveler information systems for the ITS industry. During Fiscal 2012 and Fiscal 2013, this segment included the operations of MET, which specializes in 511/ advanced traveler information systems and offers predictive weather and ClearPath Weather management tools that allow users to create solutions to meet roadway maintenance decision needs. As of April 1, 2013, the predictive weather and ClearPath Weather services were reassigned to the iPerform segment to better align our predictive weather and traffic capabilities, resources and initiatives.

*iPerform*

The iPerform segment includes our performance measurement and information management solution iPeMS, a specialized transportation performance measurement and traffic analytics solution, as well as Clearpath Weather and ClearPath Agriculture (ClearPath Ag ) solutions and operations reassigned from Transportation Systems segment on April 1, 2013. iPeMS provides big data and software analytics solutions that help determine current and future traffic patterns, permitting the effective performance analysis and management of traffic infrastructure resources. This information can then be analyzed by traffic professionals to measure how a transportation network is performing and to identify potential areas of improvement. iPeMS is also capable of providing users with predictive traffic analytics and easy-to-use visualization and animation features based on historical traffic conditions.

**Business Outlook.** Given the current ongoing uncertainties regarding global economic conditions, as well as the slow economic recovery in the U.S., we continue to remain cautious about our overall business. We believe the economic slowdown, reduction and delay in government funding for transportation infrastructure projects and initiatives and decreased financial capital for our customers have negatively affected, and may continue to negatively affect, our financial results for the foreseeable future, and may impair our ability to accurately forecast our future financial performance and other business trends. In addition, since the end users of a majority of our products and services are currently governmental entities, we have been, and may continue to be, negatively affected by delays in the passage of a new federal highway bill (or the extension of the existing bill) and budgetary issues and delays in purchasing decisions that many municipalities and other state and local agencies continue to face. Spending for new roadways, new systems to address traffic congestion and other transportation infrastructure improvements has been delayed or eliminated in some instances. However, we believe the need to rebuild and modernize aging transportation infrastructure will continue, and in addition to funds available through the federal highway bill, there exist various other funding mechanisms that support transportation infrastructure and related projects. These include bonds, dedicated sales and gas tax measures and other alternative funding sources. Further, through investments in research, development, sales, and marketing, we are entering into new commercial markets, in particular the agriculture industry, offering our ClearPath Ag hyper-local weather information solutions and we expect positive market acceptance in upcoming quarters.

Table of Contents**Critical Accounting Policies and Estimates**

Management's Discussion and Analysis of Financial Condition and Results of Operations is based on our unaudited consolidated financial statements included herein, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate these estimates and assumptions, including those related to revenue recognition, the collectability of accounts receivable, the valuation of inventories, the recoverability of long-lived assets and goodwill, the realizability of deferred tax assets, accounting for stock-based compensation, the valuation of equity instruments, the valuation of contingent acquisition consideration, warranty reserves and other contingencies. We base these estimates on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions by their nature involve risks and uncertainties, and may prove to be inaccurate. In the event that any of our estimates or assumptions are inaccurate in any material respect, it could have a material adverse effect on our reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The following critical accounting policies affect our more significant judgments and estimates used in the preparation of our unaudited consolidated financial statements.

**Recent Accounting Pronouncements**

Refer to Note 1 of Notes to Unaudited Consolidated Financial Statements, included in Part I, Item 1 of this report for a discussion of recent accounting pronouncements.

**Results of Operations**

The following table sets forth statement of operations data as a percentage of total revenues for the periods indicated:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2014	2013	2014	2013
Total revenues	100.0%	100.0%	100.0%	100.0%
Cost of revenues	60.7	59.4	61.5	60.0
Gross profit	39.3%	40.6%	38.5%	40.0%
Operating expenses:				
Selling, general and administrative	33.6	28.1	32.5	29.1
Research and development	6.9	5.6	6.5	5.1
Amortization of intangible assets	0.6	0.9	0.7	0.9

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Change in fair value of contingent consideration	0.0	0.1	0.0	0.0
Total operating expenses	41.1	34.7	39.7	35.1
Operating (loss) income	(1.8)	5.9	(1.2)	4.9
Non-operating (expense) income:				
Other income (expense), net		0.1	(0.0)	0.0
Interest expense, net	(0.0)	(0.0)	(0.0)	(0.0)
(Loss) income from continuing operations before income taxes	(1.8)	6.0	(1.2)	4.9
Benefit (provision) for income taxes	0.5	(2.0)	0.3	(1.7)
(Loss) income from continuing operations	(1.3)	4.0	(0.9)	3.2
Gain on sale of discontinued operation, net of tax	0.2		0.3	0.1
Net (loss) income	(1.1)%	4.0%	(0.6)%	3.3%

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**Total Revenues.** Total revenues are comprised of sales from our Roadway Sensors, Transportation Systems and iPerform segments.

The following table presents our total revenues for the three and six months ended September 30, 2014 and 2013:

	<b>Three Months Ended September 30,</b>				
	<b>2014</b>	<b>2013</b>	<b>Increase</b>		<b>% Change</b>
	<b>(In thousands, except percentages)</b>				
Total revenues	\$ 18,550	\$ 17,027	\$ 1,523		8.9%

	<b>Six Months Ended September 30,</b>				
	<b>2014</b>	<b>2013</b>	<b>Increase</b>		<b>% Change</b>
	<b>(in thousands, except percentages)</b>				
Total revenues	\$ 36,666	\$ 34,057	\$ 2,609		7.7%

We have historically had a diverse customer base. For the three months ended September 30, 2014, no individual customer represented more than 10% of our total revenues. For the six months ended September 30, 2014, one individual customer represented approximately 10% of our total revenues and no other individual customer represented greater than 10% of our total revenues. For the three and six months ended September 30, 2013, one individual customer represented approximately 10% and 11% of our total revenues, respectively, and no other individual customer represented greater than 10% of our total revenues.

Total revenues for the three months ended September 30, 2014 increased approximately 8.9% to \$18.6 million, compared to \$17.0 million in the corresponding period in the prior year, primarily due to an increase of approximately 16.2% in Roadway Sensors revenues and an increase of approximately 5.6% in Transportation Systems. These increases were partially offset by a 20.9% decrease in iPerform revenues in the current period primarily due to lower sales in the legacy public agency traffic sector.

Total revenues for the six months ended September 30, 2014 increased approximately 7.7% to \$36.7 million, compared to \$34.1 million in the corresponding period in the prior year, primarily due to an increase of approximately 17.8% in Roadway Sensors revenues, offset by decreases of approximately 1.4% and 3.6% in the Transportation Systems and iPerform segments, respectively.

Roadway Sensors revenues for the three and six months ended September 30, 2014 were approximately \$10.2 million and \$19.2 million, respectively, increases of approximately \$1.4 million or 16.2%, and approximately \$2.9 million or 17.8%, compared to the corresponding prior year periods, respectively. The increase in revenues was primarily due to the success of various growth initiatives, including increases in our distribution of certain original equipment manufacturer ( OEM ) products for the traffic intersection market, including traffic controllers, traffic cabinets and related equipment. For the three months ended September 30, 2014 and 2013, revenue generated through the distribution of OEM products was approximately \$2.2 million and approximately \$0.5 million, respectively. For the six months ended September 30, 2014 and 2013, revenue generated through the distribution of OEM products was approximately \$3.3 million and approximately \$0.9 million, respectively. We

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believe these offerings will benefit sales of our core video detection products by providing a more comprehensive suite of solutions to our customers. Going forward, we plan to focus on our core domestic intersection market and refine and deliver products that address the needs of this market, namely our Vantage processor and camera systems and our Vantage Vector video/radar hybrid sensor, as well as our SmartCycle and SmartSpan products. Additionally, we plan to continue focusing on international distribution channel expansion and expect to continue to refine products that address these markets, namely our Abacus, P10 and P100 (formerly, Pico) products.

Transportation Systems revenues for the three and six months ended September 30, 2014 were approximately \$7.3 million and \$14.9 million, an increase of approximately \$0.3 million or 5.6% and a decrease of approximately \$0.2 million or 1.4%, respectively, compared to the corresponding periods in the prior year, primarily as a result of timing of backlog fulfillment on certain projects. Going forward, we plan to continue to pursue larger contracts that may contain significant sub-consulting content, which will likely contribute to variability in the timing and amount of our Transportation Systems revenues from period to period. Among other factors, we believe the ability of our Transportation Systems segment to grow and successfully win and service new contracts will be highly dependent upon our continued success in recruiting and retaining qualified personnel, as well as the continued availability of funding at the local, state and federal levels from the various agencies and departments of transportation. During the current quarter, we added approximately \$9.7 million in new signed Transportation Systems contracts, expanding our backlog, which we expect to have a positive impact on our revenue in future quarters.



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iPerform revenues for the three and six months ended September 30, 2014 were approximately \$1.1 million and \$2.5 million, decreases of approximately \$0.3 million or 20.9% and \$0.1 million or 3.6%, respectively, compared to the corresponding periods in the prior year, primarily attributable to delays in contract awards with certain public agencies and the timing of backlog fulfillment on certain projects. Going forward, we plan to continue investing in this segment, particularly in research, development, sales and marketing of the ClearPath Ag, ClearPath Weather and iPeMS performance measurement solutions. We also plan to pursue commercial opportunities in the precision agriculture technology markets, by offering software applications, content, and modeling services that provide analytics and decision support services that leverage our precision weather, soil and water content and application intellectual property.

**Gross Profit.** The following table presents details of our gross profit for the three and six months ended September 30, 2014 and 2013:

	Three Months Ended September 30,		Increase	% Change
	2014	2013		
	(In thousands, except percentages)			
Gross profit	\$ 7,299	\$ 6,912	\$ 387	5.6%
Gross profit as a % of total revenues	39.3%	40.6%		

	Six Months Ended September 30,		Increase	% Change
	2014	2013		
	(in thousands, except percentages)			
Gross profit	\$ 14,106	\$ 13,638	\$ 468	3.4%
Gross profit as a % of total revenues	38.5%	40.0%		

Our gross profit as a percentage of total revenues decreased approximately 130 basis points and 150 basis points for the three and six months ended September 30, 2014, as compared to the corresponding periods in the prior year, primarily as a result of the sales mix of products within the Roadway Sensors segment, due to the increased sales of OEM products, which generally yield lower gross margins than Roadway Sensors core products. Although sales of OEM products yield lower gross margins, we expect the OEM business to continue contributing income from its operations to the overall Roadway Sensors segment.

We recognize a portion of our Transportation Systems and iPerform revenues and related gross profit using percentage of completion contract accounting and the underlying mix of contract activity, including the amount of revenue generated by subcontractors which typically yield lower gross profits and affects the related overall gross profit recognized in any given period. For the Transportation Systems segment, we expect to experience gross profit variability in future periods due to our contract mix and related sub-consulting content of such contracts, as well as factors such as our ability to efficiently utilize our workforce, which could cause fluctuations in our margins from period to period.

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**Selling, General and Administrative Expense.** The following table presents selling, general and administrative expense for the three and six months ended September 30, 2014 and 2013:

	Three Months Ended September 30, 2014		Three Months Ended September 30, 2013		Increase (Decrease)	% Change
	Amount	% of Revenues	Amount (In thousands, except percentages)	% of Revenues		
Salary and personnel-related	\$ 3,476	18.7%	\$ 3,194	18.8%	\$ 282	8.8%
Facilities, insurance and supplies	657	3.5	682	4.0	(25)	(3.7)
Travel and conferences	431	2.3	389	2.3	42	10.8
Professional and outside services	1,486	8.0	437	2.6	1,049	240.0
Other	158	1.0	89	0.4	69	77.5
Selling, general and administrative	\$ 6,208	33.5%	\$ 4,791	28.1%	\$ 1,417	29.6%

	Six Months Ended September 30, 2014		Six Months Ended September 30, 2013		Increase (Decrease)	% Change
	Amount	% of Revenues	Amount (In thousands, except percentages)	% of Revenues		
Salary and personnel-related	\$ 7,098	19.4%	\$ 6,447	18.9%	\$ 651	10.1%
Facilities, insurance and supplies	1,288	3.5	1,402	4.1	(114)	(8.1)
Travel and conferences	799	2.2	788	2.3	11	1.4
Professional and outside services	2,478	6.8	955	2.8	1,523	159.5
Other	245	0.6	304	1.0	(59)	(19.4)
Selling, general and administrative	\$ 11,908	32.5%	\$ 9,896	29.1%	\$ 2,012	20.3%

The overall increase in selling, general and administrative expense for the three and six months ended September 30, 2014, as compared to the corresponding periods in the prior year, was primarily due to an increase in audit fees incurred in connection with the audit of our Fiscal 2014 financial statements. As previously announced, the Company delayed its Fiscal 2014 earnings release and 10-K until September 3, 2014, due to additional procedures performed by its auditors related to contract revenue testing. As a result of these additional procedures and related delays, we incurred an increase of approximately \$420,000 in audit fees during the first quarter of the fiscal year ending March 31, 2015 ( Fiscal 2015 ) and an increase of approximately \$600,000 during the second quarter of Fiscal 2015. We also incurred approximately \$500,000 of outside professional consulting costs to assist with the completion of the Fiscal 2014 annual audit. We have begun the necessary steps to strengthen our internal controls and mitigate the root cause of the incremental audit work, and we expect these costs to decline for future annual audits. However, we expect that we will have additional recurring costs in future periods for improvements to our internal controls and the related augmentation of resources. Selling, general and administrative expenses also increased due to planned investments in iPerform sales and marketing costs, including increased headcount which resulted in higher salary and personnel-related costs and travel.

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**Research and Development Expense.** The following table presents research and development expense for the three and six months ended September 30, 2014 and 2013:

	Three Months Ended September 30, 2014		Three Months Ended September 30, 2013		Increase	% Change
	Amount	% of Revenues	Amount (In thousands, except percentages)	% of Revenues		
Salary and personnel-related	\$ 687	3.7%	\$ 555	3.3%	\$ 132	23.8%
Facilities, development and supplies	368	2.0	281	1.7	87	31.0
Other	232	1.2	113	0.6	119	105.3
Research and development	\$ 1,287	6.9%	\$ 949	5.6%	\$ 338	35.6%

	Six Months Ended September 30, 2014		Six Months Ended September 30, 2013		Increase (Decrease)	% Change
	Amount	% of Revenues	Amount (In thousands, except percentages)	% of Revenues		
Salary and personnel-related	\$ 1,261	3.4%	\$ 964	2.8%	\$ 297	30.8%
Facilities, development and supplies	741	2.0	573	1.7	168	29.3
Other	364	1.1	196	0.6	168	85.7
Research and development	\$ 2,366	6.5%	\$ 1,733	5.1%	\$ 633	36.5%

Research and development expense for the three and six months ended September 30, 2014 increased approximately 35.6% and 36.5%, respectively, compared to the corresponding periods in the prior year, primarily due to increased salary and personnel costs related to certain planned expenditures for software development in the iPerform segment and investments in securing intellectual property rights.

The iPerform segment continued to invest in the development of ClearPath Ag, ClearPath Weather, and enhancements to its traffic analytics product iPeMS. ClearPath Ag application programming interfaces ( APIs ) include historical, real-time, and forecast weather content and soil and plant health information. Continued development and enhancements of the ClearPath Ag APIs will incorporate real-time weather and other useful crop growing information, to provide solutions in the precision agriculture technology markets. The continued enhancements to the iPeMS traffic analytics product should allow customers to seamlessly ingest traffic data from leading data providers, providing plug-and-play data capabilities and reduce the need for custom integration. Going forward, iPerform expects to continue to enhance the ClearPath Ag, ClearPath Weather and iPeMS solutions, which we expect will require additional investments.

**Fair Value of Contingent Acquisition Consideration.** During the three and six months ended September 30, 2014, we recorded a net increase of approximately \$4,000 and \$8,000, respectively, and during the three and six months ended September 30, 2013, we recorded a net increase of approximately \$9,000 and \$16,000, respectively, to operating expenses in the unaudited consolidated statement of operations for the change in estimated fair value of contingent consideration related to our acquisitions of MET and BTS. The adjustments in the three months ended September 30, 2014 related to the amount of certain future deferred payments to BTS. The adjustments in the three and six months ended June 30, 2013 resulted primarily from revisions to our estimates regarding both the probability of achieving certain earn-out targets and the amounts of certain future deferred payments.



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**Income Taxes.** The following tables present our provision for income taxes for the three and six months ended September 30, 2014 and 2013:

	Three Months Ended September 30,		Decrease	%
	2014	2013		
	(In thousands, except percentages)			Change
Benefit (provision) for income taxes	\$ 92	\$ (349)	\$ 441	(126)%
Effective tax rate	(28.4)%	34.5%		

	Six Months Ended September 30,		Decrease	%
	2014	2013		
	(In thousands, except percentages)			Change
Benefit (provision) for income taxes	\$ 121	\$ (581)	\$ 702	(121)%
Effective tax rate	(28.6)%	34.7%		

Our effective tax rates in the three and six months ended September 30, 2014 differed from the corresponding periods in the prior year primarily due to the impact of permanent nondeductible expenses. In the prior year periods, permanent nondeductible expenses had the effect of increasing tax expense and the effective tax rate, while in the current year periods they had the effect of reducing the tax benefit from our pretax losses, and thereby decreasing the effective tax rate.

On an interim basis, we estimate what our anticipated annual effective tax rate will be, while also separately considering applicable discrete and other non-recurring items, and record a quarterly income tax provision in accordance with the anticipated annual rate. As the fiscal year progresses, we refine our estimates based on actual events and financial results during the year. This process can result in significant changes to our expected effective tax rate. When this occurs, we adjust our income tax provision during the quarter in which our estimates are refined so that the year-to-date provision reflects the expected annual effective tax rate. These changes, along with adjustments to our deferred taxes, among others, may create fluctuations in our overall effective tax rate from quarter to quarter. As of September 30, 2014 and March 31, 2014, we have recorded a valuation allowance against certain of our state net operating losses in the amount of \$373,000.

### **Liquidity and Capital Resources**

#### *Cash Flows*

We have historically financed our operations with a combination of cash flows from operations, borrowings under credit facilities and the sale of equity securities. We currently rely on cash flows from operations and the availability of borrowings on a line of credit facility to fund our operations, which we believe should be sufficient to fund our operations for at least the next twelve months. We are currently negotiating the terms of our line of credit and we expect to extend our line of credit beyond December 1, 2014. However, we may need or choose to raise additional capital to fund potential future acquisitions and our future growth. We may raise such funds by selling equity or debt securities to the public or to selected investors, or by borrowing money from financial institutions. If we raise additional funds by issuing equity or convertible debt securities, our existing stockholders may experience significant dilution, and any equity securities that may be issued may have rights senior to our existing stockholders.

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At September 30, 2014, we had \$31.4 million in working capital, which included \$22.4 million in cash and cash equivalents and reflected no borrowings on our \$12.0 million line of credit. This compares to working capital of \$30.9 million at March 31, 2014, which included \$20.4 million in cash and cash equivalents and reflected no borrowings on our line of credit. Included in prepaid expenses and other current assets at September 30, 2014 and March 31, 2014 is approximately \$520,000 of cash designated as collateral on performance bonds, as required under certain of our Transportation Systems contracts in the Middle East. We expect such cash collateral restrictions to remain in place through calendar year 2015. Refer to Note 1 of Notes to Unaudited Consolidated Financial Statements, included in Part I, Item 1 of this report for a discussion of cash and cash equivalents.

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The following table summarizes our cash flows for the six months ended September 30, 2014 and 2013:

	Six Months Ended September 30,		
	2014	(In thousands)	2013
<b>Net cash provided by (used in):</b>			
Operating activities	\$	2,798	\$ 3,194
Investing activities		(245)	(422)
Financing activities		(581)	(594)

**Operating Activities.** Cash provided by our operations for the six months ended September 30, 2014 was primarily the result of approximately \$602,000 in non-cash items for depreciation, amortization, stock-based compensation expense, gain on sale of discontinued operations and adjustments to deferred tax assets. This was increased by approximately \$2,394,000 provided by working capital, consisting of approximately \$2,638,000 from accounts receivable, net costs and estimated earnings in excess of billings, inventories, and accounts payable and accrued expenses, off-set in part by a decrease of approximately \$244,000 for prepaid expenses and other assets.

Cash provided by our operations for the six months ended September 30, 2013 was primarily the result of our net income of approximately \$1,121,000 and approximately \$1,452,000 in non-cash items for depreciation, amortization, stock-based compensation expense, gain on sale of discontinued operations and adjustments to deferred tax assets. Cash provided by our operations was also the result of approximately \$605,000 provided by working capital, primarily from accounts receivable and net costs and estimated earnings in excess of billings.

**Investing Activities.** Net cash used in our investing activities during the six months ended September 30, 2014 consisted of approximately \$343,000 for purchases of property and equipment, which was largely offset by approximately \$98,000 in proceeds from the sale of the Vehicle Sensors segment.

Cash used in our investing activities during the six months ended September 30, 2013 consisted of approximately \$251,000 for purchases of property and equipment and approximately \$171,000 used for the development of software in the iPerform segment.

**Financing Activities.** Net cash used in financing activities during the six months ended September 30, 2014 was primarily the result of approximately \$594,000 in cash used to repurchase shares of our common stock pursuant to our stock repurchase program.

Net cash used in financing activities during the six months ended September 30, 2013 was primarily the result of approximately \$409,000 cash used for a deferred payment for the prior business combination of MET and approximately \$339,000 in cash used to repurchase shares of our common stock pursuant to our stock repurchase program. This was partially offset by our receipt of proceeds of \$185,000 from stock option exercises in the current six month period.

**Borrowings**

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In October 2008, we entered into a \$19.5 million credit facility with CB&T. This credit facility provided for a two-year revolving line of credit with borrowings of up to \$12.0 million and a \$7.5 million 48-month term note. In September 2010, we entered into a modification agreement with CB&T to extend the expiration date of our revolving line of credit to October 1, 2012. We repaid in full all principal and interest payments under the term note in September 2012. The term note did not contain any early termination fees or prepayment penalties.

In September 2012, we entered into a second modification agreement with CB&T to extend the expiration date of our revolving line of credit to October 1, 2014. In September 2014, we entered into a modification agreement with CB&T to extend the expiration date of our revolving line of credit to December 1, 2014. Interest on borrowed amounts under the revolving line of credit are payable monthly at a rate equal to the current stated prime rate (3.25% at September 30, 2014) up to the current stated prime rate plus 0.25%, depending on aggregate deposit balances maintained at the bank in relation to the total loan commitment under the credit facility. We are obligated to pay an unused line fee of 0.25% per annum applied to the average unused portion of the revolving line of credit during the preceding month. The revolving line of credit does not contain early termination fees and is secured by substantially all of our assets.



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As of September 30, 2014 and March 31, 2014, no amounts were outstanding under the revolving line of credit. Availability under this line of credit may be reduced or otherwise limited as a result of our obligations to comply with certain financial and other covenants.

In connection with our credit facility and loan agreement with CB&T, we are also required to comply with certain quarterly financial covenants. These include achieving ratios for working capital and debt service, as well as maintaining a level of profitability, all of which are further defined in the agreement. As of September 30, 2014, we were not in compliance with all such covenants due to the Company not filing its annual report on Form 10-K for Fiscal 2014 and its quarterly report on Form 10-Q for the three months ended June 30, 2014 with the Securities and Exchange Commission within the required deadlines. We obtained a waiver of compliance on certain covenants from CB&T, including our delinquent Form 10-K and Form 10-Q filing. Our waiver of compliance is effective through December 1, 2014. If we were to continue to be in violation of certain covenants under this agreement, our lender could choose to accelerate payment on all outstanding loan balances and pursue its security interest in our assets. In such an event, we cannot assure you that we would be able to quickly obtain equivalent or suitable replacement financing on acceptable terms, on a timely basis, or at all. If we were not able to secure alternative sources of financing, such acceleration could have a material adverse impact on our business and financial condition.

**Off Balance Sheet Arrangements**

Other than our operating leases, we do not believe we have any other material off balance sheet arrangements at September 30, 2014.

**Seasonality**

We have historically experienced seasonality, particularly with respect to our Roadway Sensors sales in our third and fourth fiscal quarters due to a reduction in intersection construction and repairs during the winter months as a result of inclement weather conditions during this period, with the third fiscal quarter generally impacted the most by inclement weather. We have also experienced seasonality, particularly with respect to our Transportation Systems revenues in our third fiscal quarter due to the increased number of holidays, causing a reduction in available billable hours. With the addition of MET in January 2011, we have also experienced some seasonality related to certain ClearPath Weather services in our first and second fiscal quarters mainly because these services are generally not required during spring and summer when weather conditions are comparatively milder.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Interest Rate Risk**

Our exposure to interest rate risk is limited to our line of credit, which bears interest equal to the prevailing prime rate plus 0% to 1.0%. We do not believe that a 10% increase in the interest rate on our line of credit would have a material impact on our financial position, operating results or cash flows.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Interim Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Chief Executive Officer and Interim Chief Financial Officer concluded that, because of a material weakness in our internal controls over financial reporting, our disclosure controls and procedures were not effective as of September 30, 2014 to ensure that information that is required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. This evaluation is based on similar findings as discussed in detail in Item 9A in our Annual Report on Form 10-K for the fiscal year ended March 31, 2014 (the Annual Report).

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**Changes in Internal Controls**

In order to improve and to maintain the effectiveness of our internal controls over financial reporting and disclosure controls and procedures, we have begun the process of remediating the material weakness identified in our Annual Report, including hiring a Director of Revenue Recognition and implementing processes and controls to evaluate multiple-element arrangements to ensure revenue is recognized and accounted for in accordance with GAAP. Except as discussed above, during the fiscal quarter covered by this report, there has been no significant change in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

**Inherent Limitations on Internal Control**

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of management override or improper acts, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of the inherent limitations in a cost-effective control system, misstatements due to management override, error or improper acts may occur and not be detected. Any resulting misstatement or loss may have an adverse and material effect on our business, financial condition and results of operations.

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**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

The information set forth under the heading "Litigation and Other Contingencies" in Note 7 of Notes to Unaudited Consolidated Financial Statements, included in Part I, Item 1 of this report, is incorporated herein by reference. For additional discussion of risks associated with legal proceedings, see "Risk Factors" below.

**ITEM 1A. RISK FACTORS**

*Our business is subject to a number of risks, some of which are discussed below. Other risks are presented elsewhere in this report and in the information incorporated by reference into this report. You should consider the following risks carefully in addition to the other information contained in this report and our other filings with the SEC, including our subsequent reports on Forms 10-Q and 8-K, before deciding to buy, sell or hold our common stock. The risks and uncertainties described below are not the only ones facing our company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations. If any of these risks actually occurs, our business, financial condition, or results of operations could be seriously harmed. In that event, the market price for our common stock could decline and you may lose all or part of your investment.*

**The economic slowdown has reduced and delayed government funding for transportation infrastructure projects and initiatives, decreased availability of financial capital for our customers and adversely impacted real estate development, all of which have adversely impacted our revenues.** Decreased consumer spending, the failure of certain financial institutions and businesses, concerns about the availability and cost of credit, and reduced corporate profits and capital spending have resulted in a downturn in worldwide economic conditions, as well as budgetary shortfalls at all levels of government. These unfavorable economic conditions are having, and are expected to continue to have, a negative impact on customer orders and government funding of infrastructure projects incorporating our products and services. Such factors have resulted and may continue to result in delays, cancellations and rescheduling of backlog and customer orders. In addition, the decline in the U.S. real estate market, particularly in new home and commercial construction, has adversely impacted new road construction and has had and may continue to have adverse effects on revenues. Any of the foregoing economic conditions may adversely affect our revenues in future periods and make it extremely difficult for our customers, our suppliers and us to accurately forecast and plan future business activities. Additionally, there was uncertainty in the past few years regarding allotment of government funds due to delays in the passage of a federal highway bill, which adversely impacted our revenues and overall financial performance. The current federal highway bill, which provides federal funding for highway, transit, safety and related transportation programs, was to expire at the end of September 2014. The President signed an expansion of the federal highway funding bill to keep the current federal highway bill operational until May of 2015. While we expect the extension to resolve the current uncertainty in federal funding, our Transportation Systems revenues and overall financial performance in future periods could be negatively affected if funding concerns persist. Furthermore, despite the extension of the federal highway bill, delays in the allocation of funds, the priority of infrastructure projects and the availability of funds for ITS related projects could continue to adversely impact our revenues and overall financial performance.

**Because we depend on government contracts and subcontracts, we face additional risks related to contracting with federal, state and local governments, including budgetary issues and fixed price contracts.** A significant portion of our revenues are derived from contracts with governmental agencies, either as a general contractor, subcontractor or supplier. We anticipate that revenue from government contracts will continue to remain a significant portion of our revenues. Government business is, in general, subject to special risks and challenges, including:

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- delays in funding and uncertainty regarding the allocation of funds to state and local agencies from the U.S. federal government, delays in the expenditures from the federal highway bill and delays or reductions in other state and local funding dedicated for transportation and ITS projects;
- other government budgetary constraints, cut-backs, delays or reallocation of government funding;
- performance bond requirements;
- long purchase cycles or approval processes;
- competitive bidding and qualification requirements;
- changes in government policies and political agendas;
- milestone requirements and liquidated damage provisions for failure to meet contract milestones; and
- international conflicts or other military operations that could cause the temporary or permanent diversion of government funding from transportation or other infrastructure projects.

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Governmental budgets and plans are subject to change without warning. Certain risks of selling to governmental entities include dependence on appropriations and administrative allocation of funds, changes in governmental procurement legislation and regulations and other policies that may reflect political developments or agendas, significant changes in contract scheduling, intense competition for government business and termination of purchase decisions for the convenience of the governmental entity. Substantial delays in purchase decisions by governmental entities, and the current constraints on government budgets at the federal, state and local level, could cause our revenues and income to drop substantially or to fluctuate significantly between fiscal periods.

In addition, a number of our government contracts are fixed price contracts. As a result, we may not be able to recover any cost overruns we may incur. These fixed price contracts require us to estimate the total project cost based on preliminary projections of the project's requirements. The financial viability of any given project depends in large part on our ability to estimate these costs accurately and complete the project on a timely basis. In the event our costs on these projects exceed the fixed contractual amount, we will be required to bear the excess costs. Such additional costs would adversely affect our financial condition and results of operations. Moreover, certain of our government contracts are subject to termination or renegotiation at the convenience of the government, which could result in a large decline in our revenues in any given period. Our inability to address any of the foregoing concerns or the loss or renegotiation of any material government contract could seriously harm our business, financial condition and results of operations.

**State budgetary constraints may have a material adverse impact on us.** Many states have experienced, and are continuing to experience, significant budget shortfalls and other related budgetary issues and constraints. In particular, the state of California has historically been and is considered to be a key geographic region for our Roadway Sensors and Transportation Systems segments. Ongoing uncertainty as to the timing and accessibility of budgetary funding, changes in state funding allocations to local agencies and municipalities, or other delays in purchasing for, or commencement of, transportation projects have had, and may continue to have, a negative impact on our revenues and our income.

**If we do not keep pace with rapid technological changes and evolving industry standards, we will not be able to remain competitive and there will be no demand for our products.** Our markets are in general characterized by the following factors:

- rapid technological advances;
- downward price pressures in the marketplace as technologies mature;
- changes in customer requirements;
- additional qualification requirements related to new products or components;
- frequent new product introductions and enhancements;

- inventory issues related to transition to new or enhanced models; and
- evolving industry standards and changes in the regulatory environment.

Our future success will depend upon our ability to anticipate and adapt to changes in technology and industry standards, and to effectively develop, introduce, market and gain broad acceptance of new products and product enhancements incorporating the latest technological advancements.

**If we are unable to develop and introduce new products and product enhancements successfully and in a cost-effective and timely manner, or are unable to achieve market acceptance of our new products, our operating results would be adversely affected.** We believe our revenue growth and future operating results will depend on our ability to complete development of new products and enhancements, introduce these products in a timely, cost-effective manner, achieve broad market acceptance of these products and enhancements, and reduce our production costs. We cannot guarantee the success of these products, and we may not be able to introduce any new products, including the iPeMS software, ClearPath Weather, Clear Path Ag or any enhancements to our existing products on a timely basis, or at all. The introduction of any new iPerform products and services could have longer than anticipated sales cycles, which could adversely impact our operating results. In addition, the introduction of any new products could adversely affect the sales of certain of our existing products.

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We believe that we must continue to make substantial investments to support ongoing research and development in order to remain competitive. We need to continue to develop and introduce new products that incorporate the latest technological advancements in outdoor image processing hardware, software and camera technologies in response to evolving customer requirements. We cannot assure you that we will be able to adequately manage product transition issues. Our business and results of operations could be adversely affected if we do not anticipate or respond adequately to technological developments or changing customer requirements or if we cannot adequately manage inventory issues typically related to new product transitions and introductions. We cannot assure you that any such investments in research and development will lead to any corresponding increase in revenue.

**We recently entered into the software development market and may be subject to additional challenges and additional costs and delays.** We have only been in the business of software development for a few years and may experience development and technical challenges. Our business and results of operations could also be seriously harmed by any significant delays in our software development and updates. Certain of our new products could contain undetected design faults and software errors or bugs when first released by us, despite our testing. We may not discover these faults or errors until after a product has been installed and used by our customers. Any faults or errors in our existing products or in any new products may cause delays in product introduction and shipments, require design modifications or harm customer relationships, any of which could adversely affect our business and competitive position. We cannot assure you that our customer base will broadly accept any of our new products, product enhancements or software related offerings such as iPeMS, ClearPath Weather and ClearPath Ag. In addition, the software development industry can frequently experience litigation concerning intellectual property disputes, which could be costly and distract our management.

**The markets in which we operate are highly competitive and have many more established competitors, which could adversely affect our revenues or the market acceptance of our products.** We compete with numerous other companies in our target markets including, but not limited to, large, multinational corporations and many smaller regional engineering firms.

We compete with existing, well-established companies and technologies in our Roadway Sensors segment, both domestically and abroad. Only a small portion of the intersection traffic market has adopted advanced video detection technologies, and our future success will depend in part upon gaining broad market acceptance for video detection in this market. Certain technological barriers to entry make it difficult for new competitors to enter the market with competing video or other technologies; however, we are aware of new market entrants from time to time. Increased competition could result in loss of market share, price reductions and reduced gross margins, any of which could seriously harm our business, financial condition and results of operations.

The Transportation Systems market is highly fragmented and is subject to evolving national and regional quality and safety standards. Our competitors vary in size, number, scope and breadth of the products and services they offer, and include large multi-national engineering firms and smaller local regional firms.

The markets in which our iPerform segment operates vary from public sector customers who focus on performance measurement systems to help measure and manage the effectiveness of their transportation systems to commercial sector customers who ingest and disseminate traffic and weather related data, information and analytics through various consumer outlets. Our competitors vary in number, scope and breadth of the products and services they offer. In the public sector, we compete with some of the same transportation engineering, planning and design firms that also compete with our Transportation Systems segment. In the commercial sector, we compete with a variety of entities that currently provide traffic and/or weather related data to that market.



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In all of our segments, many of our competitors have far greater name recognition and greater financial, technological, marketing, and customer service resources than we do. This may allow them to respond more quickly to new or emerging technologies and changes in customer requirements. It may also allow them to devote greater resources to the development, promotion, sale and support of their products than we can. Consolidations of end users, distributors and manufacturers in our target markets exacerbate this problem. As a result of the foregoing factors, we may not be able to compete effectively in our target markets and competitive pressures could adversely affect our business, financial condition and results of operations.

**We may be unable to attract and retain key personnel, which could seriously harm our business.** Due to the specialized nature of our business, we are highly dependent on the continued service of our executive officers and other key management, engineering and technical personnel. The loss of any of our officers, or any of our other executives or key members of management could adversely affect our business, financial condition, or results of operations. Our success will also depend in large part upon our ability to continue to attract, retain and motivate qualified engineering and other highly skilled technical personnel. The future success of our Transportation Systems segment will depend on our ability to hire additional qualified engineers, planners and technical personnel. The future success of our iPerform segment will depend on our ability to hire additional software developers, qualified engineers and technical personnel. Competition for qualified employees, particularly development engineers and software developers, is intense. We may not be able to continue to attract and retain sufficient numbers of such highly skilled employees. Our inability to attract and retain additional key employees or the loss of one or more of our current key employees could adversely affect our business, financial condition and results of operations.

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**Our profitability could be adversely affected if we are not able to maintain adequate utilization of our Transportation Systems workforce.** The cost of providing our Transportation Systems engineering and consulting services, including the extent to which we utilize our workforce, affects our profitability. The rate at which we utilize our workforce is affected by a number of factors, including:

- our ability to transition employees from completed projects to new assignments and to hire and assimilate new employees;
- our ability to forecast demand for our services and thereby maintain an appropriate headcount in our various regions;
- our need to devote time and resources to training, business development, professional development and other non-chargeable activities; and
- our ability to match the skill sets of our employees to the needs of the marketplace.

**Our failure to successfully bid on new contracts and renew existing contracts could reduce our revenues and profits.** Our business depends on our ability to successfully bid on new contracts and renew existing contracts with private and public sector customers. Contract proposals and negotiations are complex and frequently involve a lengthy bidding and selection process, which are affected by a number of factors, such as market conditions, financing arrangements and required governmental approvals. For example, a customer may require us to provide a surety bond or letter of credit to protect the client should we fail to perform under the terms of the contract. If negative market conditions continue, or if we fail to secure adequate financing arrangements or the required governmental approval or fail to meet other required conditions, we may not be able to pursue particular projects, which could reduce or eliminate our profitability.

**If we experience declining or flat revenues and we fail to manage such declines effectively, we may be unable to execute our business plan and may experience future weaknesses in our operating results.** Based on our business objectives, and in order to achieve future growth, we will need to continue to add additional qualified personnel, and invest in additional research and development and sales and marketing activities, which could lead to increases in our expenses and future declines in our operating results. In addition, our past expansion has placed, and future expansion is expected to place, a significant strain on our managerial, administrative, operational, financial and other resources. If we are unable to manage these activities or any revenue declines successfully, our growth, our business, our financial condition and our results of operations could continue to be adversely affected.

**We are currently not profitable and we may be unable to become profitable on a quarterly or annual basis.** For the six months ended September 30, 2014, we had a net loss of \$206,000 and we cannot assure you that we will be profitable in the future. Our ability to become profitable in future periods could be impacted by budgetary constraints, government and political agendas, economic instability and other items that are not in our control. Furthermore, we rely on operating profits from the Company's segments to fund investments in sales and marketing and research and development initiatives. We cannot assure you that our financial performance will sustain a sufficient level to completely support those investments. Most of our expenses are fixed in advance. As such, we generally are unable to reduce our expenses significantly in the short-term to compensate for any unexpected delay or decrease in anticipated revenues or increases in planned investments. As a result, we may continue to experience operating losses and net losses in the future, which would make it difficult to fund our operations and achieve our

business plan, and could cause the market price of our common stock to decline.

**Our use of the percentage of completion method of accounting for our Transportation Systems revenues could result in a reduction or reversal of previously recorded revenues and profits.** A portion of Transportation Systems revenues are measured and recognized using the percentage of completion method of accounting. Our use of this accounting method results in recognition of revenues and profits proportionally over the life of a contract, based generally on the proportion of costs incurred to date to total costs expected to be incurred for the entire project. The effects of revisions to revenues and estimated costs are recorded when the amounts are known or can be reasonably estimated. Such revisions could occur in any period and their effects could be material. Although we have historically made reasonably reliable estimates of the progress towards completion of long-term engineering, program management, construction management or construction contracts, the uncertainties inherent in the estimating process make it possible for actual costs to vary materially from estimates, including reductions or reversals of previously recorded revenues and profits.

**If our internal controls over financial reporting do not comply with the requirements of the Sarbanes-Oxley Act, our business and stock price could be adversely affected.** Section 404 of the Sarbanes-Oxley Act of 2002 currently requires us to evaluate the effectiveness of our internal controls over financial reporting at the end of each fiscal year and to include a management report assessing the effectiveness of our internal controls over financial reporting in all annual reports. In connection with the audit of our financial statements for Fiscal 2014, we determined that we had significant deficiencies relating to our accounting for consulting services revenues that constituted a material weakness in our internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis, and that our internal control over financial reporting was not effective as of the end of Fiscal 2014.

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In order to improve and to maintain the effectiveness of our internal control over financial reporting and disclosure controls and procedures, we have begun the process of remediating this material weakness. However, this process will take time and may require significant additional resources, including the hiring of additional personnel and improvements to or upgrades of our enterprise systems. We cannot assure you that such additional resources will remedy the material weakness in a timely fashion or at all. In addition, such remediation efforts may increase our selling, general and administrative expenses and negatively affect our financial results. As a result of this and similar activities, management's attention may also be diverted from other business concerns, which could have an adverse effect on our business, financial condition and results of operations. If we are unable to remediate this material weakness, or in the future experience one or more additional material weaknesses, our ability to report our financial condition and results of operations accurately and in a timely manner in the future may be adversely affected and could adversely affect the market price of our common stock.

As a smaller reporting company, for Fiscal 2014, we were exempt from the auditor attestation requirement over our internal control over financial reporting; however, to the extent we do not qualify as a non-accelerated filer or smaller reporting company in subsequent fiscal years, we will be subject to the auditor attestation requirement under Section 404(b) of the Sarbanes-Oxley Act. In such an event, we may not be able to complete the work required for such attestation on a timely basis and, even if we timely complete such requirements, our independent registered public accounting firm may still conclude that our internal controls over financial reporting are not effective.

Our management, including our CEO and Interim CFO, does not expect that our internal controls over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Iteris have been or will be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions. Over time, our controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**Our quarterly operating results fluctuate as a result of many factors. Therefore, we may fail to meet or exceed the expectations of securities analysts and investors, which could cause our stock price to decline.** Our quarterly revenues and operating results have fluctuated and are likely to continue to vary from quarter to quarter due to a number of factors, many of which are not within our control. Factors that could affect our revenues include, among others, the following:

- delays in government contracts and funding from time to time and budgetary constraints at the federal, state and local levels;
- our ability to access stimulus funding, funding from the federal highway bill or other government funding;
- declines in new home and commercial real estate construction and related road and other infrastructure construction;

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- changes in our pricing policies and the pricing policies of our suppliers and competitors, pricing concessions on volume sales, as well as increased price competition in general;
- the long lead times associated with government contracts;
- the size, timing, rescheduling or cancellation of significant customer orders;
- our ability to control costs;
- our ability to raise additional capital;
- the mix of our products and services sold in a quarter, which has varied and is expected to continue to vary from time to time;

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- seasonality due to winter weather conditions;
  
- seasonality with respect to revenues from our ClearPath Weather and related weather forecasting services due to the decrease in revenues generated for such services during the spring and summer time periods;
  
- our ability to develop, introduce, patent, market and gain market acceptance of new products, applications and product enhancements in a timely manner, or at all;
  
- market acceptance of the products incorporating our technologies and products;
  
- the introduction of new products by competitors;
  
- the availability and cost of components used in the manufacture of our products;
  
- our success in expanding and implementing our sales and marketing programs;
  
- the effects of technological changes in our target markets;
  
- the amount of our backlog at any given time;
  
- the nature of our government contracts;
  
- decrease in revenues derived from key or significant customers;
  
- deferrals of customer orders in anticipation of new products, applications or product enhancements;

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- risks and uncertainties associated with our international business;
- general economic and political conditions;
- international conflicts and acts of terrorism; and
- other factors beyond our control, including but not limited to, natural disasters.

Due to all of the factors listed above as well as other unforeseen factors, our future operating results could be below the expectations of securities analysts or investors. If that happens, the trading price of our common stock could decline. As a result of these quarterly variations, you should not rely on quarter-to-quarter comparisons of our operating results as an indication of our future performance.

**We may be subject to traffic related litigation.** The traffic industry in general is subject to litigation claims due to the nature of personal injuries that result from traffic accidents. As a provider of traffic engineering services, products and solutions, we are, and could in the future continue to be, from time to time, subject to litigation for traffic related accidents, even if our products or services did not cause the particular accident. While we generally carry insurance against these types of claims, some claims may not be covered by insurance or the damages resulting from such litigation could exceed our insurance coverage limits. In the event that we are required to pay significant damages as a result of one or more lawsuits that are not covered by insurance or exceed our coverage limits, it could materially harm our business, financial condition or cash flows. Even defending against unsuccessful claims could cause us to incur significant expenses and result in a diversion of management's attention.

**We may experience production gaps that could materially and adversely impact our sales and financial results and the ultimate acceptance of our products.** It is possible that we could experience unforeseen quality control issues or part shortages as we adjust production to meet current demand for our products. We have historically used single suppliers for certain significant components in our products. Should any such delay or disruption occur, or should a key supplier discontinue operations because of the current economic climate, our future sales will likely be materially and adversely affected. Additionally, we rely heavily on select contract manufacturers to produce many of our products and do not have any long-term contracts to guarantee supply of such products. Although we believe our contract manufacturers have sufficient capacity to meet our production schedules for the foreseeable future and we believe we could find alternative contract manufacturing sources for many of our products, if necessary, we could experience a production gap if for any reason our contract manufacturers were unable to meet our production requirements and our cost of goods sold could increase, adversely affecting our margins.

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**We may engage in acquisitions of companies or technologies that may require us to undertake significant capital infusions and could result in disruptions of our business and diversion of resources and management attention.** We have completed three acquisitions since April 2009 and, in the future, we may acquire additional complementary businesses, products, and technologies. Acquisitions may require significant capital infusions and, in general, acquisitions also involve a number of special risks, including:

- potential disruption of our ongoing business and the diversion of our resources and management's attention;
- the failure to retain or integrate key acquired personnel;
- the challenge of assimilating diverse business cultures, and the difficulties in integrating the operations, technologies and information system of the acquired companies;
- increased costs to improve managerial, operational, financial and administrative systems and to eliminate duplicative services;
- the incurrence of unforeseen obligations or liabilities;
- potential impairment of relationships with employees or customers as a result of changes in management; and
- increased interest expense and amortization of acquired intangible assets, as well as unanticipated accounting charges.

Our competitors are also soliciting potential acquisition candidates, which could both increase the price of any acquisition targets and decrease the number of attractive companies available for acquisition. Acquisitions may also materially and adversely affect our operating results due to large write-offs, contingent liabilities, substantial depreciation, deferred compensation charges or intangible asset amortization, or other adverse tax or accounting consequences. We cannot assure you that we will be able to identify or consummate any additional acquisitions, successfully integrate any acquisitions or realize the benefits anticipated from any acquisition.

**Our international business operations may be threatened by many factors that are outside of our control.** While we historically have had limited international sales, revenues and operations experience, we began work on our first overseas contracts in the United Arab Emirates in the fiscal year ended March 31, 2010. We plan to expand our international efforts in the future with respect to all of our segments, and in particular, plan to expand our distribution channels in Latin American and the Middle East. We cannot assure you that we will be successful in our expansion efforts. International operations subject us to various inherent risks including, among others:



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- political, social and economic instability, as well as international conflicts and acts of terrorism;
- bonding requirements for certain international projects;
- longer accounts receivable payment cycles;
- import and export license requirements and restrictions of the U.S. and each other country in which we operate;
- currency fluctuations and restrictions, and our ability to repatriate currency from certain foreign regions;
- unexpected changes in regulatory requirements, tariffs and other trade barriers or restrictions;
- required compliance with existing and new foreign regulatory requirements and laws, more restrictive labor laws and obligations, including but not limited to the U.S. Foreign Corrupt Practices Act;
- difficulties in managing and staffing international operations;
- potentially adverse tax consequences; and
- reduced protection for intellectual property rights in some countries.

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Substantially all of our international product sales are denominated in U.S. dollars. As a result, an increase in the relative value of the dollar could make our products more expensive and potentially less price competitive in international markets. We do not currently engage in any transactions as a hedge against risks of loss due to foreign currency fluctuations.

Any of the factors mentioned above may adversely affect our future international revenues and, consequently, affect our business, financial condition and operating results. Additionally, as we pursue the expansion of our international business, certain fixed and other overhead costs could outpace our revenues, thus adversely affecting our results of operations. We may likewise face local competitors in certain international markets who are more established, have greater economies of scale and stronger customer relationships. Furthermore, as we increase our international sales, our total revenues may also be affected to a greater extent by seasonal fluctuations resulting from lower sales that typically occur during the summer months in Europe and other parts of the world.

**We may not be able to adequately protect or enforce our intellectual property rights, which could harm our competitive position.** If we are not able to adequately protect or enforce the proprietary aspects of our technology, competitors could be able to access our proprietary technology and our business, financial condition and results of operations will likely be seriously harmed. We currently attempt to protect our technology through a combination of patent, copyright, trademark and trade secret laws, employee and third party nondisclosure agreements and similar means. Despite our efforts, other parties may attempt to disclose, obtain or use our technologies or systems. Our competitors may also be able to independently develop products that are substantially equivalent or superior to our products or design around our patents. In addition, the laws of some foreign countries do not protect our proprietary rights as fully as do the laws of the U.S. As a result, we may not be able to protect our proprietary rights adequately in the U.S. or abroad.

Litigation may be necessary in the future to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Litigation may also be necessary to defend against claims of infringement or invalidity by others. An adverse outcome in litigation or any similar proceedings could subject us to significant liabilities to third parties, require us to license disputed rights from others or require us to cease marketing or using certain products or technologies. We may not be able to obtain any licenses on terms acceptable to us, or at all. We also may have to indemnify certain customers or strategic partners if it is determined that we have infringed upon or misappropriated another party's intellectual property. Our recent expansion into software development activities may subject us to increased possibility of litigation. Any of the foregoing could adversely affect our business, financial condition and results of operations. In addition, the cost of addressing any intellectual property litigation claim, including legal fees and expenses, and the diversion of management's attention and resources, regardless of whether the claim is valid, could be significant and could seriously harm our business, financial condition and results of operations.

**We may need to raise additional capital in the future, which may not be available on terms acceptable to us, or at all.** We have historically experienced volatility in our earnings and cash flows from operations from year to year. Although we have a revolving line of credit, should we continue to be in default, which includes, among other things, a failure to meet certain financial covenants and a material adverse change in the business, the bank could choose to not provide covenant waivers, or limit or take away our ability to borrow these or any funds. Should this occur, or if the credit markets further tighten or our business declines, we may need or choose to raise additional capital to repay indebtedness, pursue acquisitions or expand our operations. Such additional capital may be raised through bank borrowings, or other debt or equity financings. We cannot assure you that any additional capital will be available on a timely basis, on acceptable terms, or at all, and such additional financing may result in further dilution to our stockholders.

Our capital requirements will depend on many factors, including, but not limited to:

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- market acceptance of our products and product enhancements, and the overall level of sales of our products;
- our ability to control costs;
- the supply of key components for our products;
- our ability to increase revenue and net income;
- increased research and development expenses and sales and marketing expenses;
- our need to respond to technological advancements and our competitors' introductions of new products or technologies;
- capital improvements to new and existing facilities and enhancements to our infrastructure and systems;

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- potential acquisitions of businesses and product lines;
- our relationships with customers and suppliers;
- government budgets, political agendas and other funding issues, including potential delays in government contract awards;
- our ability to successfully negotiate credit arrangements with our bank and the state of the financial markets, in general; and
- general economic conditions, including the effects of the current economic slowdown and international conflicts.

If our capital requirements are materially different from those currently planned, we may need additional capital sooner than anticipated. If additional funds are raised through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders will be reduced and such securities may have rights, preferences and privileges senior to our common stock. Additional equity or debt financing may not be available on favorable terms, on a timely basis, or at all. If adequate funds are not available or are not available on acceptable terms, we may be unable to continue our operations as planned, develop or enhance our products, expand our sales and marketing programs, take advantage of future opportunities or respond to competitive pressures.

**The trading price of our common stock is highly volatile.** The trading price of our common stock has been subject to wide fluctuations in the past. From April 2012 through October 2014, our common stock has traded at prices as low as \$1.25 per share and as high as \$2.50 per share. The market price of our common stock could continue to fluctuate in the future in response to various factors, including, but not limited to:

- quarterly variations in operating results;
- our ability to control costs, improve cash flow and sustain profitability;
- our ability to raise additional capital;
- shortages announced by suppliers;

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- announcements of technological innovations or new products or applications by our competitors, customers or us;
- transitions to new products or product enhancements;
- acquisitions of businesses, products or technologies;
- the impact of any litigation;
- changes in investor perceptions;
- government funding, political agendas and other budgetary constraints;
- changes in earnings estimates or investment recommendations by securities analysts; and
- international conflicts, political unrest and acts of terrorism.

The stock market in general has from time to time experienced volatility, which has often affected the market prices of equity securities of many technology companies. This volatility has often been unrelated to the operating performance of these companies. These broad market fluctuations may adversely affect the market price of our common stock. In the past, companies that have experienced volatility in the market price of their securities have been the subject of securities class action litigation. If we were to become the subject of a class action lawsuit, it could result in substantial losses and divert management's attention and resources from other matters.

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**Certain provisions of our charter documents may discourage a third party from acquiring us and may adversely affect the price of our common stock.** Certain provisions of our certificate of incorporation could make it difficult for a third party to acquire us, even though an acquisition might be beneficial to our stockholders. Such provisions could limit the price that investors might be willing to pay in the future for shares of our common stock. Under the terms of our certificate of incorporation, our Board of Directors is authorized to issue, without stockholder approval, up to 2,000,000 shares of preferred stock with voting, conversion and other rights and preferences superior to those of our common stock. In August 2009, we adopted a new stockholder rights plan and declared a dividend of preferred stock purchase rights to our stockholders. Generally, the stockholder rights plan provides that if a person or group acquires 15% or more of our common stock, subject to certain exceptions and under certain circumstances, the rights may be exchanged by us for common stock or the holders of the rights, other than the acquiring person or group, could acquire additional shares of our capital stock at a discount off of the then current market price. Such exchanges or exercise of rights could cause substantial dilution to a particular acquirer and discourage the acquirer from pursuing our company. The mere existence of a stockholder rights plan often delays or makes a merger, tender offer or other acquisition more difficult.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

In August 2011, our Board of Directors approved a stock repurchase program pursuant to which we were authorized to acquire up to \$3 million of our outstanding common stock from time to time through August 2012. On August 9, 2012, our Board of Directors approved a new stock repurchase program pursuant to which we may acquire up to \$3 million of our outstanding common stock for an unspecified length of time. Under the new program, we may repurchase shares from time to time in open-market and privately negotiated transactions and block trades, and may also repurchase shares pursuant to an existing or future 10b5-1 trading plan to facilitate repurchases during our closed trading windows. There is no guarantee as to the exact number of shares that will be repurchased. We may modify or terminate the repurchase program at any time without prior notice. From inception of the original program in August 2011 through September 30, 2014, we repurchased approximately 2,616,000 shares of our common stock for approximately \$4.2 million at an average purchase price per share of \$1.57. The table below details our common stock repurchases during the three months ended September 30, 2014. All repurchased shares have been retired and resumed their status as authorized and unissued shares of our common stock.

On November 6, 2014, our Board of Directors approved a \$3.0 million increase to the Company's existing stock repurchase program, pursuant to which the Company may continue to acquire shares of its outstanding common stock from time to time for an unspecified length of time.

**Issuer Purchases of Equity Securities**

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
July 1-31, 2014	29,520	\$ 1.70	29,520	
August 1-31, 2014	87,944	\$ 1.64	87,944	
September 1-30, 2014	27,600	\$ 1.77	27,600	
Total	145,064	\$ 1.71	145,064	\$ 153,000

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

Effective September 23, 2014, we entered into a Modification Agreement (the *Amendment*) with CB&T, which amends that certain Amended and Restated Loan and Security Agreement dated February 4, 2009 by and between us and CB&T and the promissory notes and other documents relating thereto (as amended to date, collectively, the *Loan Documents*). The Amendment extends the expiration date of the line of credit under the Loan Documents from October 1, 2014 to December 1, 2014.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is attached to this report as an exhibit and is incorporated herein by reference.

Table of Contents**ITEM 6. EXHIBITS**

The following exhibits are filed herewith or are incorporated by reference to the location indicated.

<b>Exhibit Number</b>	<b>Description</b>	<b>Where Located</b>
10.1	Modification Agreement dated September 23, 2014 by and between Iteris, Inc. and California Bank & Trust	<i>Filed herewith</i>
31.1	Certification of the Principal Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	<i>Filed herewith</i>
31.2	Certification of the Principal Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	<i>Filed herewith</i>
32.1	Certification of the Chief Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	<i>Filed herewith</i>
32.2	Certification of the Chief Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	<i>Filed herewith</i>
101.INS	XBRL Instance Document	<i>Filed herewith</i>
101.SCH	XBRL Taxonomy Extension Schema Document	<i>Filed herewith</i>
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	<i>Filed herewith</i>
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	<i>Filed herewith</i>
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	<i>Filed herewith</i>
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	<i>Filed herewith</i>



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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: November 12, 2014

ITERIS, INC.  
(Registrant)

By

/S/ ABBAS MOHADDES  
Abbas Mohaddes  
Chief Executive Officer  
(Principal Executive Officer)

By

/S/ CRAIG A. CHRISTENSEN  
Craig A. Christensen  
Chief Financial Officer (Interim)  
(Principal Financial Officer)

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32.1	Certification of the Chief Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	<i>Filed herewith</i>
32.2	Certification of the Chief Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	<i>Filed herewith</i>
101.INS	XBRL Instance Document	<i>Filed herewith</i>
101.SCH	XBRL Taxonomy Extension Schema Document	<i>Filed herewith</i>
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	<i>Filed herewith</i>
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	<i>Filed herewith</i>
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	<i>Filed herewith</i>
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	<i>Filed herewith</i>