

ITERIS, INC.
Form 4
September 08, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4201 CONGRESS STREET, SUITE 140,

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2016

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28209

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, \$0.10 par value per share	09/06/2016		P	30,000	A	\$ 3.7867 (3)	218,854 (1) (2)	I	Fundamental Global Partners, LP
Common Stock, \$0.10 par value per share	09/06/2016		P	70,000	A	\$ 3.7867 (3)	503,191 (1) (2)	I	Fundamental Global Partners Master Fund, LP
Common Stock,	09/07/2016		P	30,000	A	\$ 3.7867 (2)	248,854 (1) (2)	I	Fundamental Global

\$0.10 par value per share					<u>(4)</u>			Partners, LP
Common Stock, \$0.10 par value per share	09/07/2016	P	70,000	A	\$ <u>3.7867</u> <u>(4)</u>	573,191 ⁽¹⁾ <u>(2)</u>	I	Fundamental Global Partners Master Fund, LP
Common Stock, \$0.10 par value per share						1,778,149 ⁽¹⁾ <u>(2)</u>	I	RELM Wireless Corporation
Common Stock, \$0.10 par value per share						2,605 ⁽¹⁾	D	

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

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fundamental Global Investors, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209	X	
RELM WIRELESS CORP 7100 TECHNOLOGY DRIVE WEST MELBOURNE, FL 32904		Other
Cerminara Kyle C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209	X	
Johnson Lewis M C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209		Other
MOGLIA JOSEPH H C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209		Other

Signatures

FUNDAMENTAL GLOBAL INVESTORS, LLC /s/ D. Kyle Cerminara, Chief Executive Officer, Partner and Manager	09/08/2016
__Signature of Reporting Person	Date
RELM WIRELESS CORP /s/ William P. Kelly, EVP and Chief Financial Officer	09/08/2016
__Signature of Reporting Person	Date
/s/ D. Kyle Cerminara	09/08/2016
__Signature of Reporting Person	Date
/s/ Lewis M. Johnson	09/08/2016
__Signature of Reporting Person	Date
/s/ Joseph H. Moglia	09/08/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Persons beneficially own in the aggregate 2,600,194 shares of Common Stock, which represent approximately 8.1% of the Company's outstanding shares of Common Stock. In addition, Mr. D. Kyle Cerminara, who serves on the Board of Directors of the Company, holds 2605 RSUs granted to him as director compensation. The RSUs vest in full on October 26, 2016, subject to continued service. Fundamental Global Investors, LLC may be deemed to be a beneficial owner of the shares of Common Stock that are directly owned by Fundamental Global Partners, LP (?FGPP?), Fundamental Global Partners Master Fund, LP (?FGPM?) and RELM Wireless Corporation (?RWC?).
- (2) Due to their positions with Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara, Lewis M. Johnson and Joseph H. Moglia may be deemed to be beneficial owners of the shares of Common Stock disclosed as directly owned by FGPP and FGPM. Due to their positions with RWC, Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara and Johnson may be deemed to be a beneficial owners of the shares of Common Stock disclosed as directly owned by RWC. Each Reporting Person disclaims beneficial ownership of the shares referred to herein except to the extent of his or its pecuniary interest therein.

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The price reported represents a weighted average price. These shares were purchased in multiple transactions at prices ranging from
(3) \$3.7000 to \$3.8600. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

The price reported represents a weighted average price. These shares were purchased in multiple transactions at prices ranging from
(4) \$3.6750 to \$3.8500. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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