

ITERIS, INC.  
Form SC 13D/A  
September 20, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

ITERIS, INC.  
(Name of Issuer)

Common Stock, \$0.10 par value per share  
(Title of Class of Securities)

46564T107  
(CUSIP Number)

D. Kyle Cerminara  
Fundamental Global Investors, LLC  
4201 Congress Street, Suite 140  
Charlotte, North Carolina 28209  
(704) 323-6851

William P. Kelly  
RELM Wireless Corporation  
7100 Technology Drive  
West Melbourne, Florida 32904  
(321) 984-1414

With a copy to:  
Derek D. Bork  
Thompson Hine LLP  
3900 Key Center  
127 Public Square  
Cleveland, Ohio 44114  
(216) 566-5500  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 15, 2017  
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



1 NAME  
OF  
REPORTING  
PERSON

Fundamental  
Global  
Investors,  
LLC  
CHECK  
THE  
APPROPRIATE  
BOX

2 IF A (a) (b)  
MEMBER  
OF A  
GROUP

3 SEC  
USE  
ONLY

4 SOURCE  
OF  
FUNDS

5 AF  
CHECK  
IF  
DISCLOSURE  
OF  
LEGAL  
PROCEEDINGS  
IS  
REQUIRED  
PURSUANT  
TO  
ITEM  
2(d)  
or  
2(e)

6 CITIZENSHIP  
OR  
PLACE  
OF

ORGANIZATION

|  |                   |   |
|--|-------------------|---|
|  | North<br>Carolina | SOLE<br>VOTING<br>POWER   |
|  | 7                 |   |
|  | 0                 | SHARED<br>VOTING<br>POWER   |
| NUMBER OF<br>SHARES  | 8                 |   |
| BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 1,746,743         | SOLE<br>DISPOSITIVE<br>POWER  |
|  | 9                 |   |
|  | 0                 | SHARED<br>DISPOSITIVE<br>POWER  |
|  | 10                |   |
|  | 1,746,743         |   |
| 11   |                   | AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY<br>REPORTING<br>PERSON                          |
|  | 1,746,743         | CHECK<br>IF<br>THE<br>AGGREGATE<br>AMOUNT<br>IN<br>ROW<br>(11)<br>EXCLUDES<br>CERTAIN<br>SHARES |
| 12   |                   |   |
|  |                   |   |
| 13   |                   | PERCENT<br>OF<br>CLASS<br>REPRESENTED<br>BY<br>AMOUNT<br>IN                                     |

ROW  
(11)

5.4%  
TYPE  
OF  
REPORTING  
PERSON

14

OO



|   |   |
|---|---|
|   | NAME<br>OF<br>REPORTING<br>PERSON   |
| 1 | Fundamental<br>Global<br>Partners,<br>LP  |
|   | CHECK<br>THE<br>APPROPRIATE<br>BOX  |
| 2 | IF A (a) (b)<br>MEMBER<br>OF A<br>GROUP   |
|   | SEC<br>USE<br>ONLY  |
| 3 |   |
|   | SOURCE<br>OF<br>FUNDS   |
| 4 |   |
|   | WC<br>CHECK<br>IF<br>DISCLOSURE<br>OF<br>LEGAL<br>PROCEEDINGS<br>IS<br>REQUIRED<br>PURSUANT<br>TO<br>ITEM<br>2(d)<br>or<br>2(e) |
| 5 |   |
|   | CITIZENSHIP<br>OR<br>PLACE  |
| 6 |   |



OF  
ORGANIZATION

Delaware

SOLE  
VOTING  
7 POWER

0  
SHARED  
VOTING  
8 POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

143,368  
SOLE  
DISPOSITIVE  
9 POWER

0  
SHARED  
DISPOSITIVE  
10 POWER

11

143,368  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
REPORTING  
PERSON

12

143,368  
CHECK  
IF  
THE  
AGGREGATE  
AMOUNT  
IN  
ROW  
(11)  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT  
OF  
CLASS  
REPRESENTED  
BY  
AMOUNT  
IN

ROW  
(11)

0.4%  
TYPE  
OF  
REPORTING  
PERSON

14

PN



|   | NAME<br>OF<br>REPORTING<br>PERSON   |
|---|---|
| 1 | Fundamental<br>Global<br>Partners<br>Master<br>Fund,<br>LP  |
|   | CHECK<br>THE<br>APPROPRIATE<br>BOX  |
| 2 | IF A (a) (b)<br>MEMBER<br>OF A<br>GROUP   |
|   | SEC<br>USE<br>ONLY  |
| 3 |   |
|   | SOURCE<br>OF<br>FUNDS   |
| 4 |   |
|   | WC<br>CHECK<br>IF<br>DISCLOSURE<br>OF<br>LEGAL<br>PROCEEDINGS<br>IS<br>REQUIRED<br>PURSUANT<br>TO<br>ITEM<br>2(d)<br>or<br>2(e) |
| 5 |   |
|   | CITIZENSHIP<br>OR   |
| 6 |   |

|  |  |
|--|--|
|  | PLACE<br>OF<br>ORGANIZATION  |
|  | Cayman<br>Islands  |
|  | SOLE<br>VOTING<br>7 POWER  |
| NUMBER OF<br>SHARES  | 0<br>SHARED<br>VOTING<br>8 POWER   |
| BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 136,728<br>SOLE<br>DISPOSITIVE<br>9 POWER  |
|  | 0<br>SHARED<br>DISPOSITIVE<br>10 POWER   |
| 11   | 136,728<br>AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY<br>REPORTING<br>PERSON                          |
| 12   | 136,728<br>CHECK<br>IF<br>THE<br>AGGREGATE<br>AMOUNT<br>IN<br>ROW<br>(11)<br>EXCLUDES<br>CERTAIN<br>SHARES |
| 13   | PERCENT<br>OF<br>CLASS<br>REPRESENTED<br>BY  |

AMOUNT  
IN  
ROW  
(11)

0.4%  
TYPE  
OF  
REPORTING  
PERSON

14

PN



|   |   |
|---|---|
| 1 | NAME<br>OF<br>REPORTING<br>PERSON   |
| 2 | RELM<br>Wireless<br>Corporation<br>CHECK<br>THE<br>APPROPRIATE<br>BOX<br>IF A (a) (b)<br>MEMBER<br>OF A<br>GROUP                |
| 3 | SEC<br>USE<br>ONLY  |
| 4 | SOURCE<br>OF<br>FUNDS   |
| 5 | WC<br>CHECK<br>IF<br>DISCLOSURE<br>OF<br>LEGAL<br>PROCEEDINGS<br>IS<br>REQUIRED<br>PURSUANT<br>TO<br>ITEM<br>2(d)<br>or<br>2(e) |
| 6 | CITIZENSHIP<br>OR<br>PLACE<br>OF<br>ORGANIZATION  |



|              |              |  |
|--------------|--------------|--|
|              | Nevada       |  |
|              | SOLE         |  |
|              | VOTING       |  |
|              | 7 POWER      |  |
|              | 0            |  |
|              | SHARED       |  |
|              | VOTING       |  |
| NUMBER OF    | 8 POWER      |  |
| SHARES       |              |  |
| BENEFICIALLY | 1,466,647    |  |
| OWNED BY     | SOLE         |  |
| EACH         | DISPOSITIVE  |  |
| REPORTING    | 9 POWER      |  |
| PERSON WITH  |              |  |
|              | 0            |  |
|              | SHARED       |  |
|              | DISPOSITIVE  |  |
|              | 10 POWER     |  |
|              | 1,466,647    |  |
|              | AGGREGATE    |  |
|              | AMOUNT       |  |
|              | BENEFICIALLY |  |
| 11           | OWNED BY     |  |
|              | REPORTING    |  |
|              | PERSON       |  |
|              | 1,466,647    |  |
|              | CHECK        |  |
|              | IF           |  |
|              | THE          |  |
|              | AGGREGATE    |  |
|              | AMOUNT       |  |
| 12           | IN           |  |
|              | ROW          |  |
|              | (11)         |  |
|              | EXCLUDES     |  |
|              | CERTAIN      |  |
|              | SHARES       |  |
| 13           | PERCENT      |  |
|              | OF           |  |
|              | CLASS        |  |
|              | REPRESENTED  |  |
|              | BY           |  |
|              | AMOUNT       |  |
|              | IN           |  |
|              | ROW          |  |
|              | (11)         |  |

14

4.5%  
TYPE  
OF  
REPORTING  
PERSON

CO



1 NAME  
OF  
REPORTING  
PERSON

D.  
Kyle  
Cerminara

2 CHECK  
THE  
APPROPRIATE  
BOX  
IF A (a) (b)  
MEMBER  
OF A  
GROUP

3 SEC  
USE  
ONLY

4 SOURCE  
OF  
FUNDS

5 OO;  
AF  
CHECK  
IF  
DISCLOSURE  
OF  
LEGAL  
PROCEEDINGS  
IS  
REQUIRED  
PURSUANT  
TO  
ITEM  
2(d)  
or  
2(e)

6 CITIZENSHIP  
OR  
PLACE  
OF

ORGANIZATION

|   |  |    |
|---|--|----|
|   | United States of America   |    |
|   | SOLE VOTING POWER  | 7  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 10,751* SHARED VOTING POWER  | 8  |
|   | 1,746,743 SOLE DISPOSITIVE POWER   | 9  |
|   | 10,751* SHARED DISPOSITIVE POWER   | 10 |
| 11  | 1,746,743 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON            |    |
| 12  | 1,757,494* CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |    |
| 13  | PERCENT OF CLASS REPRESENTED BY  |    |

14 AMOUNT  
IN  
ROW  
(11)  
  
5.4%  
TYPE  
OF  
REPORTING  
PERSON  
  
IN

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\*Includes 8,146 restricted stock units.



This Amendment No. 6 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 6”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on February 26, 2016 (as amended, the “Schedule 13D” or this “Statement”), with respect to the Common Stock, \$0.10 par value per share (the “Common Stock”), of Iteris, Inc., a Delaware corporation (the “Company”). Capitalized terms used but not defined in this Amendment No. 6 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 6, the Schedule 13D remains unchanged.

Item 3. Source and Amount of Funds or Other Consideration.

The total cost for purchasing the Common Stock reported as owned by the Reporting Persons, including brokerage commissions, was approximately as follows: FGPP, \$724,382, FGPM, \$519,115, and RELM, \$2,709,791. The source of these funds was working capital of FGPP, FGPM, and RELM, as applicable.

The Common Stock reported as owned by Mr. Cerminara was received as compensation for his service as a director of the Company. On September 1, 2016, Mr. Cerminara received 2,605 restricted stock units, which vested in full on October 26, 2016. On March 3, 2017, Mr. Cerminara received 8,146 restricted stock units, which vest on the date of the Company’s 2017 annual meeting of shareholders. Each restricted stock unit represents the right to receive one share of Common Stock.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons beneficially own in the aggregate 1,757,494 shares of Common Stock, which represents approximately 5.4% of the Company’s outstanding shares of Common Stock.

Each of FGPP, FGPM and RELM directly holds the number and percentage of shares of Common Stock disclosed as beneficially owned by it in the applicable table set forth on the cover page to this Statement. Share purchases by RELM were made through Tactical Capital Investments LLC, a Delaware limited liability company and a wholly-owned subsidiary of RELM. None of the other Reporting Persons or, to the Reporting Persons’ knowledge, any individuals identified on Schedule B to the Schedule 13D directly holds any of the shares of Common Stock disclosed in this Statement, except as previously described in Item 5 of the Schedule 13D or as described below.

100 shares of Common Stock are held by RELM of record; the remaining shares of Common Stock held by RELM are in an account that is managed by CWA Asset Management Group, LLC (doing business as “Capital Wealth Advisors”). CWA Asset Management Group, LLC provides wealth management, estate planning and family office services to individual investors. Fundamental Global Investors, LLC owns 50% of CWA Asset Management Group, LLC. In addition, CWA Asset Management Group, LLC holds 99,578 shares of Common Stock for the accounts of individual investors, which represents approximately 0.3% of the Company’s outstanding shares of Common Stock.

Each percentage ownership of shares of Common Stock set forth in this Statement is based on the 32,566,210 shares of Common Stock reported by the Company as outstanding as of August 1, 2017 in its Registration Statement on Form S-3 filed with the Securities and Exchange Commission on September 1, 2017.

(c) The transactions effected by the Reporting Persons in the Common Stock through the open market since the filing of Amendment No. 5 to the Reporting Persons’ Schedule 13D on August 22, 2017 are set forth on Schedule A to this Statement.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.



Pursuant to rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Amendment No. 6, which agreement is set forth on the signature page to this Statement.



SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: September 19, 2017

FUNDAMENTAL GLOBAL PARTNERS, LP,  
by Fundamental Global Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Partner and Manager

FUNDAMENTAL GLOBAL PARTNERS MASTER FUND, LP,  
by FG Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Manager

FUNDAMENTAL GLOBAL INVESTORS, LLC

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Chief Executive Officer, Partner and Manager

FGI FUNDS MANAGEMENT, LLC

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Manager

D. KYLE CERMINARA

/s/ D. Kyle Cerminara

LEWIS M. JOHNSON

/s/ Lewis M. Johnson

JOSEPH H. MOGLIA

/s/ Joseph H. Moglia

RELM WIRELESS CORPORATION

/s/ William P. Kelly

William P. Kelly

EVP and Chief Financial Officer



## Schedule A

Transactions by the Reporting Persons in the Common Stock since August 22, 2017:

Fundamental Global Partners Master Fund, LP (FGPM):

| Transaction Date | Number of Shares Bought/(Sold) | Price Per Share (\$) |
|------------------|--------------------------------|----------------------|
| 9/12/2017        | (62,247)                       | \$ 6.3114            |
| 9/13/2017        | (12,753)                       | \$ 6.3088            |
| 9/14/2017        | (5,788)                        | \$ 6.3193            |
| 9/15/2017        | (33,273)                       | \$ 6.1246            |

Fundamental Global Partners, LP (FGPP):

| Transaction Date | Number of Shares Bought/(Sold) | Price Per Share (\$) |
|------------------|--------------------------------|----------------------|
| 9/12/2017        | (64,321)                       | \$ 6.3114            |
| 9/13/2017        | (13,178)                       | \$ 6.3088            |
| 9/14/2017        | (5,981)                        | \$ 6.3193            |
| 9/15/2017        | (34,383)                       | \$ 6.1246            |

RELM Wireless Corporation:

| Transaction Date | Number of Shares Bought/(Sold) | Price Per Share (\$) |
|------------------|--------------------------------|----------------------|
| 9/12/2017        | (80,922)                       | \$ 6.3114            |
| 9/13/2017        | (16,579)                       | \$ 6.3088            |
| 9/14/2017        | (7,524)                        | \$ 6.3193            |
| 9/15/2017        | (43,256)                       | \$ 6.1246            |