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

Form 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2017

OR

o 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 x No o

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 x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	o	Accelerated filer	x
Non accelerated filer (Do not check if a smaller reporting company)	o	Smaller reporting company	o
		Emerging growth company	o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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

As of January 30, 2018, there were 33,073,149 shares of common stock outstanding.

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 subsidiary, ClearAg, Inc. CheckPoint™, ClearAg®, ClearPath Weather®, CVIEW-Plus™, Edge®, EdgeConnect™, EMPower®, EvapoSmart™, IMFocus™, iPeMS®, Iteris®, Next®, P10™, P100™, PedTrax®, Pegasus™, SmartCycle®, SmartSpan®, TransitHelper®, Vantage®, VantageLive!™, VantageNext®, VantagePegasus®, VantageRadius™, Vantage Vector®, VantageView™, Velocity®, VersiCam™ and WeatherPlot™ are among, but not all of, the trademarks of Iteris, Inc. Any other trademarks or trade names mentioned herein are the property of their respective owners.

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

Iteris, Inc.
Unaudited Consolidated Balance Sheets
(In thousands, except par values)

	December 31, 2017	March 31, 2017
Assets		
Current assets:		
Cash and cash equivalents	$ 16,803	$ 18,201
Trade accounts receivable, net of allowance for doubtful accounts of $408 and $389 at December 31, 2017 and March 31, 2017, respectively	13,645	14,299
Unbilled accounts receivable	7,175	6,456
Inventories	2,972	2,250
Prepaid expenses and other current assets	1,452	2,108
Total current assets	42,047	43,314
Property and equipment, net	2,444	2,064

Deferred income taxes		652		—
Intangible assets, net		3,034		1,498
Goodwill		15,150		15,150
Other assets		340		319
Total assets	$	63,667	$	62,345
Liabilities and stockholders' equity				
Current liabilities:				
Trade accounts payable	$	7,904	$	7,886
Accrued payroll and related expenses		7,043		6,443
Accrued liabilities		1,880		2,201
Deferred revenue		4,654		4,049
Total current liabilities		21,481		20,579
Deferred rent		677		649
Deferred income taxes		—		707
Unrecognized tax benefits		164		186
Total liabilities		22,322		22,121
Commitments and contingencies (Note 6)				
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 December 31, 2017 and March 31, 2017				
Issued and outstanding shares - 33,055 at December 31, 2017 and 32,488 at March 31, 2017		3,306		3,249
Additional paid-in capital		139,143		136,968
Accumulated deficit		(101,104)		(99,993)
Total stockholders' equity		41,345		40,224
Total liabilities and stockholders' equity	$	63,667	$	62,345

See accompanying notes.

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Iteris, Inc.
Unaudited Consolidated Statements of Operations
(In thousands, except per share amounts)

	Three Months Ended December 31,				Nine Months Ended December 31,			
	2017		2016		2017		2016	
Product revenues	$	11,995	$	10,046	$	35,620	$	32,139
Service revenues		14,031		12,645		42,837		38,539
Total revenues	$	26,026	$	22,691	$	78,457	$	70,678
Cost of product revenues		7,299		5,581		20,438		17,731
Cost of service revenues		8,784		8,490		28,203		25,463
Total cost of revenues		16,083		14,071		48,641		43,194
Gross profit		9,943		8,620		29,816		27,484
Operating expenses:								
Selling, general and administrative		9,098		8,035		26,948		23,698
Research and development		1,946		1,979		5,554		5,287
Amortization of intangible assets		18		80		84		248
Total operating expenses		11,062		10,094		32,586		29,233
Operating loss		(1,119)		(1,474)		(2,770)		(1,749)
Non-operating income (expense):								
Other expense, net		(9)		(1)		(14)		(7)
Interest income, net		3		4		8		9
Loss from continuing operations before income taxes		(1,125)		(1,471)		(2,776)		(1,747)
Benefit for income taxes		1,373		4		1,407		11
Income (loss) from continuing operations		248		(1,467)		(1,369)		(1,736)
Gain on sale of discontinued operation, net of tax		95		87		258		278
Net income (loss)	$	343	$	(1,380)	$	(1,111)	$	(1,458)
Income (loss) per share from continuing operations - basic and diluted	$	0.01	$	(0.05)	$	(0.04)	$	(0.05)
Gain per share from sale of discontinued operation - basic and diluted	$	0.00	$	0.01	$	0.01	$	0.01
Net income (loss) per share - basic and diluted	$	0.01	$	(0.04)	$	(0.03)	$	(0.04)
Shares used in basic per share calculations		32,877		32,205		32,670		32,125
Shares used in diluted per share calculations		34,258		32,205		32,670		32,125

See accompanying notes.

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Iteris, Inc.
Unaudited Consolidated Statements of Cash Flows
(In thousands)

	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016
Cash flows from operating activities		
Net loss	$ (1,111)	$ (1,458)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Deferred income taxes	(1,381)	24
Depreciation of property and equipment	593	544
Stock-based compensation	1,325	718
Amortization of intangible assets	525	512
Gain on sale of discontinued operation, net of tax	(258)	(278)
Loss on disposal of equipment	15	14
Changes in operating assets and liabilities, net of effects of discontinued operation:		
Accounts receivable	654	798
Unbilled accounts receivable and deferred revenue, net	(114)	(125)
Inventories	(722)	400
Prepaid expenses and other assets	491	(275)
Accounts payable and accrued expenses	98	1,500
Net cash provided by operating activities	115	2,374
Cash flows from investing activities		
Purchases of property and equipment	(988)	(497)
Capitalized software development costs	(1,834)	(572)
Net proceeds from sale of discontinued operation	402	364
Net cash used in investing activities	(2,420)	(705)
Cash flows from financing activities		
Proceeds from stock option exercises	986	238
Tax withholding payments for net share settlements of restricted stock units	(79)	(55)
Net cash provided by financing activities	907	183
Increase (decrease) in cash and cash equivalents	(1,398)	1,852
Cash and cash equivalents at beginning of period	18,201	16,029
Cash and cash equivalents at end of period	$ 16,803	$ 17,881
Supplemental cash flow information:		
Cash paid during the period for:		
Interest	$ —	$ 14
Income taxes	128	52
Supplemental schedule of non-cash investing and financing activities:		
Capitalized software development costs included in accounts payable and accrued expenses	$ 227	$ —

See accompanying notes.

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Iteris, Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2017

1. Description of Business and Summary of Significant Accounting Policies

Description of Business

Iteris, Inc. (referred to collectively with its wholly-owned subsidiary, ClearAg, Inc., in this report as “Iteris,” the “Company,” “we,” “our” and “us”) is a provider of applied informatics for both the traffic management and global agribusiness markets. We are focused on the development and application of advanced technologies and software-based information systems that make roads safer and travel more efficient, as well as farmlands more sustainable, healthy and productive. 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. In the agribusiness markets, we have combined our unique intellectual property with enhanced soil, land surface and agronomy modeling techniques to create a set of ClearAg solutions that provide analytical support to large enterprises in the agriculture market, such as seed and crop protection companies, as well as field-specific advisories to individual producers. We believe our products, services and solutions, in conjunction with sound traffic and land management, improve and safely optimize mobility within our communities and ready our roadways for smart cities and minimize the environmental impact to the roads we travel and the lands we farm. We continue to make significant investments to leverage our existing technologies and further expand our software-based information systems to offer digital analytics solutions to the agriculture markets. Iteris was incorporated in Delaware in 1987.

Recent Developments

ClearAg, Inc.

In April 2017, Iteris, Inc. formed a wholly-owned subsidiary, ClearAg, Inc., a Delaware corporation, to provide ClearAg solutions in the global agribusiness markets.

Basis of Presentation

Our unaudited consolidated financial statements include the accounts of Iteris, Inc. and its subsidiary, and have been prepared in accordance with the rules of the U.S. Securities and Exchange Commission ("SEC") for interim reporting, which permit certain footnotes or other financial information that are normally required by generally accepted accounting principles in the United States of America ("GAAP") to be condensed or omitted. These unaudited consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and related notes included in its Annual Report on Form 10-K for the fiscal year ended March 31, 2017 ("Fiscal 2017"), filed with the SEC on June 13, 2017. All intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the three and nine month periods ended December 31, 2017 are not necessarily indicative of the results to be expected for the fiscal year ending March 31, 2018 ("Fiscal 2018") or any other periods.

The results of continuing operations for all periods presented in the unaudited consolidated financial statements exclude our former Vehicle Sensors segment, which has been classified as a discontinued operation. See Note 3, "Sale of Vehicle Sensors," for further discussion related to the discontinued operation presentation.

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 collectability of accounts receivable and related allowance for doubtful accounts, projections of taxable income used to assess realizability of deferred tax assets, warranty reserves, costs to complete long-term contracts, indirect cost rates used in cost plus contracts, the valuation of purchased intangible assets and goodwill, the valuation of equity instruments, 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.

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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.

Transportation Systems revenues are derived primarily from long-term contracts with governmental agencies. Certain Agriculture and Weather Analytics revenues are also derived from long-term contracts with governmental agencies, as well as contracts with commercial companies. Agriculture and Weather Analytics revenues that are derived from contracts with commercial companies are generally from subscription revenue that we typically invoice our customers at the beginning of the term, in multiyear, annual, semi-annual or quarterly installments, and revenue is recognized ratably over the period of the subscription beginning once all requirements for revenue recognition have been met, including provisioning the service so that it is available to our customers. 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. 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 stand-alone 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.

Unbilled Accounts Receivable

Unbilled accounts receivable in the accompanying unaudited consolidated balance sheets represent unbilled amounts earned and reimbursable under services sales arrangements, including approximately $722,000 of costs and estimated earnings in excess of billings on uncompleted contracts as of December

31, 2017, accounted for under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 605-35, *Construction-Type and Production-Type Contracts* ("ASC 605-35"). 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.

Deferred Revenue

Deferred revenue in the accompanying unaudited 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 condition, estimated losses on uncompleted contracts, project-related legal liabilities and other project-related reserves, including approximately $1.3 million of billings in excess of costs and estimated earnings on uncompleted contracts as of December 31, 2017, accounted for under FASB ASC 605-35. The unearned amounts are expected to be earned within the next twelve months.

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.

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 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 Europe, South America and Asia. We generally do not require collateral or other security from our customers. We maintain an allowance for doubtful accounts for potential credit losses, which losses have historically been within management's expectations.

We have historically had a diverse customer base. For the three and nine months ended December 31, 2017, one individual customer represented greater than 10% of our total revenues. For the three and nine months ended December 31, 2016, one individual customer represented more than 10% of our total revenues. As of December 31, 2017, one individual customer represented more than 10% of our total accounts receivable. As of March 31, 2017, no individual customer represented more than 10% of our total accounts receivable.

Fair Values of Financial Instruments

The fair value of 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 90 days or less.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets were $1.5 million as of December 31, 2017 and $2.1 million as of March 31, 2017, and included approximately $160,000 and approximately $535,000, respectively, 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 is maintained in the local bank until the contract is closed by the purchasing agency. We expect the requirements on the remaining performance bonds, and the related cash collateral restrictions, to be released in the fourth quarter of Fiscal 2018.

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 accounts 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 net realizable value. 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.

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. We 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 goodwill impairment test. 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.

In Fiscal 2017, we adopted FASB ASU No. 2017-04, *Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, intended to simplify goodwill impairment testing. This guidance permits us to eliminate the second step of the goodwill impairment test, and eliminate the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, 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. As of December 31, 2017, we determined that no adjustments to the carrying value of goodwill were required.

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 or asset group is 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. As of December 31, 2017, there was no impairment to our long-lived and 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. We will frequently reassess the appropriateness of maintaining a valuation allowance.

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 our 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 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 consolidated unaudited statements of operations.

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 sales 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.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), which establishes principles for reporting revenue and cash flows arising from an entity's contracts with customers. This new revenue recognition standard will replace most of the recognition guidance within GAAP. This guidance was deferred by ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, issued by the FASB in August 2015, and is now effective for fiscal years beginning on or after December 15, 2017, with early adoption permitted as of the original effective date. In March 2016, the FASB issued ASU No. 2016-08, *Revenue from Contracts with Customers: Principal versus Agent Considerations*, which further clarifies the implementation guidance in ASU 2014-09. In April 2016, the FASB issued ASU No. 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, to expand the guidance on identifying performance obligations and licensing within ASU 2014-09. In May 2016, the FASB issued ASU 2016-12, *Revenue from Contracts with Customers: Narrow-Scope Improvements and Practical Expedients*, which amends the guidance in the new revenue standard on collectability, noncash consideration, presentation of sales tax, and transition. The amendments are intended to address implementation issues that were raised by stakeholders and provide additional practical expedients to reduce the cost and complexity of applying the new revenue standard. These standards are effective for fiscal years beginning after December 15, 2017, including interim periods within that reporting period. We are currently evaluating the full impact of the adoption on our consolidated financial statements, as well as any changes to our accounting policies. We have preliminarily elected to adopt Topic 606 using the modified retrospective transition method. We will continue to monitor and assess the impact of any changes to the standard and interpretations as they become available. We plan to quantify and disclose the impact to our financial statement information in our Annual Report on Form 10-K for the year ending March 31, 2018.

In February 2016, the FASB issued ASU No. 2016-02, *Leases* ("ASU 2016-02"). The pronouncement requires an entity to recognize assets and liabilities for the rights and obligations created by leases on the entity's balance sheet for both finance and operating leases. For leases with a term of 12 months or less, an entity can elect to not recognize lease assets and lease liabilities and expense the lease over a straight-line basis for the term of the lease. ASU 2016-02 will require new disclosures that depict the amount, timing, and uncertainty of cash flows pertaining to an entity's leases. Companies are required to adopt the new standard using a modified retrospective approach for annual and interim periods beginning after December 15, 2018. Early adoption of ASU 2016-02 is permitted. We are currently evaluating the impact of ASU 2016-02 on our consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments* ("ASU 2016-15"), which clarifies how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The new standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, and early adoption is permitted. We are currently evaluating the impact of ASU 2016-15 on our consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash* ("ASU 2016-18"), requiring restricted cash and cash equivalents to be included with cash and cash equivalents on the statement of cash flows. The new standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, with early adoption permitted. We are currently evaluating the impact of ASU 2016-18 on our consolidated financial statements.

In December 2016, the FASB issued ASU No. 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers* ("ASU 2016-20"), which allows entities not to make quantitative disclosures about remaining performance obligations in certain cases and requires entities that use any of the new or previously existing optional exemptions to expand their qualitative disclosures. The new standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, with early adoption permitted. We are currently evaluating the impact of ASU 2016-20 on our consolidated financial statements.

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2. Supplemental Financial Information

Inventories

The following table presents details of our inventories:

	December 31, 2017	March 31, 2017
	(In thousands)	
Materials and supplies	$ 1,615	$ 887
Work in process	219	298
Finished goods	1,138	1,065
	$ 2,972	$ 2,250

Intangible Assets

There are no indefinite lived intangible assets on our unaudited consolidated balance sheets. The following table presents details of our net intangible assets:

	December 31, 2017			March 31, 2017		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
	(In thousands)					
Technology	$ 1,856	$ (1,856)	$ —	$ 1,856	$ (1,828)	$ 28
Customer contracts / relationships	750	(750)	—	750	(726)	24
Trade names and non-compete agreements	1,110	(1,098)	12	1,110	(1,066)	44
Capitalized software development costs	4,219	(1,197)	3,022	2,158	(756)	1,402
Total	$ 7,935	$ (4,901)	$ 3,034	$ 5,874	$ (4,376)	$ 1,498

As of December 31, 2017, future estimated amortization expense is as follows:

Fiscal Year Ending March 31, (In thousands)		
Remainder of 2018	$	200
2019		1,136
2020		855
2021		427
2022		333
Thereafter		83
	$	3,034

Warranty Reserve Activity

Warranty reserve was recorded as accrued liabilities in the accompanying unaudited consolidated balance sheets. The following table presents activity related to the warranty reserve:

	Nine Months Ended December 31,			
	2017		2016	
	(In thousands)			
Balance at beginning of fiscal year	$	278	$	193
Additions charged to cost of sales		512		218
Warranty claims		(400)		(138)
Balance at end of period	$	390	$	273

Comprehensive Income

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

Earnings (loss) Per Share

The following table sets forth the reconciliation of weighted average common shares used in basic per share computations and weighted average common shares used in diluted per share computations in the unaudited consolidated financial statements:

	Three Months Ended December 31,				Nine Months Ended December 31,			
	2017		2016		2017		2016	
	(In thousands)							
Numerator:								
Income (loss) from continuing operations	$	248	$	(1,467)	$	(1,369)	$	(1,736)
Gain on sale of discontinued operation, net of tax		95		87		258		278
Net income (loss)	$	343	$	(1,380)	$	(1,111)	$	(1,458)
Denominator:								
Weighted average common shares used in basic computation		32,877		32,205		32,670		32,125
Dilutive stock options		1,274		—		—		—
Dilutive restricted stock units		107		—		—		—
Weighted average common shares used in diluted computation		34,258		32,205		32,670		32,125

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
	(In thousands)			
Stock options	3,607	3,237	3,770	3,305
Restricted stock units	246	136	256	161

3. Sale of Vehicle Sensors

On July 29, 2011, we completed the sale (the "Asset 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. In connection with the Asset Sale, 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 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, subject to certain reductions and limitations set forth in the asset purchase agreement. From the date of the Asset Sale through December 31, 2017, we received approximately $2.5 million in connection with the royalty related earn-out provisions for a total of $17.8 million in cash received from the Asset Sale as of December 31, 2017.

In accordance with applicable accounting guidance, we determined that the Vehicle Sensors segment, which constituted one of our operating segments at the time of the Asset Sale, qualified as a discontinued operation. For the nine months ended December 31, 2017 and 2016, we recorded a gain on sale of discontinued operation of approximately $258,000 and $278,000, respectively, net of tax, related to the earn-out provisions of the asset purchase agreement for the Asset Sale.

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.

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 nine months ended December 31, 2017 and 2016.

5. Income Taxes

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
	(In thousands, except percentages)			
Benefit (provision) for income taxes	$ (2,471)	$ 530	$ (1,572)	$ 652
Change in valuation allowance	3,844	(526)	2,979	(641)
Total benefit for income taxes	$ 1,373	$ 4	$ 1,407	$ 11
Effective tax rate	122.1%	0.3%	50.7%	0.6%

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.

In assessing the realizability of our deferred tax assets, we review all available positive and negative evidence, including reversal of deferred tax liabilities, potential carrybacks, projected future taxable income, tax planning strategies and recent financial performance. We have experienced a cumulative pre-tax loss over the trailing three years. As such, we consider it appropriate to continue to maintain a valuation allowance against our deferred tax assets. We will continuously reassess the appropriateness of maintaining a valuation allowance.

The Tax Cuts and Jobs (“tax legislation”) Act was enacted on December 22, 2017 and lowers U.S. corporate income tax rates as of January 1, 2018 to 21%. The rate change is administratively effective for our fiscal year using a blended rate for the annual period. As a result, the blended statutory tax rate for Fiscal 2018 is 30.8%. In our third fiscal quarter, we revised our estimated annual effective tax rate to reflect this change.

The estimated impact of the tax legislation was an increase in income tax benefit of $1.4 million during the three and nine month periods ended December 31, 2017, of which $1.1 million was due to the release of valuation allowance that had been maintained against Alternative Minimum Tax credit carryforwards, which were made refundable by the tax legislation. Approximately $240,000 was due to the remeasurement of a deferred tax liability related to indefinite-lived assets at the lower enacted corporate tax rate. The impact of the remeasurement of other net deferred tax assets was $3.6 million, which was offset by a corresponding change in the related valuation allowance.

On December 22, 2017, the SEC issued guidance under Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (“SAB 118”) directing taxpayers to consider the impact of the tax legislation as “provisional” when it does not have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete its accounting for the change in tax law. In accordance with SAB 118, the income tax effects discussed above represent our best estimate based on interpretation of the tax legislation as we are still accumulating data to finalize the underlying calculations, or in certain cases, the U.S. Treasury is expected to issue further guidance on the application of certain provisions of the tax legislation. In accordance with SAB 118, the income tax effects of the tax legislation discussed above are considered provisional and will be finalized before December 22, 2018.

6. Commitments and Contingencies

Litigation and Other Contingencies

As a provider of traffic engineering services, hardware products, software and other various solutions for the traffic and agricultural industries, the Company is, and may in the future from time to time, be involved in litigation relating to claims arising out of its operations in the normal course of business. While the Company cannot accurately predict the outcome of any such litigation, except as described below, the Company is not a party to any legal proceeding, the outcome of which, in management's opinion, individually or in the aggregate, would have a material effect on the Company's consolidated results of operations, financial position or cash flows.

On September 15, 2016, a stockholder class action and derivative action (captioned *Ionni v. Bergera, et al.*, Case No. 16-cv00807-RGA) was filed in the United States District Court for the District of Delaware (the "Court") against certain of the Company's current and former directors and officers (the "Individual Defendants") and the Company as a nominal defendant (together with the Individual Defendants, the "Defendants"). The complaint asserted claims for breach of fiduciary duty and unjust enrichment. Plaintiff contended that, in 2014 and 2015, the Individual Defendants caused the Company to issue purportedly false and misleading proxy statements in connection with the Company's annual meeting of stockholders in 2014 and 2015 (collectively, the "Proxy Statements"). In those Proxy Statements, the Company's stockholders were asked to approve amendments (the "Amendments") to increase the number of shares of the Company's common stock reserved for issuance under the Iteris, Inc. 2007 Omnibus Incentive Plan (the "2007 Plan"). Among other things, Plaintiff alleged that the Proxy Statements were materially false and misleading because they affirmatively represented that no person could receive more than 500,000 stock options or SARs under the 2007 Plan in any fiscal year (the "Share Limit") and failed to disclose that the Compensation Committee had the discretion to approve an annual grant to a 2007 Plan participant in excess of that amount. Plaintiff contended that, the Amendments were not valid and sought rescission of any stock options granted pursuant to the Amendments, including the option to purchase up to 1,350,000 shares of the Company's common stock that was granted in September 2015 to Mr. Bergera (the "CEO Option") in connection with his appointment to serve as President and Chief Executive Officer of the Company.

The Individual Defendants denied that they breached their fiduciary duties and the Company believed (and still believes) the Amendments were properly approved and that all of the options granted pursuant to the Amendments, including the CEO Option, were valid. Nonetheless, to eliminate the burden, expense and uncertainty of the litigation, on November 8, 2016, the parties entered into a Memorandum of Understanding ("MOU") setting forth their agreement in principle to resolve the litigation. In consideration for a release of claims and dismissal of this litigation with prejudice, the Company agreed to submit a proposal at its 2016 Annual Meeting of Stockholders seeking stockholder approval for that portion of the CEO Option that exceeds the Share Limit (i.e., the 850,000 options above the Share Limit (the "Excess Shares")). The Company submitted a proposal of the Excess Shares for approval by the Company stockholders at the 2016 Annual Meeting of Stockholders. On December 15, 2016, the Company's stockholders approved the Excess Shares.

On April 28, 2017, the parties entered into a Stipulation of Settlement and Compromise (the "Stipulation") that provides for, among other things, a release of claims against Defendants. Under the Stipulation, Defendants agreed not to oppose any award of attorneys' fees and expenses to Plaintiff up to $215,000. The Court approved the settlement and entered a final judgment dismissing the action with prejudice on September 8, 2017, and the settlement became effective on October 10, 2017. Pursuant to the settlement terms, Defendants paid $215,000 in October 2017. An immaterial accrued liability for the settlement was included in the accompanying consolidated balance sheet as of March 31, 2017, which was sufficient to cover the settlement payment.

Related Party Transaction

We previously subleased office space to Maxxess Systems, Inc. ("Maxxess"), one of our former subsidiaries that we sold in September 2003. The sublease terminated in September 2007, at which time Maxxess owed us an aggregate of $274,000. Maxxess executed a promissory note for such amount, which was subsequently amended and restated on July 23, 2013 and on August 11, 2016. The amended and restated note bears interest at a rate of 6% per annum, compounded annually, with accrued interest payable annually on the first business day of each calendar year. When authorized by the Company, Maxxess may pay down the balance of this note by providing consulting services to Iteris. We have previously fully reserved for amounts owed to us by Maxxess and the outstanding principal balance remains fully reserved. As of December 31, 2017, approximately $146,000 of the original principal balance was outstanding and payable to Iteris. Maxxess is currently owned by an investor group that includes, among others, one former Iteris director, who has not been a director of Iteris since September 2013, and one existing director of Iteris, who currently owns less than 2% of Maxxess' capital stock.

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7. Stock-Based Compensation

We currently maintain two stock incentive plans, the 2007 Plan and the 2016 Omnibus Incentive Plan (the "2016 Plan"). Of these plans, we may only grant future awards from the 2016 Plan. The 2016 Plan allows for the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units ("RSUs"), cash incentive awards and other stock-based awards. At December 31, 2017, there were approximately 2.3 million shares of common stock available for grant or issuance under the 2016 Plan. Total stock options vested and expected to vest were approximately 3.4 million as of December 31, 2017.

Stock Options

A summary of activity with respect to our stock options for the nine months ended December 31, 2017 is as follows:

	Number of Shares (In thousands)	Weighted Average Exercise Price Per Share
Options outstanding at March 31, 2017	3,776	$ 2.76
Granted	150	6.07
Exercised	(494)	2.00
Forfeited	(31)	3.98
Expired	—	—
Options outstanding at December 31, 2017	3,401	$ 3.01

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 nine months ended December 31, 2017 is as follows:

	Number of Shares (In thousands)
RSUs outstanding at March 31, 2017	232
Granted	39
Vested	(94)
Forfeited	(2)
RSUs outstanding at December 31, 2017	175

Stock-Based Compensation Expense

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
	(In thousands)			
Cost of revenues	$ 16	$ 15	$ 47	$ 37
Selling, general and administrative expense	398	198	1,167	631
Research and development expense	33	19	111	50
Total stock-based compensation expense	$ 447	$ 232	$ 1,325	$ 718

At December 31, 2017, there was approximately $2.7 million and $643,000 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 1.6 years for RSUs.

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8. Stock Repurchase Program

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 program, we may repurchase shares from time to time in the 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, to the extent such a 10b5-1 plan is in place. 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. 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. For the three and nine months ended December 31, 2017, we did not repurchase any shares. As of December 31, 2017, approximately $1.7 million remained available for the repurchase of our common stock under our current stock purchase program. From inception of the program in August 2011 through December 31, 2017, we repurchased approximately 3,422,000 shares of our common stock for an aggregate price of approximately $5.6 million, at an average price per share of $1.63. As of December 31, 2017, all repurchased shares have been retired and resumed their status as authorized and unissued shares of our common stock.

9. Business Segment Information

We currently operate in three reportable segments: Roadway Sensors, Transportation Systems, and Agriculture and Weather Analytics.

The Roadway Sensors segment provides hardware and software products to multiple segments of the ITS market that use advanced image processing technology and other techniques to capture and analyze sensor data through sophisticated algorithms, enabling vehicle, bicycle, and pedestrian detection and transmission of both video images and data using various communication technologies. These products primarily consist of various vehicle detection and information systems and products for traffic intersection control, communication, incident detection, and roadway traffic data collection applications. These include, among other products, our Vantage, VantageNext, VersiCam, Vantage Vector, SmartCycle, PedTrax, SmartSpan, Pegasus, Velocity, and P-series products. In May 2017, we announced the release of VantageLive!, a cloud-based intersection data analytics service that allows users to view intersection activity by collecting and analyzing vehicle, bicycle and pedestrian data through our Vantage platform in order to maximize traffic signal efficiency and improve intersection safety conditions. Our Roadway Sensors segment also includes the sale of certain complementary original equipment manufacturer ("OEM") products for the traffic intersection market, which include, among other things, intersection controllers and component cabinets.

The Transportation Systems segment provides transportation engineering and consulting services related to the planning, design, implementation, operation and management of surface transportation infrastructure systems, and the development of transportation management and traveler information systems for the ITS industry. This segment also includes our performance measurement and information management solution to address transportation mobility and safety challenges, known as "iPeMS", and related traffic analytic consulting services, as well as our commercial vehicle operations and vehicle safety compliance platforms, known as "CVIEW-Plus," "CheckPoint," "UCRLink," and "Inspect". Both iPeMS and CVIEW-Plus are considered software-as-a-service solutions. In October 2017, we announced the release of added new features to iPeMS, including: financial and economic impact of congestion and delay; real-time bottleneck detection for linear and branching bottlenecks; animation tools for historical data analysis; support for incident analysis; and implementation of a dynamic dashboard to support required federal performance measurement.

The Agriculture and Weather Analytics segment includes ClearPath Weather, our road-maintenance applications, and ClearAg, our digital analytics solutions. Both ClearPath Weather and ClearAg are considered software-as-a-service solutions. ClearPath Weather provides winter road maintenance recommendations for state agencies, municipalities and for commercial companies. Our ClearAg solutions leverage our EMPower platform, which is an adaptive learning engine that provides a comprehensive database of weather, soil and agronomic information combined with proprietary land-surface modeling, essential to making informed agricultural decisions and solving complex agricultural problems. Our ClearAg solutions include our ClearAg applications, ClearAg application program interfaces ("APIs") and components, WeatherPlot mobile application, and ClearAg Insights applications. In July 2017, we launched our ClearAg irrigation APIs, including the EvapoSmart and IMFocus APIs, to enable users to optimize irrigation scheduling, water conservation and plant uptake while reducing watering costs.

The accounting policies of our reportable segments are the same as those described in the summary of significant accounting policies (Note 1). Certain corporate general and administrative expenses, including general overhead functions such as information systems, accounting, human resources, marketing, compliance costs and certain administrative expenses, as well as 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. Our Chief Executive Officer, who is our chief operating decision maker ("CODM"), reviews financial information at the operating segment level. Our CODM does not review assets by segment in his resource allocation, and therefore, assets by segment are not disclosed below.

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The following table sets forth selected unaudited consolidated financial information for our reportable segments for the three and nine months ended December 31, 2017 and 2016:

	Roadway Sensors	Transportation Systems	Agriculture and Weather Analytics	Total
		(In thousands)		
Three Months Ended December 31, 2017				
Product revenues	$ 11,008	$ 987	$ —	$ 11,995
Service revenues	34	12,584	1,413	14,031
Total revenues	$ 11,042	$ 13,571	$ 1,413	$ 26,026
Segment income (loss)	2,048	2,207	(1,815)	2,440
Three Months Ended December 31, 2016				
Product revenues	$ 9,377	$ 669	$ —	$ 10,046
Service revenues	20	11,244	1,381	12,645
Total revenues	$ 9,397	$ 11,913	$ 1,381	$ 22,691
Segment income (loss)	1,940	1,920	(1,892)	1,968
Nine Months Ended December 31, 2017				
Product revenues	$ 33,438	$ 2,182	$ —	$ 35,620
Service revenues	145	39,210	3,482	42,837
Total revenues	$ 33,583	$ 41,392	$ 3,482	$ 78,457
Segment income (loss)	7,384	6,472	(5,882)	7,974
Nine Months Ended December 31, 2016				
Product revenues	$ 30,815	$ 1,324	$ —	$ 32,139
Service revenues	82	35,314	3,143	38,539
Total revenues	$ 30,897	$ 36,638	$ 3,143	$ 70,678
Segment income (loss)	6,897	6,813	(5,582)	8,128

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
		(In thousands)		
Segment income (loss):				
Total income from reportable segments	$ 2,440	$ 1,968	$ 7,974	$ 8,128
Unallocated amounts:				
Corporate and other expenses	(3,541)	(3,362)	(10,660)	(9,629)
Amortization of intangible assets	(18)	(80)	(84)	(248)
Other expense, net	(9)	(1)	(14)	(7)
Interest income, net	3	4	8	9
Loss from continuing operations before income taxes	$ (1,125)	$ (1,471)	$ (2,776)	$ (1,747)

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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)," "intend(s)," "plans," "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, manufacturing capabilities, the market acceptance of our products and services, 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. 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

We currently operate in three reportable segments: Roadway Sensors, Transportation Systems, and Agricultural and Weather Analytics.

The Roadway Sensors segment provides various vehicle detection and information systems and products for traffic intersection control, incident detection and roadway traffic data collection applications. We currently sell our core Roadway Sensor products both directly and through reseller channels. The Roadway Sensors segment also includes the sale of certain complementary OEM products for the traffic intersection market, which include, among other things, intersection controllers and component cabinets, and typically carry lower margins that our core Roadway Sensors products.

The Transportation Systems segment provides transportation engineering and consulting services related to the planning, design, implementation, operation and management of surface transportation infrastructure systems, and the development of transportation management and traveler information systems for the ITS industry. This segment also includes iPeMS, which is our specialized transportation performance measurement and traffic analytics solution, and our related traffic analytic consulting services. Transportation Systems revenues are derived primarily from long-term, contracts with governmental agencies. Our Transportation Systems segment is largely dependent upon state and local governmental funding, and to a lesser extent, on federal governmental funding. Such contracts generally relate to certain fixed fee professional services or are time and material contracts; however, a small portion of this segment's revenues are derived from cost plus fixed fee contracts.

The Agriculture and Weather Analytics segment includes ClearPath Weather, our winter road information solution, and ClearAg, our digital analytics solutions for the agricultural market. Our ClearPath Weather tools provide winter road maintenance recommendations for government agencies and for commercial companies. We typically offer our ClearPath Weather services on a subscription basis. Our ClearAg solutions combine weather and agronomic data with proprietary land-surface modeling and analytics to solve complex agricultural problems. We typically market and sell our ClearAg products as a subscription-based service to seed and crop protection companies, allied providers and agricultural integrators, and to a lesser extent, to growers and retailers. See Note 9 of Notes to Unaudited Consolidated Financial Statements, included in Part I, Item 1 of this report, for further details on our reportable segments.

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, 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.

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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 applicable recent accounting pronouncements.

Results of Operations

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
Product revenues	46.1%	44.3%	45.4%	45.5%
Service revenues	53.9	55.7	54.6	54.5
Total revenues	100.0	100.0	100.0	100.0
Cost of product revenues	28.0	24.6	26.1	25.1
Cost of service revenues	33.8	37.4	35.9	36.0
Total cost of revenues	61.8	62.0	62.0	61.1
Gross profit	38.2%	38.0%	38.0%	38.9%
Operating expenses:				
Selling, general and administrative	35.0	35.4	34.3	33.5
Research and development	7.5	8.7	7.1	7.5
Amortization of intangible assets	0.1	0.4	0.1	0.4
Total operating expenses				

	42.6	44.5	41.5	41.4
Operating loss	(4.4)	(6.5)	(3.5)	(2.5)
Non-operating income (expense):				
Other expense, net	(0.0)	(0.0)	(0.0)	(0.0)
Interest income, net	0.0	0.0	0.0	0.0
Loss from continuing operations before income taxes	(4.4)	(6.5)	(3.5)	(2.5)
Benefit for income taxes	5.3	0.0	1.9	0.0
Income (loss) from continuing operations	0.9	(6.5)	(1.6)	(2.5)
Gain on sale of discontinued operation, net of tax	0.3	0.4	0.3	0.4
Net income (loss)	1.2%	(6.1)%	(1.3)%	(2.1)%

Analysis of Quarterly Results of Operations

Total Revenues. Total revenues are comprised of sales from our Roadway Sensors, Transportation Systems and Agriculture and Weather Analytics segments.

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The following tables present our total revenues for the three and nine months ended December 31, 2017 and 2016:

	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	$ Increase	% Change
	(In thousands, except percentages)			
Product revenues	$ 11,995	$ 10,046	$ 1,949	19.4%
Service revenues	14,031	12,645	1,386	11.0%
Total revenues	$ 26,026	$ 22,691	$ 3,335	14.7%

	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016	$ Increase	% Change
	(In thousands, except percentages)			
Product revenues	$ 35,620	$ 32,139	$ 3,481	10.8%
Service revenues	42,837	38,539	4,298	11.2%
Total revenues	$ 78,457	$ 70,678	$ 7,779	11.0%

Product revenues for the three months ended December 31, 2017 increased 19.4% to $12.0 million, compared to $10.0 million in the corresponding period in the prior year, primarily due to an increase in sales of our Roadway Sensors third party OEM products for the traffic intersection market. Service revenues for the three months ended December 31, 2017 increased 11.0% to $14.0 million, compared to $12.6 million in the corresponding period in the prior year, primarily due to higher Transportation Systems traffic engineering service revenues. Total revenues for the three months ended December 31, 2017 increased 14.7% to $26.0 million, compared to $22.7 million in the corresponding period in the prior year. The increase in total revenues was primarily due to an approximate 18% increase in Roadway Sensors revenues, an approximate 14% increase in Transportation Systems revenues, and an approximate 2% increase in Agriculture and Weather Analytics revenues.

Product revenues for the nine months ended December 31, 2017 increased 10.8% to $35.6 million, compared to $32.1 million in the corresponding period in the prior year, primarily due to an increase in unit sales of our core Roadway Sensors products. Service revenues for the nine months ended December 31, 2017 increased 11.2% to $42.8 million, compared to $38.5 million in the corresponding period in the prior year, primarily due to Transportation Systems traffic engineering service revenue for government agencies. Total revenues for the nine months ended December 31, 2017 increased 11.0% to $78.5 million, compared to $70.7 million in the corresponding period in the prior year. The increase in revenues was primarily due to an approximate 13% increase in Transportation Systems revenues, an approximate 9% increase in Roadway Sensors revenues, and an approximate 11% increase in Agriculture and Weather Analytics revenues.

Roadway Sensors revenues for the three months ended December 31, 2017 included approximately $11.0 million in product revenues and approximately $34,000 of service revenues, reflecting an increase in total revenues of approximately $1.6 million or 18%, compared to the corresponding prior year period. Revenues for the nine months ended December 31, 2017 included approximately $33.4 million in product revenues and $145,000 of service revenues, reflecting an increase in total revenues of approximately $2.7 million or 9%, compared to the corresponding prior year period. The increase in Roadway Sensors revenues during the three months ended December 31, 2017 was primarily due to higher unit sales from our distribution of certain OEM products for the traffic intersection market of approximately $945,000 or 134%, to approximately $1.7 million, coupled with an increase in our core Roadway Sensors video detection products of approximately $698,000 or 8%. The increase in our OEM product sales in the current quarter was due in part to the additional products sold to repair damaged intersection equipment after the catastrophic effect of the hurricanes in certain of our key markets in the second fiscal quarter of 2018, as well as the shipment delays experienced in the second quarter of Fiscal 2018 due to the hurricanes, which shipments were not fulfilled until the current quarter. Going forward, we plan to grow revenues by focusing on our core domestic intersection market, and refine and deliver products that address the needs of this market, primarily our Vantage processors and camera systems and our Vantage Vector video/radar hybrid sensor, as well as our SmartCycle, Velocity, PedTrax and SmartSpan products.

Transportation Systems revenues for the three months ended December 31, 2017 included approximately $12.6 million of service revenues, and approximately $987,000 of sales of third-party products purchased for installation under certain construction-type contracts that we classify as product revenues. Revenues for the nine months ended December 31, 2017 included approximately $39.2 million of service revenues, and approximately $2.2 million of sales of third-party products purchased for installation under certain construction-type contracts that we classify as product revenues. Total revenues for the three months ended December 31, 2017 of approximately $13.6 million, reflected an increase of approximately $1.7 million or 14%, compared to the corresponding period in the prior year. Total revenues for the nine months ended December 31, 2017 of approximately $41.4 million, reflected an increase of approximately $4.8 million or 13%, compared to the corresponding period in the prior year. These increases during the three and nine month periods ended December 31, 2017 were primarily a result of extensions granted on certain large contracts, new contract awards,

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and the timing of backlog fulfilment on certain other projects. Transportation Systems added approximately $9.0 million of new backlog during the third quarter of Fiscal 2018. Transportation Systems backlog decreased to approximately $46.0 million as of December 31, 2017, compared to approximately $54.1 million as of December 31, 2016. We plan to continue to focus on securing new contracts and to extend and/or continue our existing relationships with key agencies related to projects in its final project phases. While we believe our ability to obtain additional large contracts will contribute to overall revenue growth, the mix of sub-consulting content and third-party equipment will likely affect the related total gross profit from period to period, as total revenues derived from sub-consultants and third-party equipment generally have lower gross margins than revenues generated by our professional services.

Agriculture and Weather Analytics revenues for the three months ended December 31, 2017 included no product revenue and approximately $1.4 million of service revenues, largely consisting of subscription revenues, reflecting an increase of approximately $32,000 or 2%, compared to the corresponding period in the prior year. Revenues for the nine months ended December 31, 2017 included no product revenue and approximately $3.5 million of service revenues, reflecting an increase of approximately $341,000 or 11%, compared to the corresponding period in the prior year. The increase was primarily due to increases in both ClearPath Weather and ClearAg solutions under newly signed contracts during Fiscal 2017. Going forward, we plan to continue investing in this segment, particularly in the research and development and sales and marketing of the ClearAg and ClearPath Weather solutions. We also plan to focus on commercial opportunities in the agriculture markets, particularly with seed and crop protection companies, ag retailers, allied providers, and to a lesser extent, to growers, by offering our applications, content, and modeling services that provide analytics and decision support services that leverage our EMPower adaptive forecasting engine, an advanced learning platform.

Gross Profit. The following tables present details of our gross profit for the three and nine months ended December 31, 2017 and 2016:

	Three Months Ended December 31,		$	%
	2017	2016	Increase	Change
	(In thousands, except percentages)			
Product gross margin	$ 4,696	$ 4,465	$ 231	5.2%
Service gross margin	5,247	4,155	1,092	26.3%
Total gross margin	$ 9,943	$ 8,620	$ 1,323	15.3%
Product gross profit as a % of product revenues	39.1%	44.4%		
Service gross profit as a % of service revenues	37.4%	32.9%		
Total gross margin as a % of total revenues	38.2%	38.0%		

	Nine Months Ended December 31,		$	%
	2017	2016	Increase	Change
	(In thousands, except percentages)			
Product gross margin	$ 15,182	$ 14,408	$ 774	5.4%
Service gross margin	14,634	13,076	1,558	11.9%
Total gross margin	$ 29,816	$ 27,484	$ 2,332	8.5%
Product gross profit as a % of product revenues	42.6%	44.8%		
Service gross profit as a % of service revenues	34.2%	33.9%		
Total gross margin as a % of total revenues	38.0%	38.9%		

Our product gross profit as a percentage of product revenues for the three and nine months ended December 31, 2017 decreased approximately 530 and 221 basis points, respectively, as compared to the corresponding period in the prior year, primarily due to an increase in our Roadway Sensors OEM sales, as well as our Transportation Systems third-party product sales, both of which typically yield lower gross margins than our Roadway Sensors core video detection products. Our service gross profit as a percentage of service revenues for the three and nine months ended December 31, 2017 increased 454 and 23 basis points, respectively, as compared to the corresponding periods in the prior year, primarily due to the timing of certain extension contracts, the contract mix and a decrease in the amount of related sub-consulting content of such contracts. Sub-consulting content generally results in lower gross margins than our workforce. Our total gross profit as a percentage of total revenues for the three months ended December 31, 2017 was relatively consistent with the corresponding period in the prior year. Our total gross profit as a percentage of total revenues decreased approximately 88 basis points for the nine months ended December 31, 2017 as compared to the corresponding period in

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the prior year, primarily as a result of the revenue mix between the Roadway Sensors and Transportation Systems segments, as Roadway Sensors revenues generally yield higher total gross margins than our other segments. As such, the increase in our Transportation Systems total revenues from approximately 52% of total revenues for the nine months ended December 31, 2016 to approximately 53% of total revenues for the nine months ended December 31, 2017 was a primary contributor to our decline in total gross margin. Roadway Sensors revenue decreased as a percentage of total revenues from approximately 44% for the nine months ended December 31, 2016 to approximately 43% for the nine months ended December 31, 2017.

Roadway Sensors gross profit can fluctuate in any specific quarter or year based on, among other factors, customer and product mix between core products and third party OEM products, competitive pricing requirements, product warranty costs and provisions for excess and obsolete inventories, as well as shifts of engineering resources from development activities to sustaining activities, which we record as cost of goods sold.

We recognize a portion of our Transportation Systems and Agriculture and Weather Analytics revenues and related gross profit using percentage of completion contract accounting, and the underlying mix of contract activity affects the related 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 and sub-consulting mix, as well as factors such as our ability to efficiently utilize our internal workforce, which also could cause fluctuations in our margins from period to period.

Selling, General and Administrative Expense. The following tables present selling, general and administrative expense for the three and nine months ended December 31, 2017 and 2016:

	Three Months Ended December 31, 2017		Three Months Ended December 31, 2016		$	%
	Amount	% of Revenues	Amount	% of Revenues	Increase (Decrease)	Change
	(In thousands, except percentages)					
Salary and personnel-related	$ 6,361	24.4%	$ 5,322	23.5%	$ 1,039	19.5%
Facilities, insurance and supplies	1,112	4.3	925	4.1	187	20.2
Travel and conferences	626	2.4	537	2.4	89	16.6
Professional and outside services	826	3.2	1,197	5.3	(371)	(31.0)
Other	173	0.7	54	0.2	119	220.4
Selling, general and administrative	$ 9,098	35.0%	$ 8,035	35.5%	$ 1,063	13.2%

	Nine Months Ended December 31, 2017		Nine Months Ended December 31, 2016		$	%
	Amount	% of Revenues	Amount	% of Revenues	Increase (Decrease)	Change
	(In thousands, except percentages)					
Salary and personnel-related	$ 18,703	23.8%	$ 16,531	23.4%	$ 2,172	13.1%
Facilities, insurance and supplies	3,106	4.0	2,375	3.4	731	30.8
Travel and conferences	1,845	2.4	1,795	2.5	50	2.8
Professional and outside services	2,837	3.6	3,002	4.2	(165)	(5.5)
Other	457	0.6	(5)	0.0	462	(9,240.0)
Selling, general and administrative	$ 26,948	34.4%	$ 23,698	33.5%	$ 3,250	13.7

The overall increase in selling, general and administrative expense for the three and nine months ended December 31, 2017, as compared to the corresponding periods in the prior year, was primarily due to higher compensation costs driven by higher revenues and an increase in business development costs aimed at the pursuit of large contracts in the Transportations Systems segment. The overall increase was also attributable to an increase in other selling, general and administrative expenses, primarily due to a reversal of certain bad debt reserves on specific accounts receivable that were subsequently collected during the nine month period ended December 31, 2016, which did not reoccur in the nine month period ended December 31, 2017.

Research and Development Expense. The following tables present research and development expense for the three and nine months ended December 31, 2017 and 2016:

	Three Months Ended December 31, 2017		Three Months Ended December 31, 2016		$	%
	Amount	% of Revenues	Amount	% of Revenues	Increase (Decrease)	Change
	(In thousands, except percentages)					
Salary and personnel-related	$ 1,342	5.2%	$ 1,323	5.8%	$ 19	1.4%
Facilities, development and supplies	467	1.8	517	2.3	(50)	(9.7)
Other	137	0.5	139	0.6	(2)	(1.4)
Research and development	$ 1,946	7.5%	$ 1,979	8.7%	$ (33)	(1.7)%

	Nine Months Ended December 31, 2017		Nine Months Ended December 31, 2016		$	%
	Amount	% of Revenues	Amount	% of Revenues	Increase (Decrease)	Change
	(In thousands, except percentages)					
Salary and personnel-related	$ 3,605	4.6%	$ 3,060	4.3%	$ 545	17.8%
Facilities, development and supplies	1,485	1.9	1,736	2.5	(251)	(14.5)
Other	464	0.6	491	0.7	(27)	(5.5)
Research and development	$ 5,554	7.1%	$ 5,287	7.5%	$ 267	5.1

Research and development expense for the three months ended December 31, 2017 was relatively consistent with the corresponding period in the prior year. The increase in research and development expense for the nine months ended December 31, 2017, compared to the corresponding period in the prior year, was primarily due to the Company's continued investment in the development of ClearAg and ClearPath Weather solutions, and enhancements to Roadway Sensors products. ClearAg products include historical, real-time and forecast weather content, soil and crop growth information, and other useful crop health information to provide solutions in the agriculture markets. We successfully released a number of grower advisory applications during Fiscal 2017 and Fiscal 2018, including our Harvest Advisor, Nitrogen Advisor, and Irrigation Advisor. Development costs were capitalized into intangible assets in the consolidated balance sheets; however, certain costs did not meet the criteria for capitalization under GAAP and continue to be included in research and development expense. Going forward, we expect to continue to invest in our Agriculture and Weather Analytics segment to enhance the ClearAg and ClearPath Weather solutions. This continued investment may result in higher research and development costs in future periods.

Income Taxes. The following table presents our benefit for income taxes for the three and nine months ended December 31, 2017 and 2016:

	Three Months Ended December 31,		$	%
	2017	2016	Increase	Change
	(In thousands, except percentages)			

Benefit (provision) for income taxes	$ (2,471)	$ 530	$ (3,001)	
Change in valuation allowance	3,844	(526)	4,370	
Total benefit for income taxes	$ 1,373	$ 4	$ 1,369	34,225.0%
Effective tax rate	122.1%	0.3%		

	Nine Months Ended December 31, 2017	2016	$ Increase	% Change
	(In thousands, except percentages)			
Benefit (provision) for income taxes	$ (1,572)	$ 652	$ (2,224)	
Change in valuation allowance	2,979	(641)	3,620	
Total benefit for income taxes	$ 1,407	$ 11	$ 1,396	12,690.9%
Effective tax rate	50.7%	0.6%		

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.

In assessing the realizability of our deferred tax assets, we review all available positive and negative evidence, including reversal of deferred tax liabilities, potential carrybacks, projected future taxable income, tax planning strategies and recent financial performance. We have experienced a cumulative pre-tax loss over the trailing three years. As such, we consider it appropriate to continue to maintain a valuation allowance against our deferred tax assets. We will continuously reassess the appropriateness of maintaining a valuation allowance considering the Company’s projections of future income and cumulative income (loss) in the Company’s trailing three years, among other factors.

The Tax Cuts and Jobs Act (“tax legislation”) was enacted on December 22, 2017 and lowers U.S. corporate income tax rates as of January 1, 2018 to 21%. The rate change is administratively effective for our Fiscal 2018 using a blended rate for the annual period. As a result, the blended statutory tax rate for Fiscal 2018 is 30.8%. In the third quarter of Fiscal 2018, we revised our estimated annual effective tax rate to reflect this change.

The estimated impact of the tax legislation was an increase in income tax benefit of $1.4 million during the period ended December 31, 2017, of which $1.1 million was due to the release of valuation allowance that had been maintained against Alternative Minimum Tax credit carryforwards, which were made refundable by the tax legislation in December 2017. Approximately $240,000 was due to the remeasurement of a deferred tax liability related to indefinite-lived assets at the lower enacted corporate tax rate. The impact of the remeasurement of other net deferred tax assets was $3.6 million, which was offset by a corresponding change in the related valuation allowance.

On December 22, 2017, the SEC issued guidance under Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (“SAB 118”) directing taxpayers to consider the impact of the tax legislation as “provisional” when it does not have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete its accounting for the change in tax law. In accordance with SAB 118, the income tax effects discussed above represent our best estimate based on interpretation of the tax legislation as we are still accumulating data to finalize the underlying calculations, or in certain cases, the U.S. Treasury is expected to issue further guidance on the application of certain provisions of the tax legislation. In accordance with SAB 118, the income tax effects of the tax legislation discussed above are considered provisional and will be finalized before December 22, 2018.

Liquidity and Capital Resources

Cash Flows

We have historically financed our operations with a combination of cash flows from operations, and the sale of equity securities. We have historically relied, and expect to continue to rely on cash flows from operations and our cash reserves to fund our operations, which we believe to be sufficient to fund our operations for at least the next twelve months. 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. There is no assurance that we will be able to secure additional funding on a timely basis, on terms acceptable to us, or at all.

At December 31, 2017, we had $20.6 million in working capital, which included $16.8 million in cash and cash equivalents. This compares to working capital of $22.7 million at March 31, 2017, which included $18.2 million in cash and cash equivalents.

The following table summarizes our cash flows for the nine months ended December 31, 2017 and 2016:

	Nine Months Ended December 31, 2017	2016

	(In thousands)	
Net cash provided by (used in):		
Operating activities	$ 115	$ 2,374
Investing activities	(2,420)	(705)
Financing activities	907	183

Operating Activities. Cash provided by our operations for the nine months ended December 31, 2017 was primarily the result of approximately $819,000 in non-cash items for deferred income taxes, depreciation, stock-based compensation, amortization, gain on sales of discontinued operations and loss on disposal of equipment, coupled with an increase of approximately $408,000 from changes in working capital, partially offset by our net loss of approximately $1.1 million.

Cash provided by our operations for the nine months ended December 31, 2016 was primarily the result of approximately $2.3 million of working capital provided and offset by our net loss of approximately $1.5 million, adjusted by approximately $1.5 million in non-cash items for deferred income taxes, depreciation, stock-based compensation, amortization, gain on sales of discontinued operations and loss on disposal of equipment.

Investing Activities. Net cash used in our investing activities during the nine months ended December 31, 2017 was primarily the result of approximately $988,000 for purchases of property and equipment primarily related to leasehold improvement to our corporate headquarters, and approximately $1.8 million of capitalized software development, primarily related to the development of our new Oracle ERP system, and to a lesser extent, in the Agriculture and Weather Analytics and Roadway Sensors business segments related to ClearAg assets and VantageLive! developments. These investments were partially offset by approximately $402,000 in proceeds from the earn-out provision included in the sale of the Vehicle Sensors segment. Net cash used in our investing activities during the nine months ended December 31, 2016 was primarily the result of approximately $497,000 for purchases of property and equipment and approximately $572,000 of capitalized software development in the Agriculture and Weather Analytics business segment related to ClearAg assets, which was offset by approximately $364,000 in proceeds from the earn-out provision included in the sale of the Vehicle Sensors segment.

Financing Activities. Net cash provided by financing activities during the nine months ended December 31, 2017 was the result of approximately $986,000 of cash proceeds from the exercises of stock options, partially offset by approximately $79,000 of tax withholding payments for net share settlements of RSUs. Net cash provided by financing activities during the nine months ended December 31, 2016 was the result of approximately $238,000 of cash proceeds from the exercises of stock options, partially offset by approximately $55,000 of tax withholding payments for net share settlements of RSUs.

Off Balance Sheet Arrangements

Other than our operating leases, we do not have any other material off balance sheet arrangements at December 31, 2017.

Seasonality

We have historically experienced seasonality, particularly with respect to our Roadway Sensors segment, which adversely affects such sales in our third and fourth fiscal quarters due to a reduction in intersection construction and repairs during the winter months due to inclement weather conditions, with the third fiscal quarter generally impacted the most by inclement weather. We have also experienced seasonality, particularly with respect to our Transportation Systems segment, which adversely impacts our third fiscal quarter due to the increased number of holidays, causing a reduction in available billable hours during that quarter. In addition, we have experienced some seasonality related to certain ClearPath Weather services, which adversely impacts such sales in our first and second fiscal quarters, mainly because these services are generally not required during Spring and Summer months when weather conditions are comparatively milder.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our exposure to interest rate risk was limited to our line of credit, which expired on October 1, 2016 and was not renewed.

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 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 Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information 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 and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management was required to apply its judgment in evaluating the cost-benefit relationship of such controls and procedures.

Changes in Internal Controls

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 Controls

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.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth under the heading “Litigation and Other Contingencies” in Note 6 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 any 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.

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:

- 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, including without limitation, changes in the new administration;
- performance bond requirements;
- long purchase cycles or approval processes;
- competitive bidding and qualification requirements, as well as our ability to replace large contracts once they have been completed;
- changes in government policies and political agendas;
- maintenance of relationships with key government entities from whom a substantial portion of our revenue is derived;
- milestone requirements and liquidated damage and/or contract termination 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.

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, and the ongoing uncertainty as to the timing and accessibility to government funding 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.

We recently expanded our Agriculture and Weather Analytics capabilities to address a new market segment, the agricultural market, which may not broadly accept our technologies and new products. The application of digital analytics to the agricultural market is a relatively new development that has required us to invest, and is expected to continue to require us to invest, in additional research and development, and sales and marketing without any guarantee of a commensurate increase in revenues. The introduction of any new Agriculture and Weather Analytics products and services could have longer than expected sales cycles, which could adversely impact our operating results. We cannot assure you that growers or other companies in this market will perceive the value proposition of our Agriculture and Weather Analytics or that our new ClearAg products for this market will achieve broad market acceptance in the near future or at all. If the agricultural market fails to understand and appreciate the benefit of our Agriculture and Weather Analytics products or chooses not to adopt our technologies, our business, financial condition and results of operations will be adversely affected.

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. Despite testing and quality control, we cannot be certain that errors will not be found in our software after its release. 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 or our reputation, any of which could adversely affect our business and competitive position. In addition, the software development industry frequently experiences litigation concerning intellectual property disputes, which could be costly and distract our management.

If we do not keep pace with rapid technological changes and evolving industry standards, we will not be able to remain competitive, and the demand for our products will likely decline. 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 or any enhancements to our existing products on a timely basis, or at all. In addition, the introduction of any new products could adversely affect the sales of certain of our existing products.

We believe that we must continue to make substantial investments to support ongoing research and development in order to develop new or enhanced products and software to remain competitive. We need to continue to develop and introduce new products that incorporate the latest technological advancements in outdoor image processing hardware, camera technologies, software and analysis 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.

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;
- the timing of new contract awards and availability of funding;
- 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.

An inability to properly and fully utilize our Transportation Systems workforce could have an adverse effect on our results of operations.

If our security measures are breached and unauthorized access is obtained to our customer's personal and/or proprietary data in connection with our web-based and mobile application services, we may incur significant liabilities, our services may be perceived as not being secure and customers may curtail or stop using our services, we could incur significant liability to our customers and to individuals or businesses whose information was being stored, our business may suffer and our reputation will be damaged. Because techniques used to obtain unauthorized access to, or to sabotage, systems change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventive measures. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose sales and customers.

The markets in which we operate are highly competitive and have many more established competitors than us, 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, multi-national 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 traffic intersection market has adopted advanced above-ground detection technologies, and our future success will depend in part upon gaining broad market acceptance for such technologies. 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 Agriculture and Weather Analytics segment operates vary from public sector customers who focus on snow and ice management for state and county roadways, to commercial sector customers who employ our environmental content and agronomic models. Our competitors include divisions of large, international weather companies, as well as a variety of small providers in the road weather market. In the commercial agriculture sector, we compete with a variety of public and private entities that currently market software, agronomic analytics and weather forecast capabilities to global agribusiness.

In each of our operating 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 our competitors 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 and services 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 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 may 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. We have in the past, and may in the future, be subject to litigation regarding our intellectual property rights. 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.

Our failure to successfully secure 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.

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 be unable to attract and retain key personnel, including senior management, 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 Agriculture and Weather Analytics 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.

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 may not be able to achieve profitablility on a quarterly or annual basis in the future. For Fiscal 2017 and our first two quarters of Fiscal 2018, we had a net loss, 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 governmental budgetary constraints, government and political agendas, economic instability and other items that are not in our control. Furthermore, we rely on operating profits from certain of our business 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 estimates in conjunction with 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. We are required to obtain our auditors’ attestation pursuant to Section 404(b) of the Sarbanes-Oxley Act. Going forward, 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.

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. If we are not able to maintain effective internal controls over financial reporting, we may lose the confidence of investors and analysts and our stock price could decline.

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;

- 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;

- 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;

- risks and uncertainties associated with our international business;

- market condition changes such as industry structure consolidations that could slow down our ability to procure new 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.

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We rely on outside suppliers that could experience supply shortages or may experience production gaps that could materially and adversely impact our sales and financial results. 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, and have had to reengineer products from time to time to address obsolete components, especially in our Roadway Sensors products. Should any such delay or disruption occur, or should a key supplier discontinue operations, 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.

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 two acquisitions since November 2011 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 previously had Transportation Systems contracts in the United Arab Emirates ("UAE"), for which approximately $160,000 in performance bonds are yet to be released by the UAE Department of Transportation. We also have been expanding our distribution capabilities for our Roadway Sensors segment internationally, particularly in Canada, Australia, New Zealand, Europe and in South America. We plan to continue to expand our international efforts, but we cannot assure you that we will be successful in such efforts. International operations subject us to various inherent risks including, among others:

- 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.

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 certain other parts of the world.

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 and incurred net loss of approximately $1.1 million for the nine months ended December 31, 2017. On September 1, 2017, we filed a registration statement on a Form S-3, utilizing a "shelf" registration process, and may consider a new equity financing in the future. Should the credit markets further tighten or our business declines, we may need or choose to raise additional capital to fund our operations, 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:

- 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;
- 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 economic slowdowns and international conflicts.

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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 August 1, 2015 through January 30, 2018, our common stock has traded at prices as low as $1.77 per share and as high as $8.17 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;
- 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 stock market analyst recommendations regarding our common stock, other comparable companies or our industry in general;
- changes in earnings estimates or investment recommendations by securities analysts; and
- international conflicts, political unrest and acts of terrorism.

The stock market has from time to time experienced volatility, which has often affected and may continue to affect 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.

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 of the company more difficult.

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

For the three and nine months ended December 31, 2017, we did not repurchase any shares. As of December 31, 2017, there was approximately $1.7 million of remaining funds available under the stock repurchase program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

On February 5, 2018, pursuant to the authority granted by the Board of Directors, the Compensation Committee (the “**Committee**”) of Iteris, Inc. (the “**Company**”) adopted the Iteris, Inc. Executive Severance Plan (the “**Plan**”). Each individual employed by the Company or its subsidiary, who is an officer subject to Section 16 of the Securities Exchange Act of 1934, as amended, and who is not otherwise covered by an employment agreement that includes severance terms, is eligible to receive severance payments under the Plan upon certain qualifying terminations of employment (the “**Eligible Employees**”). Eligible Employees for the purposes of the Plan shall be limited to a select group of management or highly compensated employees within the meaning of the Employee Retirement Income Security Act of 1974, as amended.

The Plan provides Eligible Employees with severance payments in the event that an Eligible Employee’s employment with the Company or its subsidiaries is terminated either (a) by the Company without Cause not in connection with a Change of Control (“**Non-CIC Qualifying Termination**”) or (b) if in connection with or within 12 months following a Change of Control, by the Eligible Employee for Good Reason (as such terms are defined in the Plan) or by the Company without Cause (a “**CIC Qualifying Termination**”).

Non-CIC Qualifying Termination

Upon a Non-CIC Qualifying Termination, an Eligible Employee will be eligible to receive the following:

- A cash payment equal to the Eligible Employee’s annual base salary, payable in substantially equal installment payments over the one-year period following termination, in accordance with the Company’s normal payroll practices; and

- Reimbursement for the Eligible Employee’s monthly COBRA premiums for the 12-month period following termination, or until the Eligible Employee receives substantially similar medical coverage from another employer.

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CIC Qualifying Termination

Upon a CIC Qualifying Termination, an Eligible Employee will be eligible to receive the following:

- A cash payment equal to the Eligible Employee’s annual base salary, payable in a lump sum on the next payroll date after the 61st day following termination; and

- Reimbursement for the Eligible Employee’s monthly COBRA premiums for the 12-month period following, or until the Eligible Employee receives substantially similar medical coverage from another employer.

The severance payments are subject to the Eligible Employee’s execution of a severance agreement within 60 days following termination that includes a release of claims and certain non-solicitation, confidentiality, and non-disparagement restrictions.

The Company may amend or terminate the Plan at any time by providing at least 90 days’ advance written notice to each participant, provided that no such amendment or termination that has the effect of reducing or diminishing the right of any participant will be effective unless one year’s advance written notice is provided to participants, and such amendment or termination will not be effective if a Change of Control occurs during the one-year notice period.

The information set forth above is included herewith for the purpose of providing the disclosure required under "Item 5.02(e) — Compensatory Arrangements of Certain Officers" of Form 8-K. The foregoing description of the Plan is only a summary and is qualified in its entirety by reference to the full text of the Plan, which is filed as Exhibit 10.34, to this Quarterly Report on Form 10-Q and incorporated by reference herein.

ITEM 6. EXHIBITS

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

Exhibit Number	Description	Where Located
10.34	Iteris, Inc. Executive Severance Plan	*Filed herewith*
31.1	Certification of the Principal Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*Filed herewith*
31.2	Certification of the Principal Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*Filed herewith*
32.1	Certification of the Chief Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	*Furnished herewith*
32.2	Certification of the Chief Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	*Furnished herewith*
101.INS	XBRL Instance Document	*Filed herewith*
101.SCH	XBRL Taxonomy Extension Schema Document	*Filed herewith*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	*Filed herewith*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	*Filed herewith*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	*Filed herewith*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	*Filed herewith*

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Exhibit Index

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101.SCH	XBRL Taxonomy Extension Schema Document	*Filed herewith*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	*Filed herewith*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	*Filed herewith*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	*Filed herewith*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	*Filed herewith*

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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: February 7, 2018	ITERIS, INC. (Registrant)
	By /s/ JOE BERGERA Joe Bergera Chief Executive Officer (Principal Executive Officer)
	By /s/ ANDREW C. SCHMIDT Andrew C. Schmidt Chief Financial Officer (Principal Financial Officer)

ITERIS, INC.
EXECUTIVE SEVERANCE PLAN

ARTICLE I
PURPOSE

This Executive Severance Plan has been established by Iteris, Inc. ("**Iteris**") on February 5, 2018 (the "**Effective Date**") to provide Participants with the opportunity to receive severance benefits in the event of certain terminations of employment. The purpose of the Plan is to provide equitable treatment for terminated senior executives consistent with the values and culture of the Company, provide financial support for senior executives seeking new employment, recognize senior executives' contributions to the Company, and to avoid or mitigate the Company's potential exposure to litigation. The Company further believes that the Plan will aid the Company to attract and retain highly qualified executives who are essential to its success. The Plan is intended to be a top hat welfare benefit plan under ERISA. Capitalized terms used but not otherwise defined herein have the meanings set forth in ARTICLE II.

ARTICLE II
DEFINITIONS

"**ACA**" has the meaning set forth in Section 4.01(b).

"**Accrued Rights**" means (i) any base salary earned by the Participant through, but not paid to the Participant as of, the date of a Qualifying Termination, (ii) any annual cash bonus earned by the Participant for a prior year but not paid to the Participant as of the date of a Qualifying Termination and (iii) any vested employee benefits to which the Participant is entitled as of the date of a Qualifying Termination under the employee benefit plans of the Company.

"**Administrator**" means the Compensation Committee of the Board of Directors of Iteris.

"**Base Salary**" means the Participant's annual base salary as in effect immediately prior to the date of a Qualifying Termination, or, if higher, in effect immediately prior to the first occurrence of an event or circumstance constituting Good Reason. For avoidance of doubt, Base Salary does not include variable pay, such as bonuses and commissions, equity-based compensation, such as stock options, other supplemental pay, and all non-cash compensation, employee benefits and incentives provided by the Company.

"**Benefit Continuation**" has the meaning set forth in Section 4.01(b).

"**Benefit Continuation Period**" means the earliest of (i): the end of the twelve-month period following the date on which the Participant's employment with the Company terminates; (ii) the date on which the Participant receives substantially similar coverage from another employer; or (iii) the date the Participant is no longer eligible to receive COBRA continuation coverage.

"**Board of Directors**" or "**Board**" shall mean the board of directors of Iteris.

"**Cause**" means (a) Participant's misappropriation of the Company's funds or property, or any attempt by Participant to secure any personal profit related to the business or business opportunities of the Company without the informed, written approval of the Audit Committee of the Board; (b) any unauthorized use or disclosure by Participant of confidential information or trade secrets of the Company (or any parent of the Company); (c) Participant's gross negligence or reckless misconduct in the

performance of Participant's duties; (d) Participant's willful failure to comply with any valid and legal directive of the Board or the person to whom Participant reports; (e) Participant's conviction of, or plea of nolo contendre to, any felony or misdemeanor involving moral turpitude or fraud, or of any other crime involving material harm to the standing or reputation of the Company; (f) any other willful misconduct by Participant that the Board determines in good faith has had a material adverse effect upon the business or reputation of the Company; or (g) any other material breach or violation by the Participant of any employment agreement with the Company or any other material written policy of the Company; provided, however, that the Company shall have provided the Participant with written notice that such breach or violation has occurred, and the Participant has been afforded at least ten (10) business days to cure such breach or violation. Notwithstanding the foregoing, (A) the cure period shall not apply to violations of the Company's code of conduct, code of ethics or prohibition against unlawful harassment, and (B) such cure period shall only apply to breaches, violations, failures or neglect that in the Board's sole judgment are capable of or amenable to such cure. Notwithstanding the foregoing, prong (b) of this definition is not intended to, and shall be interpreted in a manner that does not, limit or restrict a Participant from exercising any legally protected whistleblower rights (including pursuant to Rule 21F under the Exchange Act).

"**Change of Control**" means a change in ownership or control of Iteris effected through any of the following transactions: (a) consummation of a merger, consolidation or other reorganization approved by Iteris' stockholders, unless securities representing at least fifty percent (50%) of the total combined voting power of the voting securities of the successor corporation are immediately thereafter beneficially owned, directly or indirectly and in substantially the same proportion, by the persons who beneficially owned Iteris' outstanding voting securities immediately prior to such transaction; (b) a sale, transfer or other disposition of all or substantially all of Iteris' assets; (c) the closing of any transaction or series of related transactions pursuant to which any Person or any group of Persons comprising a "group" within the meaning of Rule 13d-5(b)(1) of the 1934 Exchange Act (other than Iteris or a Person that, prior to such transaction or series of related transactions, directly or indirectly controls, is controlled by or is under common control with, Iteris) becomes directly or indirectly (whether as a result of a single acquisition or by reason of one or more acquisitions within the twelve (12)-month period ending with the most recent acquisition) the beneficial owner (within the meaning of Rule 13d-3 of the Exchange Act) of securities possessing (or convertible into or exercisable for securities possessing) more than fifty percent (50%) of the total combined voting power of Iteris' securities (as measured in terms of the power to vote with respect to the election of Board members) outstanding immediately after the consummation of such transaction or series of related transactions, whether such transaction involves a direct issuance from Iteris or the acquisition of outstanding securities held by one or more of Iteris' existing stockholders; or (d) a change in the composition of the Board over a period of twenty-four (24) consecutive months or less such that a majority of the Board members ceases to be comprised of individuals who either (A) have been Board members continuously since the beginning of such period ("Incumbent Directors") or (B) have been elected or nominated for election as Board members during such period by at least a majority of the Incumbent Directors who were still in office at the time the Board approved such election or nomination; provided that any individual who becomes a Board member subsequent to the beginning of such period and whose election or nomination was approved by two-thirds of the Board members then comprising the Incumbent Directors will be considered an Incumbent Director.

"**CIC Qualifying Termination**" is as defined in the definition of Qualifying Termination.

"**COBRA**" means the Consolidated Omnibus Budget Reconciliation Act of 1985.

"**Code**" means the Internal Revenue Code of 1986, as amended. Any reference to a section of the Code shall be deemed to include a reference to any regulations promulgated thereunder.

"**Company**" means Iteris and its Subsidiaries.

"**Compensation Committee**" means the Compensation Committee appointed by the Board.

"Covered Payment" has the meaning set forth in Section 8.14.

"**Effective Date**" has the meaning set forth in ARTICLE I.

"**Eligible Employee**" means Section 16 Officers of the Company, excluding any officer of the Company subject to an employment agreement that include severance terms (as determined by the Administrator). Eligible Employees shall be limited to a select group of management or highly compensated employees within the meaning of Sections 201, 301, and 404 of ERISA.

"**ERISA**" means the Employee Retirement Income Security Act of 1974, as amended.

"**Exchange Act**" means the Securities and Exchange Act of 1934, as amended.

"Excise Tax" has the meaning set forth in Section 8.14.

"**Good Reason**" means Participant's voluntary resignation from the Company upon any of the following events without Participant's written consent: (a) a material reduction in the Participant's authority, duties or responsibilities (and not simply a change in title or reporting relationships); (b) a material reduction in the Participant's base salary (for the avoidance of doubt, a greater than ten (10%) percent reduction in the level of base salary shall constitute a material reduction in the Participant's compensation, unless the reduction is part of a Company-wide reduction that affects all similarly situated employees in substantially the same proportion; (c) a relocation of the Participant's principal place of work to a location that would increase the Participant's one-way commute from his or her personal residence to the new principal place of work by more than fifty (50) miles; (d) any breach by the Company of its obligations under any employment agreement with Participant that results in a material negative change to Participant; or (e) Iteris' failure to obtain an agreement from any successor to Iteris to assume and agree to perform the obligations under the Plan in the same manner and to the same extent that Iteris would be required to perform, except where such assumption occurs by operation of law. Notwithstanding the foregoing, "Good Reason" shall only be found to exist if the Participant provides written notice (each, a "**Good Reason Notice**") to the Company identifying and describing the event resulting in Good Reason within ninety (90) days of the initial existence of such event, the Company does not cure such event within thirty (30) days following receipt of the Good Reason Notice from the Participant and the Participant terminates his or her employment during the ninety (90)-day period after the Participant's delivery of the Good Reason Notice. If the Participant does not terminate his or her employment for Good Reason within 90 days after delivery of the Good Reason Notice, then the Participant will be deemed to have waived his or her right to terminate for Good Reason with respect to such grounds.

"**Iteris**" has the meaning set forth in ARTICLE I.

"**Non-CIC Qualifying Termination**" has the meaning set forth in the definition of Qualifying Termination.

"Parachute Payment" has the meaning set forth in Section 8.14.

"**Participant**" has the meaning set forth in Section 3.01.

"**Person**" has the meaning ascribed to it in Section 13(d)(3) of the Exchange Act.

"**Plan**" means this Iteris, Inc. Executive Severance Plan, as may be amended and/or restated from time to time.

"**Qualifying Termination**" means the termination of a Participant's employment either (a) by the Company without Cause unrelated to a Change of Control ("**Non-CIC Qualifying Termination**"); or (b) if in connection with or within twelve (12) months following a Change of Control, by the Participant for Good Reason or by the Company without Cause (a "**CIC Qualifying Termination**").

"**Section 16 Officer**" means an officer of Iteris or a Subsidiary who is subject to Section 16 of the Exchange Act.

"**Severance**" has the meaning set forth in Section 4.01(a).

"**Severance Agreement**" has the meaning set forth in Section 5.01(b).

“**Specified Employee Payment Date**” has the meaning set forth in Section 8.13(b).

“**Subsidiary**” means any corporation (other than Iteris) in an unbroken chain of corporations beginning with Iteris, provided each corporation (other than the last corporation) in the unbroken chain owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

ARTICLE III
PARTICIPATION

Section 3.01 Participants. Subject to the terms and conditions of this Plan, only Section 16 Officers that conform to the definition of an Eligible Employee are eligible to participate under this Plan (each, a “**Participant**”). Section 16 Officers must be an Eligible Employee on the Qualifying Termination effective date.

ARTICLE IV
SEVERANCE

Section 4.01 Non-CIC Qualified Termination. If a Participant experiences a Non-CIC Qualifying Termination, then the Company will provide the Participant with any Accrued Rights and, subject to ARTICLE V, the Company will provide the Participant with the following:

(a) Severance equal to the Participant’s Base Salary (“**Severance**”). Subject to Section 8.13, Severance will be paid in substantially equal installment payments over the one-year period following the Qualifying Termination, payable in accordance with the Company’s normal payroll practices, but no less frequently than monthly, which payments in the aggregate are equal to the Severance and which shall begin on the next normal payroll date after the 61st day following the Qualifying Termination; and

(b) During the Participant’s Benefit Continuation Period, reimbursement for the monthly COBRA premium paid by the Participant for himself or herself and his or her eligible dependents (“**Benefit Continuation**”). Notwithstanding the foregoing, if the Company’s providing Benefit Continuation under this Section 4.01(b) would violate the nondiscrimination rules applicable to non-grandfathered plans, or would result in the imposition of penalties under the Patient Protection and Affordable Care Act of 2010, as amended by the Health Care and Education

Reconciliation Act of 2010, and the related regulations and guidance promulgated thereunder (the “**ACA**”), the Company shall reform this Section 4.01(b) in a manner as is necessary to comply with the ACA. Subject to Section 8.13, Benefit Continuation reimbursement shall be paid to the Participant on the 15th of the month immediately following the month in which the Participant timely remits the premium payment (or as close to such date as is reasonably practicable). Participant is to notify the Company immediately upon becoming covered by another group health plan.

Section 4.02 CIC Qualified Termination. If a Participant experiences a CIC Qualifying Termination, then the Company will provide the Participant with any Accrued Rights and, subject to ARTICLE V, the Company will provide the Participant with the following:

(a) Severance equal to the Participant’s Base Salary. Subject to Section 8.13, Severance will be paid in a lump sum on next payroll date after the 61st day following the Qualifying Termination; and

(b) During the Participant’s Benefit Continuation Period, reimbursement for the monthly COBRA premium paid by the Participant for himself or herself and his or her eligible dependents. Notwithstanding the foregoing, if the Company’s providing Benefit Continuation under this Section 4.02(b) would violate the nondiscrimination rules applicable to non-grandfathered plans, or would result in the imposition of penalties under ACA, the Company shall reform this Section 4.02(b)in a manner as is necessary to comply with the ACA. Subject to Section 8.13, Benefit Continuation reimbursement shall be paid to the Participant on the 15th of the month immediately following the month in which the Participant timely remits the premium payment (or as close to such date as is reasonably practicable). Participant is to notify the Company immediately upon becoming covered by another group health plan.

ARTICLE V
CONDITIONS

Section 5.01 Conditions A Participant’s entitlement to any severance benefits under ARTICLE IV will be subject to:

(a) the Participant experiencing a Qualifying Termination;

(b) the Participant executing a severance agreement (the “**Severance Agreement**”) to the reasonable satisfaction of the Company and such Severance Agreement becoming effective and irrevocable within sixty (60) days following the Participant’s Qualifying Termination. Any such Severance Agreement will include, without limitation, (i) a release of claims in favor of the Company, their affiliates and their respective officers and directors; (ii) non-solicitation provisions applicable to the Company’s customers, employees and suppliers during the one-year period following the Qualifying Termination; and (iii) non-disparagement and confidentiality provisions; and

(c) with respect to Benefit Continuation only, the Participant timely and properly electing continuation coverage under COBRA.

ARTICLE VI
CLAIMS PROCEDURES

Section 6.01 Initial Claims. A Participant who believes he or she is entitled to a payment under the Plan that has not been received may submit a written claim for benefits to the Plan within sixty (60) days after the Participant’s first lapsed payment. Claims should be addressed and sent to:

Chairman of Compensation Committee
Iteris, Inc.
1700 Carnegie Ave
Santa Ana, CA 92705

If the Participant's claim is denied, in whole or in part, the Participant will be furnished with written notice of the denial within ninety (90) days after the Administrator's receipt of the Participant's written claim, unless special circumstances require an extension of time for processing the claim, in which case a period not to exceed one hundred eighty (180) days will apply. If such an extension of time is required, written notice of the extension will be furnished to the Participant before the termination of the initial ninety (90)-day period and will describe the special circumstances requiring the extension, and the date on which a decision is expected to be rendered. Written notice of the denial of the Participant's claim will contain the following information:

(a) the specific reason or reasons for the denial of the Participant's claim;

(b) references to the specific Plan provisions on which the denial of the Participant's claim was based;

(c) a description of any additional information or material required by the Administrator to reconsider the Participant's claim (to the extent applicable) and an explanation of why such material or information is necessary; and

(d) a description of the Plan's review procedures and time limits applicable to such procedures, including a statement of the Participant's right to bring a civil action under Section 502(a) of ERISA following a benefit claim denial on review.

Section 6.02 Appeal of Denied Claims. If the Participant's claim is denied and he or she wishes to submit a request for a review of the denied claim, the Participant or his or her authorized representative must follow the procedures described below:

(a) Upon receipt of the denied claim, the Participant (or his or her authorized representative) may file a request for review of the claim in writing with the Administrator. This request for review must be filed no later than sixty (60) days after the Participant has received written notification of the denial.

(b) The Participant has the right to submit in writing to the Administrator any comments, documents, records or other information relating to his or her claim for benefits.

(c) The Participant has the right to be provided with, upon request and free of charge, reasonable access to and copies of all pertinent documents, records and other information that is relevant to his or her claim for benefits.

(d) The review of the denied claim will take into account all comments, documents, records and other information that the Participant submitted relating to his or her claim, without regard to whether such information was submitted or considered in the initial denial of his or her claim.

Section 6.03 Administrator's Response to Appeal. The Administrator will provide the Participant with written notice of its decision within sixty (60) days after the Administrator's receipt of the Participant's written claim for review. There may be special circumstances that require an extension of this sixty (60)-day period. In any such case, the Administrator will notify the Participant in writing within the sixty (60)-day period and the final decision will be made no later than one hundred twenty (120) days after the Administrator's receipt of the Participant's written claim for review. The Administrator's decision on the Participant's claim for review will be communicated to the Participant in writing and will clearly state:

(a) the specific reason or reasons for the denial of the Participant's claim;

(b) reference to the specific Plan provisions on which the denial of the Participant's claim is based;

(c) a statement that the Participant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, the Plan and all documents, records, and other information relevant to his or her claim for benefits; and

(d) a statement describing the Participant's right to bring an action under Section 502(a) of ERISA.

Section 6.04 Exhaustion of Administrative Remedies. The exhaustion of these claims procedures is mandatory for resolving every claim and dispute arising under the Plan. As to such claims and disputes:

(a) no claimant shall be permitted to commence any legal proceeding to recover benefits or to enforce or clarify rights under the Plan under Section 502 or Section 510 of ERISA or under any other provision of law, whether or not statutory, until these claims procedures have been exhausted in their entirety; and

(b) in any such legal proceeding, all explicit and implicit determinations by the Administrator (including, but not limited to, determinations as to whether the claim, or a request for a review of a denied claim, was timely filed) shall be afforded the maximum deference permitted by law.

Section 6.05 Attorney's Fees. The Company and each Participant shall bear their own attorneys' fees incurred in connection with any disputes between them.

ARTICLE VII
ADMINISTRATION, AMENDMENT AND TERMINATION

Section 7.01 **Administration.** The Administrator has the exclusive right, power and authority, in its sole and absolute discretion, to administer and interpret the Plan. The Administrator has all powers reasonably necessary to carry out its responsibilities under the Plan including (but not limited to) the sole and absolute discretionary authority to:

(a) administer the Plan according to its terms and to interpret Plan provisions;

(b) resolve and clarify inconsistencies, ambiguities, and omissions in the Plan and among and between the Plan and other related documents;

(c) take all actions and make all decisions regarding questions of eligibility and entitlement to benefits, and benefit amounts;

(d) make, amend, interpret, and enforce all appropriate rules and regulations for the administration of the Plan;

(e) process and approve or deny all claims for benefits; and

(f) decide or resolve any and all questions, including benefit entitlement determinations and interpretations of the Plan, as may arise in connection with the Plan.

The decision of the Administrator on any disputes arising under the Plan, including (but not limited to) questions of construction, interpretation and administration shall be final, conclusive and binding on all persons having an interest in or under the Plan. Any determination made by the Administrator shall be given deference in the event the determination is subject to judicial review and shall be overturned by a court of law only if it is arbitrary and capricious.

Section 7.02 **Amendment and Termination.** Iteris reserves the right to amend or terminate the Plan at any time, by providing at least ninety (90) days advance written notice to each Participant; provided that no such amendment or termination that has the effect of reducing or diminishing the right of any Participant will be effective unless one year's advance written notice is provided to Participants, and provided further that such amendment or termination shall not be effective if a Change of Control occurs during the one year notice period.

ARTICLE VIII
GENERAL PROVISIONS

Section 8.01 **At-Will Employment.** The Plan does not alter the status of each Participant as an at-will employee of the Company. Nothing contained herein shall be deemed to give any Participant the right to remain employed by the Company or to interfere with the rights of the Company to terminate the employment of any Participant at any time, with or without Cause.

Section 8.02 **Effect on Other Plans, Agreements, and Benefits.**

(a) Any severance benefits payable to a Participant under the Plan will be reduced by any severance benefits to which the Participant would otherwise be entitled under any general severance policy or severance plan maintained by the Company or any agreement between the Participant and the Company that provides for severance benefits (unless the policy, plan, or agreement expressly provides for severance benefits to be in addition to those provided under the Plan); and (ii) any severance benefits payable to a Participant under the Plan will be reduced by any severance benefits to which the Participant is entitled by operation of a statute or government regulations.

(b) Any severance benefits payable to a Participant under the Plan will not be counted as compensation for purposes of determining benefits under any other benefit policies or plans of the Company, except to the extent expressly provided therein.

Section 8.03 **Mitigation and Offset.** If a Participant obtains other employment after a Qualifying Termination, such other employment will not affect the Participant's rights or the Company's obligations under the Plan to provide Severance.

Section 8.04 **Severability.** The invalidity or unenforceability of any provision of the Plan shall not affect the validity or enforceability of any other provision of the Plan. If any provision of the Plan is held to be illegal, invalid, void or unenforceable, such provision shall be deemed modified, amended and narrowed to the extent necessary to render such provision legal, valid, and enforceable, and the other remaining provisions of the Plan shall not be affected but shall remain in full force and effect.

Section 8.05 **Headings and Subheadings.** Headings and subheadings contained in the Plan are intended solely for convenience and no provision of the Plan is to be construed by reference to the heading or subheading of any section or paragraph.

Section 8.06 **Unfunded Obligations.** The amounts to be paid to Participants under the Plan are unfunded obligations of the Company. The Company is not required to segregate any monies or other assets from its general funds with respect to these obligations. Participants shall not have any preference or security interest in any assets of the Company other than as a general unsecured creditor.

Section 8.07 **Successors.** The Plan will be binding upon any successor to Iteris, its assets, its businesses or its interest, in the same manner and to the same extent that Iteris would be obligated under the Plan if no succession had taken place. In the case of any transaction in which a successor would not by the foregoing provision or by operation of law be bound by the Plan, Iteris shall require any successor to Iteris to expressly and unconditionally assume the Plan in writing and honor the obligations of Iteris hereunder, in the same manner and to the same extent that Iteris would be required to perform if no succession had taken place. All payments and benefits that become due to a Participant under the Plan will inure to the benefit of his or her heirs, assigns, designees, or legal representatives.

Section 8.08 **Transfer and Assignment.** Neither a Participant nor any other person shall have any right to sell, assign, transfer, pledge, anticipate or otherwise encumber, transfer, hypothecate or convey any amounts payable under the Plan prior to the date that such amounts are paid, except that, in the case of a Participant's death, such amounts shall be paid to the Participant's beneficiaries.

Section 8.09 **Waiver.** Any party's failure to enforce any provision or provisions of the Plan will not in any way be construed as a waiver of any such provision or provisions, nor prevent any party from thereafter enforcing each and every other provision of the Plan.

Section 8.10 **Governing Law.** To the extent not pre-empted by federal law, the Plan shall be construed in accordance with and governed by the laws of California without regard to conflicts of law principles.

Section 8.11 **Clawback.** Any amounts payable under the Plan are subject to any policy (whether in existence as of the Effective Date or later adopted) established by the Company providing for clawback or recovery of amounts that were paid to the Participant. The Company will make any determination for clawback or recovery in its sole discretion and in accordance with any applicable law or regulation.

Section 8.12 **Withholding.** The Company shall have the right to withhold from any amount payable hereunder any Federal, state, and local taxes in order for the Company to satisfy any withholding tax obligation it may have under any applicable law or regulation.

Section 8.13 **Section 409A.**

(a) The Plan is intended to comply with Section 409A of the Code or an exemption thereunder and shall be construed and administered in accordance with Section 409A of the Code. Notwithstanding any other provision of the Plan, payments provided under the Plan may only be made upon an event and in a manner that complies with Section 409A of the Code or an applicable exemption. Any payments under the Plan that may be excluded from Section 409A of the Code either as separation pay due to an involuntary separation from service or as a short-term deferral shall be excluded from Section 409A of the Code to the maximum extent possible. For purposes of Section 409A of the Code, each installment payment provided under the Plan shall be treated as a separate payment. Any payments to be made under the Plan upon a termination of employment shall only be made upon a "separation from service" under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under the Plan comply with Section 409A of the Code and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest, or other expenses that may be incurred by a Participant on account of non-compliance with Section 409A of the Code. To the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, amounts reimbursable to the Participant under this Plan shall be paid to the Participant on or before the last day of the year following the year in which the expense was incurred and the amount of expenses eligible for reimbursement (and in-kind benefits provided) during any one (1) year may not effect amounts reimbursable or provided in any subsequent year.

(b) Notwithstanding any other provision of the Plan, if any payment or benefit provided to a Participant in connection with his or her Qualifying Termination is determined to constitute "nonqualified deferred compensation" within the meaning of Section 409A of the Code and the Participant is determined to be a "specified employee" as defined in Section 409A(a)(2)(b)(i) of the Code, then such payment or benefit shall not be paid until the first payroll date to occur following the six-month anniversary of the Qualifying Termination or, if earlier, on the Participant's death (the "**Specified Employee Payment Date**"). The aggregate of any payments that would otherwise have been paid before the Specified Employee Payment Date shall be paid to the Participant in a lump sum on the Specified Employee Payment Date and thereafter, any remaining payments shall be paid without delay in accordance with their original schedule. Notwithstanding any other provision of the Plan, if any payment or benefit is conditioned on the Participant's execution of a Severance Agreement, the first payment shall include all amounts that would otherwise have been paid to the Participant during the period beginning on the date of the Qualifying Termination and ending on the payment date if no delay had been imposed.

(c) To the extent required by Section 409A of the Code, each reimbursement or in-kind benefit provided under the Plan shall be provided in accordance with the following: (i) the amount of expenses eligible for reimbursement, or in-kind benefits provided, during each calendar year cannot affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other calendar year; and (ii) any right to reimbursements or in-kind benefits under the Plan shall not be subject to liquidation or exchange for another benefit.

Section 8.14 **Section 280G**

(a) Notwithstanding any other provision of this Plan to the contrary, if any Severance or Benefit Continuation provided or to be provided by the Company to a Participant or for a Participant's benefit pursuant to the terms of this Plan ("**Covered Payments**") constitute parachute payments ("**Parachute Payments**") within the meaning of the Code and would, but for this Section 8.14 be subject to the excise tax imposed under Section 4999 of the Code (or any successor provision thereto) or any similar tax imposed by state or local law or any interest or penalties with respect to such taxes (collectively, the "**Excise Tax**"), then prior to making the Covered Payments, a calculation shall be made comparing (i) the Net Benefit (as defined below) to the Participant of the Covered Payments after payment of the Excise Tax to (ii) the Net Benefit to the Participant if the Covered Payments are limited to the extent necessary to avoid being subject to the Excise Tax.

Only if the amount calculated under (i) above is less than the amount under (ii) above will the Covered Payments be reduced to the minimum extent necessary to ensure that no portion of the Covered Payments is subject to the Excise Tax (that amount, the "**Reduced Amount**"). "**Net Benefit**" shall mean the present value of the Covered Payments net of all federal, state, local, foreign income, employment and excise taxes.

(b) Any such reduction shall be made in accordance with Section 409A of the Code.

(c) Any determination required under this Section 8.14 shall be made in writing in good faith by the accounting firm that was the Company's independent auditor immediately before the change in control (the "**Accountants**") which shall provide detailed supporting calculations to the Company and the Participant as requested by the Company or the Participant. The Company and the Participant shall provide the Accountants with such information and documents as the Accountants may reasonably request in order to make a determination under this Section 8.14. For purposes of making the calculations and determinations required by this Section 8.14, the Accountants may rely on reasonable, good faith assumptions and approximations concerning the application of Section 280G and Section 4999 of the Code. The Accountants' determinations shall be final and binding on the Company and the Executive.

Section 8.15 **Limitation of Actions.** Any legal proceeding to recover benefits or to enforce or clarify rights under this Plan, or under any provision of law, statutory or otherwise must be brought within a period of one year following the exhaustion of administrative remedies under Section 6.04. All Participants waive the right to file any legal proceeding arising directly or indirectly out of this Plan under any longer statute of limitations.

Section 8.16 **No Right to Continued Employment**. Neither the establishment of the Plan, nor any modification thereof, nor the creation of any fund, trust or account, nor the payment of any benefits shall be construed as giving any Participant, or any person whomsoever, the right to be retained in the service of the Company, and all Participants shall remain subject to discharge to the same extent as if the Plan had never been adopted.

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joe Bergera, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Iteris, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 7, 2018

/s/ JOE BERGERA
Joe Bergera
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Andrew C. Schmidt, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Iteris, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2018

/s/ ANDREW C. SCHMIDT
Andrew C. Schmidt
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Iteris, Inc. (the “Company”) on Form 10-Q for the quarter ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Joe Bergera, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JOE BERGERA
Joe Bergera
Chief Executive Officer

February 7, 2018

A signed original of this written statement required by Section 906, or any other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Iteris, Inc. (the “Company”) on Form 10-Q for the quarter ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Andrew C. Schmidt, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ANDREW C. SCHMIDT
Andrew C. Schmidt
Chief Financial Officer

February 7, 2018

A signed original of this written statement required by Section 906, or any other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.