

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

Check the appropriate box:

- ☐ o Preliminary Proxy Statement
- ☐ o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ o Definitive Proxy Statement
- ☒ x Definitive Additional Materials
- ☐ o Soliciting Material under §240.14a-12

ITERIS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ x No fee required.
 - ☐ o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
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 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
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 - ☐ o Fee paid previously with preliminary materials.
 - ☐ o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
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Iteris Announces Board Transition

SANTA ANA, Calif. — August 28, 2019 — Iteris, Inc. (NASDAQ: ITI), the global leader in applied informatics for transportation and agriculture, today announced that Kevin C. Daly, Ph.D. has informed the Board of his intention if elected to serve on the Iteris Board of Directors until March 31, 2020, at which time he will step down from the Board. Iteris will retain a nationally recognized executive search firm to assist in the process of identifying independent candidates to serve as Dr Daly’s replacement.

Thomas L. Thomas, chairman of the Board, said: “The Company and the Board have benefited from Kevin’s valuable insights, guidance and leadership. We thank Kevin for his years of service to Iteris and for assisting us in providing an orderly transition period. The Board looks forward to finding a replacement with the knowledge, experience and skills to match the needs of our business as we grow and evolve. Further, the Company remains committed to implementing best practices in corporate governance, including the continuous refreshment of our Board.”

Dr Daly said: “I am honored to have served on the Board of Iteris for many years, during which time the Company has accumulated a valuable portfolio of intellectual property. While I remain very excited and enthusiastic about the Company’s future, I want to spend more time with my family and focus on other business pursuits. I look forward to the transition to another director who can help the Company achieve its future goals.”

About Iteris, Inc.

Iteris is the global leader in applied informatics for transportation and agriculture, turning big data into big breakthrough solutions. We collect, aggregate and analyze data on traffic, roads, weather, water, soil and crops to generate precise informatics that lead to safer transportation and smarter farming. Municipalities, government agencies, crop science companies, farmers and agronomists around the world use our solutions to make roads safer and travel more efficient, as well as farmlands more sustainable, healthy and productive. Visit www.iteris.com for more information and join the conversation on Twitter, LinkedIn and Facebook.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:

This release may contain forward-looking statements, which speak only as of the date hereof and are based upon our current expectations and the information available to us at this time. Words such as “believes,” “anticipates,” “expects,” “intends,” “plans,” “seeks,” “estimates,” “may,” “will,” “can,” and variations of these words or similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, statements about the Company’s future Board composition, transition of leadership, and our future performance, growth, opportunities and plans. Such statements are subject to certain risks, uncertainties, and assumptions that are difficult to predict and actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors.

Important factors that may cause such a difference include, but are not limited to, our ability to acquire and transition our Board in a cost-efficient and timely basis; our ability to attract, secure and integrate a properly qualified director; difficulties in managing company growth; failure to retain our key personnel; and ability of competition to attract and retain well-qualified directors. Further information on Iteris, Inc., including additional risk factors that may affect our forward-looking statements, as contained in our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, and our other SEC filings that are available through the SEC’s website (www.sec.gov).

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