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

**FORM 8-K
CURRENT REPORT**
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **December 7, 2007**

ITERIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-08762
(Commission File Number)

95-2588496
(IRS Employer Identification No.)

1700 Carnegie Avenue, Suite 100, Santa Ana, California 92705
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(949) 270-9400**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Board of Directors of Iteris, Inc. (the “Company”) approved the amendment of Sections 1 and 4 of Article V of the Company’s Bylaws, effective as of December 7, 2007, in connection with changes in Delaware law regarding uncertificated shares and to facilitate the Company’s eligibility to participate in a direct registration system by January 1, 2008, as required by the rules and regulations of the American Stock Exchange. As amended, Section 1 of Article V of the Bylaws enables the Board of Directors to provide by resolution or resolutions that some or all of any or all classes or series of the Company’s stock shall be represented by uncertificated shares, but any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Company. Previously, the Company’s Bylaws merely stated that every stockholder is entitled to have a certificate, signed by officers of the Company, certifying the number of shares owned by such stockholder. Section 4 of Article V was amended to include provisions for the transfer of uncertificated shares. A copy of the certificate of amendment to the Bylaws is attached as Exhibit 3.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Bylaws of Iteris, Inc. effective December 7, 2007

SIGNATURE

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

Dated: December 12, 2007

ITERIS, INC.,
a Delaware corporation

By: /S/ JAMES S. MIELE

James S. Miele
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Bylaws of Iteris, Inc. effective December 7, 2007

CERTIFICATE OF SECRETARY
AMENDMENT TO THE BYLAWS OF
ITERIS, INC.

The undersigned does hereby certify that:

- (1) He is the duly elected and acting secretary of Iteris, Inc., a Delaware corporation (the “Corporation”); and
- (2) Section 1 of Article V of the Bylaws of the Corporation shall be amended and restated to read in full as follows:

“Section 1. Form of Certificates.

The shares of stock of the Corporation shall be represented by certificates, provided that the Board of Directors of the Corporation may, subject to the limits imposed by law, provide by resolution or resolutions that some or all of any or all classes or series of the stock of the Corporation shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Every holder of stock represented by certificates shall be entitled to have a certificate signed, in the name of the Corporation (i) by the chairperson or vice-chairperson of the Board of Directors, or the president or a vice-president, and (ii) by the treasurer or an assistant treasurer, or the secretary or an assistant secretary, of the Corporation, representing the number of shares registered in certificate form. Certificates shall be in such form as the Board of Directors may from time to time prescribe, to the extent consistent with applicable law, provided that the Corporation shall not have the power to issue a certificate in bearer form.”

- (3) Section 4 of Article V of the Bylaws of the Corporation shall be amended and restated to read in full as follows:

“Section 4. Transfers.

Stock of the Corporation shall be transferable in the manner prescribed by applicable law and in these Bylaws. Transfers of stock shall be made on the books of the Corporation only by the registered holder thereof in person or by his or her attorney lawfully constituted in writing, (i) with regard to certificated shares, upon surrender for cancellation of certificates therefor properly endorsed for transfer and payment of all necessary transfer taxes, and (ii) with regard to uncertificated shares, upon delivery of proper transfer instructions and payment of all necessary transfer taxes and compliance with appropriate procedures for transferring shares in uncertificated form; provided, however, that such surrender and endorsement, compliance or payment of taxes shall not be required in any case in which the officers of the Corporation shall determine to waive such requirement.”

(4) The foregoing amendments to the Bylaws of the Corporation were duly adopted by the Board of Directors by unanimous written consent effective December 7, 2007.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to be effective as of the 7th day of December 2007.

/S/ JAMES S. MIELE
James S. Miele, Secretary