

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Fundamental Global Investors, LLC</u> (Last) (First) (Middle) <u>4201 CONGRESS STREET, SUITE 140</u> (Street) <u>CHARLOTTE NC 28209</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITERIS, INC. [ITI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.10 per share	06/12/2017		S		90,480	D	\$5.5	357,087 ⁽¹⁾⁽²⁾	I	Fundamental Global Partners Master Fund, LP
Common Stock, par value \$0.10 per share	06/12/2017		S		94,220	D	\$5.5	280,258 ⁽¹⁾⁽²⁾	I	Fundamental Global Partners, LP
Common Stock, par value \$0.10 per share	06/12/2017		S		135,800	D	\$5.5	1,642,349 ⁽¹⁾⁽²⁾	I	RELM Wireless Corporation
Common Stock, par value \$0.10 per share	06/13/2017		S		18,270	D	\$5.47	338,817 ⁽¹⁾⁽²⁾	I	Fundamental Global Partners Master Fund, LP
Common Stock, par value \$0.10 per share	06/13/2017		S		19,027	D	\$5.47	261,231 ⁽¹⁾⁽²⁾	I	Fundamental Global Partners, LP
Common Stock, par value \$0.10 per share	06/13/2017		S		27,421	D	\$5.47	1,614,928 ⁽¹⁾⁽²⁾	I	RELM Wireless Corporation
Common Stock, par value \$0.10 per share	06/14/2017		J ⁽³⁾		88,028	D	(3)	250,789 ⁽¹⁾⁽²⁾	I	Fundamental Global Partners Master Fund, LP
Common Stock, par value \$0.10 per share								10,751 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*

[Fundamental Global Investors, LLC](#)

(Last) (First) (Middle)

4201 CONGRESS STREET, SUITE 140

(Street)

CHARLOTTE NC 28209

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RELM WIRELESS CORP](#)

(Last) (First) (Middle)

7100 TECHNOLOGY DRIVE

(Street)

WEST MELBOURNE FL 32904

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cerminara Kyle](#)

(Last) (First) (Middle)

C/O FUNDAMENTAL GLOBAL INVESTORS, LLC
4201 CONGRESS STREET, SUITE 140

(Street)

CHARLOTTE NC 28209

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Johnson Lewis M](#)

(Last) (First) (Middle)

C/O FUNDAMENTAL GLOBAL INVESTORS, LLC
4201 CONGRESS STREET, SUITE 140

(Street)

CHARLOTTE NC 28209

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MOGLIA JOSEPH H

(Last) (First) (Middle)
C/O FUNDAMENTAL GLOBAL INVESTORS, LLC
4201 CONGRESS STREET, SUITE 140

(Street)
CHARLOTTE NC 28209

(City) (State) (Zip)

Explanation of Responses:

1. The Reporting Persons beneficially own in the aggregate 2,126,948 shares of Common Stock, which represent approximately 6.5% of the Company's outstanding shares of Common Stock. In addition, CWA Asset Management Group, LLC holds 16,050 shares of Common Stock for the accounts of individual investors, which represent approximately 0.5% of the Company's outstanding shares of Common Stock, and Mr. D. Kyle Cerminara, who serves on the Board of Directors of the Company, holds 2,605 shares of Common Stock and 8,146 RSUs granted to him as director compensation. The RSUs vest in full on March 3, 2018, subject to continued service. Fundamental Global Investors, LLC may be deemed to be a beneficial owner of the shares of Common Stock that are directly owned by Fundamental Global Partners, LP ("FGPP"), Fundamental Global Partners Master Fund, LP ("FGPM") and RELM Wireless Corporation ("RWC").
2. Due to their positions with Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara, Lewis M. Johnson and Joseph H. Moglia may be deemed to be beneficial owners of the shares of Common Stock disclosed as directly owned by FGPP and FGPM. Due to their positions with RWC, Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara and Johnson may be deemed to be a beneficial owners of the shares of Common Stock disclosed as directly owned by RWC. Each Reporting Person disclaims beneficial ownership of the shares referred to herein except to the extent of his or its pecuniary interest therein.
3. Withdrawal and redemption in-kind from FGPM to a limited partner.

FUNDAMENTAL GLOBAL
INVESTORS, LLC /s/ D. Kyle
Cerminara, Chief Executive
Officer, Partner and Manager
RELM WIRELESS CORP /s/
William P. Kelly, EVP and
Chief Financial Officer
/s/ D. Kyle Cerminara
/s/ Lewis M. Johnson
/s/ Joseph H. Moglia

06/14/2017

06/14/2017

06/14/2017

06/14/2017

06/14/2017

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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