
**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): **July 11, 2014**

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Departure of Chief Financial Officer.

On July 11, 2014, Chuck McBride notified Iteris, Inc. (the "Company") of his resignation from his position as Vice President of Finance and Chief Financial Officer of the Company, effective immediately.

(c) Appointment of Interim Chief Financial Officer.

As of July 14, 2014, Craig Christensen assumed the role of Interim Chief Financial Officer until a permanent replacement for Mr. McBride has been identified by the Company. As Interim Chief Financial Officer of the Company, Mr. Christensen will perform the functions of principal financial officer and principal accounting officer.

Mr. Christensen, age 36, has served as the Company's Controller since April 2012. Prior to joining the Company, Mr. Christensen served as the Corporate Controller and Director of Finance and Accounting at SM&A, a provider of competition and program management services, from 2007 until April 2012. Prior to joining SM&A, Mr. Christensen served as a Manager in the Assurance Advisory & Business Services practice at Ernst & Young LLP. Mr. Christensen is a Certified Public Accountant in the State of California and holds a Bachelor of Arts degree in Business Economics with an emphasis in Accounting from the University of California, Santa Barbara.

In connection with Mr. Christensen's appointment, his annual base salary was increased from \$165,000 per year to \$200,000 per year.

Item 7.01 Regulation FD Disclosure

On July 15, 2014, the Company issued a press release providing an update regarding the Company's earnings release and investor conference call to discuss its financial results for the fiscal fourth quarter and full year ended March 31, 2014. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed or furnished as a part of this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 15, 2014.

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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: July 15, 2014

ITERIS, INC.,
a Delaware corporation

By: /s/ Abbas Mohaddes
Abbas Mohaddes
Chief Executive Officer and President

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 15, 2014

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For Release at 2:20 p.m. PDT 07/15/14

Iteris Announces Management Changes and Updates Regarding Earnings Announcement

- Craig Christensen Appointed Interim CFO -

SANTA ANA, Calif. — July 15, 2014 — Iteris, Inc. (NYSE MKT: ITI), a leader in providing intelligent traffic management and weather information solutions, announced today that the company is continuing to work diligently with its auditors to complete the fiscal 2014 audit but will require additional time to complete its audit for the fiscal year ended March 31, 2014, primarily due to the time necessary to complete the review of certain complex, multi-element contracts. The company may have a material weakness in its internal controls over financial reporting related to certain of these multi-element contracts, but the Company has not yet completed its final evaluation in this regard. The Company plans to continue to work diligently with its auditors to complete the fiscal 2014 audit as soon as possible. Upon conclusion of the fiscal 2014 audit, Iteris will announce a new scheduled date for its conference call to discuss its fourth quarter and full year 2014 results.

Iteris also reports that Chuck McBride has resigned, effective July 11, 2014, from the position of vice president of finance and chief financial officer of the company. Mr. McBride served as the company's CFO for seven months, from his original appointment in December 2013. Craig Christensen has agreed to assume the role of interim CFO until the company has identified a permanent replacement. Mr. Christensen has served as the company's vice president and controller since April 2012. In his roles of increasing responsibility with Iteris, he has become closely involved with all of the company's accounting procedures.

Prior to joining Iteris, Christensen served as the corporate controller and director of finance and accounting at SM&A, a provider of competition and program management services, from 2007 through April 2012. Prior to joining SM&A, Christensen served as a manager in the assurance advisory & business services practice at Ernst & Young LLP. Christensen is a Certified Public Accountant and holds a Bachelor of Arts degree in Business Economics with an emphasis in Accounting from the University of California, Santa Barbara.

About Iteris, Inc.

Iteris, Inc. (NYSE MKT: ITI) is a leader in providing intelligent information solutions to the traffic management market. The company is focused on the development and application of advanced technologies and software-based information systems that reduce traffic congestion, provide measurement, management, and predictive traffic and weather analytics, and improve the safety of surface transportation systems. By combining its unique IP, products, decades of expertise in traffic management, hyper-local weather solutions and information technologies, Iteris offers a broad range of Intelligent Transportation System (ITS) solutions to customers worldwide. The firm is headquartered in Santa Ana, California, with offices nationwide and in the Middle East. For more information, please call 1-888-329-4483 or visit us at www.iteris.com.

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 completion of the audit of the company's consolidated financial statements for the fiscal year ended March 31, 2014 and our release of earnings for fiscal 2014. Such statements are not guarantees of future performance and 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, the ability of our auditors to complete the audit of our financial statements on a timely basis; management's ability to adequately respond to any follow-up inquiries of our auditor; or the completion of any additional procedures and/or testing required by our auditors. Further information on Iteris, Inc., including additional risk factors that may affect our forward-looking statements, is 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).

Investor Relations

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