

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response: 0.5

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>04/28/2017</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	04/28/2017		J <sup>(3)</sup>		125,624	D	\$5.22	447,567 <sup>(1)(2)</sup>	I	Fundamental Global Partners Master Fund, LP
Common Stock, par value \$0.10 per share	04/28/2017		J <sup>(3)</sup>		125,624	A	\$5.22	374,478 <sup>(1)(2)</sup>	I	Fundamental Global Partners, LP
Common Stock, par value \$0.10 per share								1,778,149 <sup>(1)(2)</sup>	I	RELM Wireless Corporation
Common Stock, \$0.10 par value per share								10,751 <sup>(1)</sup>	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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

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)		
--	--	--

1. Name and Address of Reporting Person*		
<a href="#">RELM WIRELESS CORP</a>		
(Last)	(First)	(Middle)
7100 TECHNOLOGY DRIVE		
(Street)		
WEST MELBOURNE	FL	32904
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Cerninara Kyle</a>		
(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*		
<a href="#">Johnson Lewis M</a>		
(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*		
<a href="#">MOGLIA JOSEPH H</a>		
(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 2,600,194 shares of Common Stock, which represent approximately 8.1% 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 Cerninara, 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. Cerninara, 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. Cerninara 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. Represents a cross-trade between FGPM and FGPP, in which FGPM disposed of and FGPP acquired the reported shares. Accordingly, there was no change in the aggregate beneficial ownership of the Reporting Persons.

[FUNDAMENTAL GLOBAL  
INVESTORS, LLC /s/ D. Kyle  
Cerninara, Chief Executive  
Officer, Partner and Manager](#) 05/03/2017

<u>RELM WIRELESS CORP /s/</u>	
<u>William P. Kelly, EVP and</u>	<u>05/03/2017</u>
<u>Chief Financial Officer</u>	
<u>/s/ D. Kyle Cerminara</u>	<u>05/03/2017</u>
<u>/s/ Lewis M. Johnson</u>	<u>05/03/2017</u>
<u>/s/ Joseph H. Moglia</u>	<u>05/03/2017</u>
** 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.**