

---

---

**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): **February 28, 2017**

**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**  
(Address of principal executive offices)

**92705**  
(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
- 
-

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

On February 23, 2017, the Board of Directors of Iteris, Inc. (the “Company”) increased the authorized number of directors to seven from six and appointed Scott E. Deeter to fill the vacancy created by the increase. Mr. Deeter will serve for the term expiring at the Company’s 2017 Annual Meeting of Stockholders (the “Annual Meeting”) and will stand for election by the stockholders at the Annual Meeting.

Mr. Deeter, age 53, has served as Ventria Bioscience Inc.’s President and CEO and as a director since 2002. Ventria is the first company to commercialize recombinant proteins derived from a plant-based manufacturing system. From 1999 to 2001, he served as President and CEO and as a director of CyberCrop.com Incorporated, a supply chain software company connecting producers with their markets to optimize quality, logistics and efficiency. From 1996 to 1998, Mr. Deeter served as Vice President of Agriculture of Koch Industries, Inc. Previously, Mr. Deeter held various positions at Cargill, Incorporated as well as started and led a joint venture between Cargill and F. Hoffmann-La Roche, Ltd. that commercialized pharmaceutical intermediates and functional food ingredients. Earlier in his career, Mr. Deeter was a member of the Technology and Life Sciences Group of Salomon Brothers Inc. He is a graduate of the University of Kansas (BSc-Economics); University of Chicago (MBA); and London School of Economics (MSc-Economics). Mr. Deeter is a proven leader who is widely known across entrepreneurial sectors of the agribusiness and agricultural biotech industry.

As a non-employee director of the Company, Mr. Deeter will receive the same cash and equity compensation as each of the Company’s other non-employee directors. There is no arrangement or understanding between Mr. Deeter and any other person pursuant to which he was elected as a director of the Company. There is no familial relationship between Mr. Deeter and any other director or executive officer of the Company, and there are no transactions between Mr. Deeter and the Company that would require disclosure under Item 404(a) of Regulation S-K.

The Board did not appoint Mr. Deeter to a committee of the Board of Directors of the Company at this time. Currently, the members and respective chairpersons of the standing committees of the Board are as set forth below; however, the Board reserves the right to change the composition of the committees of the Board at any time and from time to time without notice to the stockholders, except as required by law.

Nominating and Corporate Governance Committee

Kevin Daly, Ph.D  
Gerard Mooney (Chairman)  
Mikel Williams

Audit Committee

Kevin Daly, Ph.D.  
Gerard Mooney  
Mikel Williams (Chairman)

Compensation Committee

D. Kyle Cerminara  
Kevin Daly, Ph.D.  
Tom Thomas (Chairman)

Finance and Strategy Committee

D. Kyle Cerminara  
Gerard Mooney  
Kevin Daly, Ph.D. (Chairman)  
Tom Thomas

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated February 28, 2017, announcing its election of Scott E. Deeter to the Board of Directors of Iteris, Inc.

**SIGNATURE**

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

Dated: February 28, 2017

ITERIS, INC.,  
a Delaware corporation

By: /S/ JOE BERGERA  
Joe Bergera  
Chief Executive Officer and President

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated February 28, 2017, announcing its election of Scott E. Deeter to the Board of Directors of Iteris, Inc.



For Release at 1:05 p.m. PST 2/28/17

**Scott Deeter Joins Iteris Board of Directors***Agriculture Biotech Pioneer to Accelerate ClearAg Digital Farming Platform Expansion*

**SANTA ANA, CALIF. — February 28, 2017** — Iteris, Inc. (NASDAQ: ITI), the global leader in applied informatics for transportation and agriculture, today announced that Scott Deeter, president and CEO of Ventria, has been elected to its Board of Directors.

Deeter has served as Ventria's President and CEO and as a director since 2002. Ventria is the first company to commercialize recombinant proteins derived from a plant-based manufacturing system.

"We are very pleased for Scott to join Iteris as an independent director," said Tom Thomas, Chairman of the Board for Iteris. "Our entire board is impressed with Scott's proven business acumen and insights into emerging markets for technology, as well as his broad understanding of the agriculture value chain. As a highly regarded entrepreneur, Scott will contribute substantial value to Iteris, drawing on his extensive background in pioneering and commercializing new technologies."

"Iteris ClearAg® delivers science-based insights to make agriculture more sustainable and productive," said Deeter. "There is a profound need to optimize the use of farmland to generate food, fiber and fuel for billions of people now and in the future. ClearAg, which is used by growers, crop scientists, and field service personnel around the world, is uniquely positioned to address this critical challenge."

Prior to Ventria, Deeter served as President and CEO and as a director of CyberCrop, a supply chain software company connecting producers with their markets to optimize quality, logistics and efficiency. Previously, Mr. Deeter started and led a joint venture between Cargill and F. Hoffmann-La Roche that commercialized pharmaceutical intermediates and functional food ingredients. Earlier in his career he was a member of the Technology and Life Sciences Group of Salomon Brothers. He is a graduate of the University of Kansas (BSc-Economics); University of Chicago (MBA); and London School of Economics (MSc-Economics).

**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](http://www.iteris.com) for more information.

**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," "outlooks," "target," "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 impact and expected contribution of our new director. 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, impact the new director will have on the company; our ability to be (and remain) competitive in new and existing market segments, and the impact of general economic, political and other conditions in the markets we address. 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](http://www.sec.gov)).

**Iteris Press Contact**

Tom Roberts  
Tel: (949) 270-9572  
Email: [tlr@iteris.com](mailto:tlr@iteris.com)

**Iteris Investor Contact**

Todd Kehrli  
Tel: (323) 468-2300  
Email: [iti@mkr-group.com](mailto:iti@mkr-group.com)

---