

**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): **September 28, 2018**

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously announced, effective as of September 28, 2018, Iteris, Inc. (the "**Company**") entered into Amendment No. 2 (the "**Amendment**") to the Rights Agreement (the "**Rights Agreement**"), dated as of August 20, 2009, by and between the Company and Computershare Trust Company, N.A., as rights agent. The Amendment accelerated the expiration of the Rights (as defined in the Rights Agreement) from 5:00 p.m., New York City time, on August 20, 2019 to 5:00 p.m., New York City time, on September 28, 2018, and had the effect of terminating the Rights Agreement at that time. At such time, all of the Rights distributed to the holders of the Company's common stock pursuant to the Rights Agreement expired.

In connection with expiration of the Rights Agreement, on September 28, 2018 the Company filed a Certificate of Elimination (the "**Certificate of Elimination**") with the Secretary of State of the State of Delaware pursuant to Section 151(g) of the Delaware General Corporation Law, to eliminate the one hundred thousand (100,000) shares of authorized shares of preferred stock of the Company that were designated as Series A Junior Participating Preferred Stock, par value \$1.00 per share (the "**Series A Preferred Stock**"), by a Certificate of Designation (the "**Series A Certificate of Designation**") filed with the Office of the Secretary of State of the State of Delaware on August 21, 2009, which certificate established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions of the Series A Preferred Stock. As a result of the filing of the Certificate of Elimination, all one hundred thousand (100,000) shares of Series A Preferred Stock resumed the status of authorized and undesignated shares of preferred stock, par value \$1.00 per share, of the Company. The foregoing summary of the Certificate of Elimination is qualified in its entirety by reference to the Certificate of Elimination attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
3.1	Certificate of Elimination of the Series A Junior Participating Preferred Stock of Iteris, Inc.
	1

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Elimination of the Series A Junior Participating Preferred Stock of Iteris, Inc.
	2

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: October 1, 2018

ITERIS, INC.

By: /s/ JOE BERGERA
Joe Bergera
Chief Executive Officer

**CERTIFICATE OF ELIMINATION OF THE
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF ITERIS, INC.**

Iteris, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), certifies as follows:

FIRST: The “Certificate of Designations of Series A Junior Participating Preferred Stock” filed on or about August 21, 2009 and constituting part of the Corporation’s Restated Certificate of Incorporation (the “Certificate of Designations”) authorizes the issuance of 100,000 shares of preferred stock of the Corporation, designated as Series A Junior Participating Preferred Stock (the “Series A Preferred Stock”).

SECOND: Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “DGCL”), the Board of Directors of the Corporation adopted the following resolutions:

RESOLVED, that none of the authorized shares of Series A Preferred Stock are outstanding, and none will be issued by the Corporation subject to the Certificate of Designations; and

RESOLVED, that the Secretary of the Corporation is authorized and directed to execute a Certificate of Elimination as provided by Section 151(g) of the Delaware General Corporation Law in accordance with Section 103 of the Delaware General Corporation Law, substantially in the form attached as an exhibit to these resolutions, with such changes therein as the Secretary may approve and as are permitted by the Delaware General Corporation Law to be made by such officer, such approval to be conclusively evidenced by the Secretary’s execution of such Certificate of Elimination, and to file the same forthwith in the Office of the Secretary of State of the State of Delaware, and when such Certificate of Elimination becomes effective, all references to the Series A Preferred Stock in the Restated Certificate of Incorporation shall be eliminated and the shares of the Series A Preferred Stock shall resume the status of authorized and unissued shares of preferred stock of the Corporation, without designation as to series.

THIRD: Pursuant to the provisions of Section 151(g) of the DGCL, all references to Series A Preferred Stock in the Corporation’s Restated Certificate of Incorporation are hereby eliminated, and the shares that were designated to such series hereby are returned to the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by Andrew C. Schmidt, its Chief Financial Officer and Secretary, this 28th day of September 2018.

By: /s/ ANDREW C. SCHMIDT
Name: Andrew C. Schmidt
Title: Chief Financial Officer and Secretary