
**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): **January 26, 2016**

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 26, 2016, the Board of Directors of Iteris, Inc. (the “Company”) approved the transfer of the listing of the Company’s common stock, par value \$0.10 per share (the “Common Stock”), from NYSE MKT to The NASDAQ Stock Market LLC (“NASDAQ”). On January 27, 2016, the Company provided written notice to NYSE MKT that it intends to voluntarily delist the Common Stock from the NYSE MKT effective as of the close of trading on February 5, 2016 and to transfer the listing to NASDAQ. The Common Stock has been approved for listing on NASDAQ and is expected to commence trading on the NASDAQ Capital Market on February 8, 2016.

A copy of the press release issued by the Company announcing the transfer to NASDAQ is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 27, 2016 of Iteris, Inc.

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: January 27, 2016

ITERIS, INC.,
a Delaware corporation

By: /S/ ANDREW C. SCHMIDT
Andrew C. Schmidt
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 27, 2016 of Iteris, Inc.



Iteris Announces Move to NASDAQ Stock Market

-Ticker Symbol Will Remain "ITI"-

SANTA ANA, Calif. — January 27, 2016 - Iteris, Inc. (NYSE MKT: ITI), a leader in providing information solutions to the transportation and agriculture markets, announced that it has met the listing criteria for the NASDAQ Capital Market and will move its listing from NYSE MKT to the NASDAQ Capital Market, effective with the start of trading on February 8, 2016. Iteris will continue to trade under its existing ticker symbol "ITI". Iteris common stock will trade on the NYSE MKT until the market close on February 5, 2016.

"We look forward to joining the impressive group of leading technology companies already listed on the NASDAQ," said Andy Schmidt, Chief Financial Officer of Iteris. "We believe that NASDAQ will provide greater visibility for our company within the investment community, as well as provide a more efficient exchange for our shareholders."

"We are extremely pleased to welcome Iteris to Nasdaq," said Bob McCooey, Senior Vice President, Listing Services at Nasdaq. "We are confident that a listing with Nasdaq will provide Iteris with enhanced visibility, greater liquidity and increased exposure to the institutional investment community. We look forward to our partnership with Iteris in the years to come."

About Iteris, Inc.

Iteris, Inc. (NYSE MKT: ITI) is a leader in providing information solutions to the transportation and agriculture markets. The company is focused on providing information and guidance to practitioners in these markets to improve their effectiveness and efficiency. By combining its expertise, unique IP, and information infrastructure in a suite of products and services, Iteris offers a broad range of solutions to both domestic US and international customers. The firm is headquartered in Santa Ana, California, with offices throughout the US and in selected foreign countries. For more information, please visit www.iteris.com or call 1-888-329-4483. Also visit us on Facebook, Twitter, LinkedIn, and YouTube.

Contact:

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