

## 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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>SUBIN NEIL S</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ITERIS, INC.</u> [ <u>ITI</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
(Last) (First) (Middle)  <u>3300 SOUTH DIXIE HIGHWAY</u> <u>SUITE 1-365</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2018</u>	
(Street) <u>WEST PALM BEACH</u> <u>FL</u> <u>33405</u>  (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	02/08/2018		S		2,388	D	\$6.0725 <sup>(1)</sup>	95,527 <sup>(2)(3)</sup>	I	By Trust A-2 - Lloyd I. Miller
Common Stock	02/08/2018		S		29,874	D	\$6.0725 <sup>(1)</sup>	1,195,162 <sup>(2)(3)</sup>	I	By LIM III - Trust A-4
Common Stock	02/08/2018		S		29,874	D	\$6.0725 <sup>(1)</sup>	1,195,161 <sup>(2)(3)</sup>	I	By MBM - Trust A-4
Common Stock	02/08/2018		S		4,625	D	\$6.0725 <sup>(1)</sup>	185,050 <sup>(2)(3)</sup>	I	By Trust C - Lloyd I. Miller
Common Stock	02/08/2018		S		1,378	D	\$6.0725 <sup>(1)</sup>	55,138 <sup>(2)(3)</sup>	I	By Trust D - Lloyd I. Miller
Common Stock	02/08/2018		S		949	D	\$6.0725 <sup>(1)</sup>	40,965 <sup>(2)(3)</sup>	I	By Lloyd I. Miller, III Revocable Trust
Common Stock	02/08/2018		S		34,779	D	\$6.0725 <sup>(1)</sup>	1,391,372 <sup>(2)(3)</sup>	I	By Milfam II L.P.
Common Stock	02/08/2018		S		8,887	D	\$6.0725 <sup>(1)</sup>	355,527 <sup>(2)(3)</sup>	I	By Milfam I L.P.
Common Stock	02/08/2018		S		769	D	\$6.0725 <sup>(1)</sup>	30,750 <sup>(2)(3)</sup>	I	By LIMFAM LLC

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

