

**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 9, 2021**

**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 (17 CFR 230.425)  
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, \$0.10 par value</b>	<b>ITI</b>	<b>The Nasdaq Stock Market LLC</b>

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 5.07 Submission of Matters to a Vote of Security Holders.**

On September 9, 2021, Iteris, Inc. (the “Company”) held its 2021 Annual Meeting of Stockholders (the “Annual Meeting”). The total number of shares of the Company’s common stock represented in person or by proxy at the Annual Meeting was 34,490,094 or 81.57% of the issued and outstanding shares as of the record date for the Annual Meeting. At the Annual Meeting, the Company’s stockholders (i) elected the six persons set forth below under “Proposal One: Election of Directors” to the Company’s Board of Directors; (ii) approved, the Amendment and Restatement of the Company’s 2016 Omnibus Incentive Plan as disclosed in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 27, 2021 (the “Proxy Statement”); (iii) approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the Company’s Proxy Statement; and (iii) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2022.

The detailed voting results on matters submitted to a vote of the stockholders at the Annual Meeting were as follows:

**Proposal 1: Election of Directors**

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
J. Joseph (“Joe”) Bergera	22,848,827	2,853,314	18,250	8,769,703
Anjali Joshi	22,810,989	1,583,917	1,325,485	8,769,703
Gerard M. Mooney	21,940,124	1,627,284	2,152,983	8,769,703
Laura L. Siegal	21,961,866	1,587,815	2,170,710	8,769,703
Thomas L. Thomas	21,775,848	3,084,036	860,507	8,769,703
Dennis W. Zank	21,999,820	1,566,963	2,153,608	8,769,703

**Proposal 2: Amendment and Restatement of the Company’s 2016 Omnibus Incentive Plan**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
19,221,381	6,390,107	108,903	8,769,703

**Proposal 3: Advisory Vote Regarding Executive Compensation**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
22,483,677	3,122,409	114,305	8,769,703

**Proposal 4: Ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2022**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
31,073,754	3,412,962	3,378	0

**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: September 14, 2021

ITERIS, INC.,  
a Delaware corporation

By: /S/ DOUGLAS L. GROVES  
Douglas L. Groves  
Chief Financial Officer

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