

**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): **August 26, 2019**

**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

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

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

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

On August 26, 2019, Kevin C. Daly, Ph.D. notified the Chairman of the Board of Directors (the “Board”) of Iteris, Inc. (the “Company”) that, assuming he is re-elected to the Board of the Company at the Company’s 2019 annual meeting of stockholders, he has decided to resign as a member of the Board effective March 31, 2020. Dr. Daly decided to resign to pursue other opportunities and not because of any disagreements with management or the Board on any matter relating to the Company’s operations, policies or practices.

A copy of the Company’s press release announcing Dr. Daly’s resignation is attached hereto as Exhibit 99.1.

**Item 9.01      Financial Statements and Exhibits.**

(d) The following exhibit is being filed with this Current Report on Form 8-K.

<u>Exhibit</u>	<u>Description</u>
99.1	<a href="#"><u>Press release, dated August 28, 2019, announcing board transition.</u></a>

**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: August 28, 2019

ITERIS, INC.

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



## Iteris Announces Board Transition

**SANTA ANA, Calif. — August 28, 2019** — Iteris, Inc. (NASDAQ: ITI), the global leader in applied informatics for transportation and agriculture, today announced that Kevin C. Daly, Ph.D. has informed the Board of his intention if elected to serve on the Iteris Board of Directors until March 31, 2020, at which time he will step down from the Board. Iteris will retain a nationally recognized executive search firm to assist in the process of identifying independent candidates to serve as Dr Daly’s replacement.

Thomas L. Thomas, chairman of the Board, said: “The Company and the Board have benefited from Kevin’s valuable insights, guidance and leadership. We thank Kevin for his years of service to Iteris and for assisting us in providing an orderly transition period. The Board looks forward to finding a replacement with the knowledge, experience and skills to match the needs of our business as we grow and evolve. Further, the Company remains committed to implementing best practices in corporate governance, including the continuous refreshment of our Board.”

Dr Daly said: “I am honored to have served on the Board of Iteris for many years, during which time the Company has accumulated a valuable portfolio of intellectual property. While I remain very excited and enthusiastic about the Company’s future, I want to spend more time with my family and focus on other business pursuits. I look forward to the transition to another director who can help the Company achieve its future goals.”

### 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 and join the conversation on Twitter, LinkedIn and Facebook.

### 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,” “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 Company’s future Board composition, transition of leadership, and our future performance, growth, opportunities and plans. Such statements 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, our ability to acquire and transition our Board in a cost-efficient and timely basis; our ability to attract, secure and integrate a properly qualified director; difficulties in managing company growth; failure to retain our key personnel; and ability of competition to attract and retain well-qualified directors. Further information on Iteris, Inc., including additional risk factors that may affect our forward-looking statements, as 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)).

### Investor Relations

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

### Media Contact

David Sadeghi  
Tel: (949) 270-9523  
Email: [dsadeghi@iteris.com](mailto:dsadeghi@iteris.com)