

ITERIS, INC.
Form SC 13D/A
September 20, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

ITERIS, INC.
(Name of Issuer)

Common Stock, \$0.10 par value per share
(Title of Class of Securities)

46564T107
(CUSIP Number)

D. Kyle Cerminara
Fundamental Global Investors, LLC
4201 Congress Street, Suite 140
Charlotte, North Carolina 28209
(704) 323-6851

William P. Kelly
RELM Wireless Corporation
7100 Technology Drive
West Melbourne, Florida 32904
(321) 984-1414

With a copy to:
Derek D. Bork
Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, Ohio 44114
(216) 566-5500
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 15, 2017
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME
OF
REPORTING
PERSON

Fundamental
Global
Investors,
LLC
CHECK
THE
APPROPRIATE
BOX

2 IF A (a) (b)
MEMBER
OF A
GROUP

3 SEC
USE
ONLY

4 SOURCE
OF
FUNDS

5 AF
CHECK
IF
DISCLOSURE
OF
LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO
ITEM
2(d)
or
2(e)

6 CITIZENSHIP
OR
PLACE
OF

ORGANIZATION

	North Carolina	SOLE VOTING POWER
	7	
	0	SHARED VOTING POWER
NUMBER OF SHARES	8	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,746,743	SOLE DISPOSITIVE POWER
	9	
	0	SHARED DISPOSITIVE POWER
	10	
	1,746,743	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
	1,746,743	
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW
(11)

5.4%
TYPE
OF
REPORTING
PERSON

14

OO

1	NAME OF REPORTING PERSON
2	Fundamental Global Partners, LP CHECK THE APPROPRIATE BOX IF A (a) (b) MEMBER OF A GROUP
3	SEC USE ONLY
4	SOURCE OF FUNDS
5	WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6	CITIZENSHIP OR PLACE

OF
ORGANIZATION

Delaware

SOLE
VOTING
7 POWER

0
SHARED
VOTING
8 POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

143,368
SOLE
DISPOSITIVE
9 POWER

0
SHARED
DISPOSITIVE
10 POWER

11

143,368
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
REPORTING
PERSON

12

143,368
CHECK
IF
THE
AGGREGATE
AMOUNT
IN
ROW
(11)
EXCLUDES
CERTAIN
SHARES

13

PERCENT
OF
CLASS
REPRESENTED
BY
AMOUNT
IN

ROW
(11)

0.4%
TYPE
OF
REPORTING
PERSON

14

PN

	NAME OF REPORTING PERSON
1	Fundamental Global Partners Master Fund, LP
	CHECK THE APPROPRIATE BOX
2	IF A (a) (b) MEMBER OF A GROUP
	SEC USE ONLY
3	
	SOURCE OF FUNDS
4	
	WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
5	
	CITIZENSHIP OR
6	

PLACE OF ORGANIZATION	
	Cayman Islands
	SOLE VOTING 7 POWER
NUMBER OF SHARES	0 SHARED VOTING 8 POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	136,728 SOLE DISPOSITIVE 9 POWER
	0 SHARED DISPOSITIVE 10 POWER
11	136,728 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
12	136,728 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY

AMOUNT
IN
ROW
(11)

0.4%
TYPE
OF
REPORTING
PERSON

14

PN

1 NAME
OF
REPORTING
PERSON

2 RELM
Wireless
Corporation
CHECK
THE
APPROPRIATE
BOX
IF A (a) (b)
MEMBER
OF A
GROUP

3 SEC
USE
ONLY

4 SOURCE
OF
FUNDS

5 WC
CHECK
IF
DISCLOSURE
OF
LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO
ITEM
2(d)
or
2(e)

6 CITIZENSHIP
OR
PLACE
OF
ORGANIZATION

	Nevada	
	SOLE	
	VOTING	
	7 POWER	
	0	
	SHARED	
	VOTING	
NUMBER OF	8 POWER	
SHARES		
BENEFICIALLY	1,466,647	
OWNED BY	SOLE	
EACH	DISPOSITIVE	
REPORTING	9 POWER	
PERSON WITH		
	0	
	SHARED	
	DISPOSITIVE	
	10 POWER	
	1,466,647	
	AGGREGATE	
	AMOUNT	
	BENEFICIALLY	
11	OWNED BY	
	REPORTING	
	PERSON	
	1,466,647	
	CHECK	
	IF	
	THE	
	AGGREGATE	
	AMOUNT	
12	IN	
	ROW	
	(11)	
	EXCLUDES	
	CERTAIN	
	SHARES	
13	PERCENT	
	OF	
	CLASS	
	REPRESENTED	
	BY	
	AMOUNT	
	IN	
	ROW	
	(11)	

14

4.5%
TYPE
OF
REPORTING
PERSON

CO

1 NAME
OF
REPORTING
PERSON

D.
Kyle
Cerminara

CHECK
THE
APPROPRIATE
BOX

2 IF A (a) (b)
MEMBER
OF A
GROUP

3 SEC
USE
ONLY

4 SOURCE
OF
FUNDS

5 OO;
AF
CHECK
IF
DISCLOSURE
OF
LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO
ITEM
2(d)
or
2(e)

6 CITIZENSHIP
OR
PLACE
OF

ORGANIZATION

	United States of America
	SOLE VOTING POWER
7	
	10,751* SHARED VOTING POWER
8	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,746,743 SOLE DISPOSITIVE POWER
9	
	10,751* SHARED DISPOSITIVE POWER
10	
	1,746,743
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
	1,757,494*
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY

14 AMOUNT
IN
ROW
(11)

5.4%
TYPE
OF
REPORTING
PERSON

IN

*Includes 8,146 restricted stock units.

This Amendment No. 6 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 6”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on February 26, 2016 (as amended, the “Schedule 13D” or this “Statement”), with respect to the Common Stock, \$0.10 par value per share (the “Common Stock”), of Iteris, Inc., a Delaware corporation (the “Company”). Capitalized terms used but not defined in this Amendment No. 6 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 6, the Schedule 13D remains unchanged.

Item 3. Source and Amount of Funds or Other Consideration.

The total cost for purchasing the Common Stock reported as owned by the Reporting Persons, including brokerage commissions, was approximately as follows: FGPP, \$724,382, FGPM, \$519,115, and RELM, \$2,709,791. The source of these funds was working capital of FGPP, FGPM, and RELM, as applicable.

The Common Stock reported as owned by Mr. Cerminara was received as compensation for his service as a director of the Company. On September 1, 2016, Mr. Cerminara received 2,605 restricted stock units, which vested in full on October 26, 2016. On March 3, 2017, Mr. Cerminara received 8,146 restricted stock units, which vest on the date of the Company’s 2017 annual meeting of shareholders. Each restricted stock unit represents the right to receive one share of Common Stock.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons beneficially own in the aggregate 1,757,494 shares of Common Stock, which represents approximately 5.4% of the Company’s outstanding shares of Common Stock.

Each of FGPP, FGPM and RELM directly holds the number and percentage of shares of Common Stock disclosed as beneficially owned by it in the applicable table set forth on the cover page to this Statement. Share purchases by RELM were made through Tactical Capital Investments LLC, a Delaware limited liability company and a wholly-owned subsidiary of RELM. None of the other Reporting Persons or, to the Reporting Persons’ knowledge, any individuals identified on Schedule B to the Schedule 13D directly holds any of the shares of Common Stock disclosed in this Statement, except as previously described in Item 5 of the Schedule 13D or as described below.

100 shares of Common Stock are held by RELM of record; the remaining shares of Common Stock held by RELM are in an account that is managed by CWA Asset Management Group, LLC (doing business as “Capital Wealth Advisors”). CWA Asset Management Group, LLC provides wealth management, estate planning and family office services to individual investors. Fundamental Global Investors, LLC owns 50% of CWA Asset Management Group, LLC. In addition, CWA Asset Management Group, LLC holds 99,578 shares of Common Stock for the accounts of individual investors, which represents approximately 0.3% of the Company’s outstanding shares of Common Stock.

Each percentage ownership of shares of Common Stock set forth in this Statement is based on the 32,566,210 shares of Common Stock reported by the Company as outstanding as of August 1, 2017 in its Registration Statement on Form S-3 filed with the Securities and Exchange Commission on September 1, 2017.

(c) The transactions effected by the Reporting Persons in the Common Stock through the open market since the filing of Amendment No. 5 to the Reporting Persons’ Schedule 13D on August 22, 2017 are set forth on Schedule A to this Statement.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Pursuant to rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Amendment No. 6, which agreement is set forth on the signature page to this Statement.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: September 19, 2017

FUNDAMENTAL GLOBAL PARTNERS, LP,
by Fundamental Global Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Partner and Manager

FUNDAMENTAL GLOBAL PARTNERS MASTER FUND, LP,
by FG Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Manager

FUNDAMENTAL GLOBAL INVESTORS, LLC

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Chief Executive Officer, Partner and Manager

FGI FUNDS MANAGEMENT, LLC

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Manager

D. KYLE CERMINARA

/s/ D. Kyle Cerminara

LEWIS M. JOHNSON

/s/ Lewis M. Johnson

JOSEPH H. MOGLIA

/s/ Joseph H. Moglia

RELM WIRELESS CORPORATION

/s/ William P. Kelly

William P. Kelly

EVP and Chief Financial Officer

Schedule A

Transactions by the Reporting Persons in the Common Stock since August 22, 2017:

Fundamental Global Partners Master Fund, LP (FGPM):

Transaction Date	Number of Shares Bought/(Sold)	Price Per Share (\$)
9/12/2017	(62,247)	\$ 6.3114
9/13/2017	(12,753)	\$ 6.3088
9/14/2017	(5,788)	\$ 6.3193
9/15/2017	(33,273)	\$ 6.1246

Fundamental Global Partners, LP (FGPP):

Transaction Date	Number of Shares Bought/(Sold)	Price Per Share (\$)
9/12/2017	(64,321)	\$ 6.3114
9/13/2017	(13,178)	\$ 6.3088
9/14/2017	(5,981)	\$ 6.3193
9/15/2017	(34,383)	\$ 6.1246

RELM Wireless Corporation:

Transaction Date	Number of Shares Bought/(Sold)	Price Per Share (\$)
9/12/2017	(80,922)	\$ 6.3114
9/13/2017	(16,579)	\$ 6.3088
9/14/2017	(7,524)	\$ 6.3193
9/15/2017	(43,256)	\$ 6.1246