

SUBIN NEIL S
Form 4
February 28, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUBIN NEIL S

(Last) (First) (Middle)
3300 SOUTH DIXIE
HIGHWAY, SUITE 1-365

(Street)

WEST PALM BEACH, FL 33405

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ITERIS, INC. [ITI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Former 10% Owner

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 | 02/27/2019 | | S | | 53,624 | D | \$ 4.25 | 34,911 ⁽¹⁾ ⁽²⁾ I | By Trust A-2 - Lloyd I. Miller |
| Common Stock | 02/27/2019 | | S | | 670,904 | D | \$ 4.25 | 436,782 ⁽¹⁾ ⁽²⁾ I | By LIM III - Trust A-4 |
| Common Stock | 02/27/2019 | | S | | 670,904 | D | \$ 4.25 | 436,781 ⁽¹⁾ ⁽²⁾ I | By MBM - Trust A-4 |
| Common Stock | 02/27/2019 | | S | | 103,877 | D | \$ 4.25 | 67,627 ⁽¹⁾ ⁽²⁾ I | By Trust C - Lloyd I. Miller |
| | 02/27/2019 | | S | | 30,952 | D | | 20,150 ⁽¹⁾ ⁽²⁾ I | |

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| | | | | | | | | | | |
|--------------|------------|--|---|---------|---------|---------|---------|-------------------------------|------------------------------|---|
| Common Stock | | | | | \$ 4.25 | | | | By Trust D - Lloyd I. Miller | |
| Common Stock | 02/27/2019 | | S | 23,129 | D | \$ 4.25 | 15,057 | ⁽¹⁾ ⁽²⁾ | I | By Lloyd I. Miller, III Revocable Trust |
| Common Stock | 02/27/2019 | | S | 781,048 | D | \$ 4.25 | 508,491 | ⁽¹⁾ ⁽²⁾ | I | By Milfam II L.P. |
| Common Stock | 02/27/2019 | | S | 199,574 | D | \$ 4.25 | 129,930 | ⁽¹⁾ ⁽²⁾ | I | By Milfam I L.P. |
| Common Stock | 02/27/2019 | | S | 17,261 | D | \$ 4.25 | 11,238 | ⁽¹⁾ ⁽²⁾ | I | By LIMFAM LLC |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| SUBIN NEIL S 3300 SOUTH DIXIE HIGHWAY SUITE 1-365 WEST PALM BEACH, FL 33405 | Director 10% Owner Officer Other Former 10% Owner |

Signatures

/s/ Paul N. Silverstein
Attorney-in-fact

02/28/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Except for possessing voting and dispositive power, the reporting person disclaims any other beneficial ownership of, and specifically any pecuniary interest in, the securities reported herein. This filing is not, and shall not be deemed, an admission (and the reporting person expressly disclaims) that the reporting person is, for purposes of Rule 16a-1(a)(2) under Section 16 of the Securities Exchange Act of 1934, the beneficial owner of any equity securities covered by this filing.

(2) Mr. Neil Subin succeeded to the position of President and Manager of MILFAM LLC, which serves as manager, general partner, or investment advisor of a number of entities formerly managed or advised by the late Lloyd I. Miller, III. Mr. Subin also serves as trustee of a number of Miller family trusts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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