

ITERIS, INC.
Form SC 13G/A
January 30, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULES 13d-2(b) and 13d-2(d)**

(Amendment No. 8)*

Iteris, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

46564T107
(CUSIP Number)

December 31, 2016
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

“ Rule 13d-1(d)

* 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).

SCHEDULE 13G/A8

CUSIP No. 46564T107 **Page 2 of 5 Pages**

NAME OF REPORTING PERSON

1

Lloyd I. Miller,
III

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|---------------------|----------|-------------------------|
| NUMBER OF | 5 | SOLE VOTING |
| SHARES | | POWER |
| | | 4,827,822 |
| BENEFICIALLY | 6 | SHARED VOTING |
| OWNED BY | | POWER |
| | | 152,937 |
| EACH | 7 | SOLE DISPOSITIVE |
| REPORTING | | POWER |
| | | 4,827,822 |
| PERSON | 8 | SHARED |
| WITH | | DISPOSITIVE |
| | | POWER |
| | | 152,937 |

9

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

4,980,759

10 **CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES**

11 **PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

15.5%¹

12 **TYPE OF REPORTING PERSON
IN-OO ****

SEE INSTRUCTIONS BEFORE FILLING OUT!

** See Item 4.

¹ The percentage reported in this Schedule 13G/A is based upon 32,186,185 shares of Common Stock outstanding according to the Form 10-Q filed by the Issuer on November 14, 2016.

Item 1(a). Name of Issuer: Iteris, Inc.

Item 1(b). Address of Issuers' Principal Executive Offices: 1700 Carnegie Avenue
Suite 100
Santa Ana, CA 92705

Item 2(a). Name of Person Filing: Lloyd I. Miller, III

Item 2(b). Address of Principal Business Office or, if None, Residence: 3300 South Dixie Highway
Suite 1-365
West Palm Beach, Florida 33405

Item 2(c). Citizenship: U.S.A.

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 46564T107

Item IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER
3. THE PERSON FILING IS A:

Not Applicable, this statement is filed pursuant to 13d-1(c)

Item 4. OWNERSHIP: The reporting person has sole dispositive and voting power with respect to 4,827,822 of the reported securities as (i) manager of a limited liability company that is the general partner of certain limited partnerships, (ii) manager of a limited liability company that is the adviser to certain trusts, (iii) manager of a limited liability company, (iv) trustee to a certain grantor retained annuity trust, and (v) an individual. The reporting person has shared dispositive and voting power with respect to 152,937 shares of the reported securities as (i) an advisor to the trustee of a certain trust, and (ii) an agent under a general durable power of attorney with respect to shares held in a trust account.

(a) 4,980,759

(b) 15.5%

(c) (i) sole voting power: 4,827,822

(ii) shared voting power: 152,937

(iii) sole dispositive power: 4,827,822

(iv) shared dispositive power: 152,937

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other than shares held directly by Lloyd I. Miller, III, persons other than Lloyd I. Miller, III have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY
7. BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
8.

Not Applicable

Item NOTICE OF DISSOLUTION OF GROUP:
9.

Not Applicable

Item CERTIFICATION:
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 30, 2017 /s/ Lloyd I. Miller, III
Lloyd I. Miller, III