

SUBIN NEIL S
Form 4
October 29, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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)
10/25/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/25/2018		S	462 D \$ 4.101 (1)	90,468 (2) (3) I		By Trust A-2 - Lloyd I. Miller
Common Stock	10/26/2018		S	1,933 D \$ 4.0621 (4)	88,535 (2) (3) I		By Trust A-2 - Lloyd I. Miller
Common Stock	10/25/2018		S	5,784 D \$ 4.101 (1)	1,131,866 (2) (3) I		By LIM III - Trust A-4
Common Stock	10/26/2018		S	24,180 D \$	1,107,686 (2) I		By LIM III

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Stock					4.0621 ⁽³⁾ <u>(4)</u>				- Trust A-4
Common Stock	10/25/2018	S	5,784	D	\$ 4.101 ⁽¹⁾ <u>(3)</u>	1,131,865 ⁽²⁾ <u>(3)</u>	I		By MBM - Trust A-4
Common Stock	10/26/2018	S	24,180	D	\$ 4.0621 ⁽⁴⁾ <u>(3)</u>	1,107,685 ⁽²⁾ <u>(3)</u>	I		By MBM - Trust A-4
Common Stock	10/25/2018	S	896	D	\$ 4.101 ⁽¹⁾ <u>(3)</u>	175,248 ⁽²⁾ <u>(3)</u>	I		By Trust C - Lloyd I. Miller
Common Stock	10/26/2018	S	3,744	D	\$ 4.0621 ⁽⁴⁾ <u>(3)</u>	171,504 ⁽²⁾ <u>(3)</u>	I		By Trust C - Lloyd I. Miller
Common Stock	10/25/2018	S	267	D	\$ 4.101 ⁽¹⁾ <u>(3)</u>	52,218 ⁽²⁾ ⁽³⁾ <u>(3)</u>	I		By Trust D - Lloyd I. Miller
Common Stock	10/26/2018	S	1,116	D	\$ 4.0621 ⁽⁴⁾ <u>(3)</u>	51,102 ⁽²⁾ ⁽³⁾ <u>(3)</u>	I		By Trust D - Lloyd I. Miller
Common Stock	10/25/2018	S	184	D	\$ 4.101 ⁽¹⁾ <u>(3)</u>	38,954 ⁽²⁾ ⁽³⁾ <u>(3)</u>	I		By Lloyd I. Miller, III Revocable Trust
Common Stock	10/26/2018	S	768	D	\$ 4.0621 ⁽⁴⁾ <u>(3)</u>	38,186 ⁽²⁾ ⁽³⁾ <u>(3)</u>	I		By Lloyd I. Miller, III Revocable Trust
Common Stock	10/25/2018	S	6,734	D	\$ 4.101 ⁽¹⁾ <u>(3)</u>	1,317,688 ⁽²⁾ <u>(3)</u>	I		By Milfam II L.P.
Common Stock	10/26/2018	S	28,149	D	\$ 4.0621 ⁽⁴⁾ <u>(3)</u>	1,289,539 ⁽²⁾ <u>(3)</u>	I		By Milfam II L.P.
Common Stock	10/25/2018	S	1,721	D	\$ 4.101 ⁽¹⁾ <u>(3)</u>	336,697 ⁽²⁾ <u>(3)</u>	I		By Milfam I L.P.
Common Stock	10/26/2018	S	7,193	D	\$ 4.0621 ⁽⁴⁾ <u>(3)</u>	329,504 ⁽²⁾ <u>(3)</u>	I		By Milfam I L.P.
Common Stock	10/25/2018	S	149	D	\$ 4.101 ⁽¹⁾ <u>(3)</u>	29,121 ⁽²⁾ ⁽³⁾ <u>(3)</u>	I		By LIMFAM LLC
Common Stock	10/26/2018	S	622	D	\$ 4.0621 ⁽⁴⁾ <u>(3)</u>	28,499 ⁽²⁾ ⁽³⁾ <u>(3)</u>	I		By LIMFAM LLC

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- Mr. Neil Subin succeeded to the position of President and Manager of MILFAM LLC, which serves as manager, general partner, or
- (3) 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.

- The price in Column 4 is a weighted average price. The prices actually paid ranged from \$4.00 to \$4.105 per share. The reporting person
- (4) will provide to the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.

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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