

SUBIN NEIL S
Form 4
October 23, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
10/22/2018

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)

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)	Price		
Common Stock	10/22/2018		S	181 D	\$ 4.1763 (1)	90,938 (2) (3) I	By Trust A-2 - Lloyd I. Miller
Common Stock	10/22/2018		S	2,267 D	\$ 4.1763 (1)	1,137,751 (2) (3) I	By LIM III - Trust A-4
Common Stock	10/22/2018		S	2,267 D	\$ 4.1763 (1)	1,137,750 (2) (3) I	By MBM - Trust A-4
Common Stock	10/22/2018		S	351 D	\$ 4.1763 (3)	176,160 (2) (3) I	By Trust C - Lloyd I.

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					(1)				
Common Stock	10/22/2018	S	105	D	\$ 4.1763 (1)	52,490	(2) (3)	I	Miller By Trust D - Lloyd I. Miller
Common Stock	10/22/2018	S	72	D	\$ 4.1763 (1)	39,141	(2) (3)	I	By Lloyd I. Miller, III Revocable Trust
Common Stock	10/22/2018	S	2,641	D	\$ 4.1763 (1)	1,324,537	(2) (3)	I	By Milfam II L.P.
Common Stock	10/22/2018	S	674	D	\$ 4.1763 (1)	338,448	(2) (3)	I	By Milfam I L.P.
Common Stock	10/22/2018	S	58	D	\$ 4.1763 (1)	29,273	(2) (3)	I	By LIMFAM LLC

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

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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 Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SUBIN NEIL S
3300 SOUTH DIXIE HIGHWAY
SUITE 1-365
WEST PALM BEACH, FL 33405

X

Signatures

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

10/23/2018

__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) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$4.16 to \$4.325 per share. The reporting person 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.

(2) 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.

(3) 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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