

SUBIN NEIL S  
Form 4  
October 29, 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)  
10/25/2018

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

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

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Code, 5. Transaction Number, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for SUBIN NEIL S with 'X' in the 10% Owner relationship.

Signatures

/s/ Paul N. Silverstein
Attorney-in-fact
10/29/2018

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).
The price in Column 4 is a weighted average price. The prices actually paid ranged from \$4.10 to \$4.105 per share. The reporting person (1) 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.
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)

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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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