

ITERIS, INC.  
Form 8-K  
November 14, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **November 8, 2017**

**ITERIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-08762**  
(Commission File Number)

**95-2588496**  
(IRS Employer Identification No.)

**1700 Carnegie Avenue, Suite 100, Santa Ana, California 92705**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(949) 270-9400**

**Not Applicable**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The total number of shares of the Company's common stock represented in person or by proxy at the Annual Meeting held on November 8, 2017 was 30,002,081 or 91.95% of the issued and outstanding shares as of the record date for the 2017 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, the Company's stockholders (i) elected the six persons set forth below under Proposal One: Election of Directors to the Company's Board of Directors; (ii) approved the Iteris, Inc. Employee Share Purchase Plan; and (iii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2018. The detailed voting results on matters submitted to a vote of the stockholders at the Annual Meeting were as follows:

***Proposal One: Election of Directors***

| <b>Nominee</b>            | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------------|------------|-----------------|-------------------------|
| J. Joseph ( Joe ) Bergera | 18,762,257 | 257,272         | 10,982,552              |
| Kevin C. Daly, Ph.D.      | 18,215,982 | 803,547         | 10,982,552              |
| Scott E. Deeter           | 18,763,510 | 256,019         | 10,982,552              |
| Gerard M. Mooney          | 18,283,297 | 736,232         | 10,982,552              |
| Thomas L. Thomas          | 16,833,994 | 2,185,535       | 10,982,552              |
| Mikel H. Williams         | 16,893,787 | 2,125,742       | 10,982,552              |

***Proposal Two: Approval of Iteris, Inc. Employee Share Purchase Plan***

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 18,836,009 | 162,120        | 21,400         | 10,982,552              |

***Proposal Three: Ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2018***

|            |        |        |   |
|------------|--------|--------|---|
| 29,909,013 | 22,849 | 70,219 | 0 |
|------------|--------|--------|---|

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 14, 2017

ITERIS, INC.,  
a Delaware corporation

By:

/s/ Andrew C. Schmidt  
Andrew C. Schmidt  
Chief Financial Officer