

ITERIS, INC.
Form 8-K
September 20, 2012

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): **September 14, 2012**

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
(Address of principal executive offices)

92705
(Zip Code)

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

Not Applicable

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

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

Iteris, Inc. (the Company) held its 2012 Annual Meeting of Stockholders on September 14, 2012. The total number of shares of the Company's common stock represented in person or by proxy at the meeting was 24,270,125 shares, or 72.03% of the outstanding shares as of the record date for the meeting. The results of the voting on the matters submitted to a vote of the stockholders at the meeting were as follows:

Proposal One: Election of Directors

| Nominee | For | Withheld | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Richard Char | 13,480,178 | 329,761 | 10,460,186 |
| Kevin C. Daly, Ph.D. | 13,129,468 | 680,471 | 10,460,186 |
| Gregory A. Miner | 12,302,296 | 1,507,643 | 10,460,186 |
| Abbas Mohaddes | 13,480,448 | 329,491 | 10,460,186 |
| Joel Slutzky | 11,137,829 | 2,672,110 | 10,460,186 |
| Thomas L. Thomas | 12,942,568 | 867,371 | 10,460,186 |
| Mikel Williams | 13,479,778 | 330,161 | 10,460,186 |

Proposal Two: To approve the amendment of the Iteris, Inc. 2007 Omnibus Incentive Plan to increase the number of shares of common stock authorized for issuance under the plan by an additional 800,000 shares to 2,450,000 shares

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 13,159,077 | 530,881 | 119,981 | 10,460,186 |

Proposal Three: Ratification of the appointment of McGladrey LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2013

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 23,674,274 | 428,564 | 167,287 | 0 |

SIGNATURE

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

Dated: September 20, 2012

ITERIS, INC.,
a Delaware corporation

By: /S/ JAMES S. MIELE
James S. Miele
Chief Financial Officer