

ITERIS, INC.
Form SC 13G/A
February 05, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULES 13d-2(b) and 13d-2(d)**

(Amendment No. 6)*

Iteris, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

46564T107
(CUSIP Number)

December 31, 2014
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

þ Rule 13d-1(c)

o Rule 13d-1(d)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G/A6

CUSIP No. 46564T107 Page 2 of 5 Pages

| | |
|-----------|--|
| 1 | NAME OF REPORTING PERSON Lloyd I. Miller, III |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> |
| 3 | (b) <input type="radio"/> SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SOLE VOTING POWER 4,845,122 |
| | SHARED VOTING POWER 135,637 |
| | SOLE DISPOSITIVE POWER 4,845,122 |
| | SHARED DISPOSITIVE POWER 135,637 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,980,759 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES <input type="radio"/> |

| | |
|-----------|---|
| 11 | CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| | 15.3% ¹ |
| 12 | TYPE OF REPORTING PERSON |
| | IN-OO ** |

** See Item 4.

¹ The percentage reported in this Schedule 13G/A is based upon 32,560,982 shares of Common Stock outstanding according to the Form 10-Q filed by the Issuer on November 12, 2014.

Item 1(a). Name of Issuer: Iteris, Inc.
Item 1(b). Address of Issuers' Principal Executive Offices: 1700 Carnegie Avenue
Suite 100
Santa Ana, CA 92705

Item 2(a). Name of Person Filing: Lloyd I. Miller, III
Item 2(b). Address of Principal Business Office or, if None, Residence: 3300 South Dixie Highway
Suite 1-365
West Palm Beach, Florida 33405

Item 2(c). Citizenship: U.S.A.
Item 2(d). Title of Class of Securities: Common Stock
Item 2(e). CUSIP Number: 46564T107

Item 3. IF THIS STATEMENT IS FILED
PURSUANT TO RULE 13d-1(b)
OR 13d-2(b) or (c), CHECK
WHETHER THE PERSON
FILING IS A:

Not Applicable, this statement is
filed pursuant to 13d-1(c)
OWNERSHIP: The reporting
person has sole dispositive and
voting power with respect to
4,845,122 of the reported securities
as (i) manager of a limited liability
company that is the general partner
of certain limited partnerships, (ii)
manager of a limited liability
company that is the adviser to
certain trusts, (iii) manager of a
limited liability company, (iv)
trustee to a certain grantor retained
annuity trust, and (v) an
individual. The reporting person
has shared dispositive and voting
power with respect to 135,637
shares of the reported securities as
(i) an advisor to the trustee of a
certain trust, and (ii) an authorized
person with respect to a custody
account.

- (a) 4,980,759
(b) 15.3%
(c) (i) sole voting
power: 4,845,122

- (ii) shared voting power:
135,637
- (iii) sole dispositive
power: 4,845,122
- (iv) shared dispositive
power: 135,637

Item 5. OWNERSHIP OF FIVE
PERCENT OR LESS OF A
CLASS:

Not Applicable

Item 6. OWNERSHIP OF MORE THAN
FIVE PERCENT ON BEHALF OF
ANOTHER PERSON:

Other than shares held directly by
Lloyd I. Miller, III, persons other
than Lloyd I. Miller, III have the
right to receive or the power to
direct the receipt of dividends from,
or the proceeds from the sale of, the
reported securities.

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Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY
7. BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
8.

Not Applicable

Item NOTICE OF DISSOLUTION OF GROUP:
9.

Not Applicable

Item CERTIFICATION:
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 5, 2015 /s/ Lloyd I. Miller, III
Lloyd I. Miller, III