

ITERIS, INC.  
Form NT 10-K  
June 30, 2014

SEC File Number: 001-08762  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):     Form 10-K             Form 20-F             Form 11-K             Form 10-Q             Form 10-D  
                          Form N-SAR             Form N-CSR

For Period Ended:    March 31, 2014  
 Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*  
**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I   REGISTRANT INFORMATION**

**ITERIS, INC.**  
Full Name of Registrant

Former Name if Applicable

**1700 CARNEGIE AVE.**  
Address of Principal Executive Office (*Street and Number*)

**SANTA ANA, CA 92705**  
City, State and Zip Code

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
- x

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As previously announced by Iteris, Inc. (the Company), the Company requires additional time to complete the audit of its consolidated financial statements for the fiscal year ended March 31, 2014, primarily due to the change in the audit team personnel, the commencement of the audit, as well as additional procedures and processes required by the Company's independent registered accounting firm. As a result, the Company was not able to complete and file the Annual Report on Form 10-K for the fiscal year ended March 31, 2014 (the Form 10-K) by the prescribed filing date without unreasonable effort or expense.

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(Attach extra Sheets if Needed)

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Walter J. McBride  
(Name)

949  
(Area Code)

270-9400  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Until the review and audit of the Company's financial statements are completed, the Company is unable to determine whether the earnings statements to be included in the Form 10-K will reflect any significant change in the Company's results of operations from the corresponding period for the last fiscal year. In addition, as previously announced by the Company on June 25, 2014, the Company has delayed its earnings release and investor conference call for the fiscal fourth quarter and full year ended March 31, 2014 due to the reasons set forth in Part III above, and the Company will announce a new scheduled date for such conference call once the audit is completed.

**ITERIS, INC.**

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date June 30, 2014

By /s/ Walter J. McBride  
Walter J. McBride  
Vice President of Finance and Chief Financial Officer

**INSTRUCTION:** The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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