

ITERIS, INC.  
Form 25  
February 05, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 25**

**NOTIFICATION OF REMOVAL FROM LISTING AND/OR  
REGISTRATION UNDER SECTION 12(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-08762

**Iteris Inc.**

**NYSE MKT**

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

**1700 Carnegie Avenue, Suite 100, Santa Ana, California 92705, (949) 270-9400**

(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

**Common Stock, par value \$0.10 per share (including associated preferred stock purchase rights)**

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

17 CFR 240.12d2-2(a)(1)

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17 CFR 240.12d2-2(a)(2)

17 CFR 240.12d2-2(a)(3)

17 CFR 240.12d2-2(a)(4)

Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.(1)

Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with the rules of the Exchange and the requirements of 17 CFR 240.12d2-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements of the Securities Exchange Act of 1934, Iteris, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

February 5, 2016  
Date

By /S/ ANDREW C. SCHMIDT  
Name Andrew C. Schmidt

Chief Financial Officer  
Title

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(1) Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. See General Instructions.

SEC 1654 (03-06)

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