

ITERIS, INC.
Form 10-Q
February 11, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-08762

ITERIS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

95-2588496

(I.R.S. Employer
Identification No.)

1700 Carnegie Avenue, Suite 100

Santa Ana, California
(Address of principal executive office)

92705

(Zip Code)

(949) 270-9400

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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As of February 1, 2016, there were 32,038,329 shares of common stock outstanding.

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ITERIS, INC.

Quarterly Report on Form 10-Q

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Unless otherwise indicated in this report, the Company, we, us and our refer to Iteris, Inc. and its wholly-owned subsidiaries. Abacus®, ClearAg®, ClearPath 511®, ClearPath Weather®, Edge®, EdgeConnect , iPerform®, iPeMS®, Iteris®, Next®, P10 , P100 , Radius , Reverse 511 , SmartCycle®, SmartSpan®, TransitHelper®, Vantage®, Vantage Next®, VantagePegasus®, VantageRadius , Vantage Vector®, VantageView , Velocity®, and VersiCam are among the trademarks and registered trademarks of Iteris, Inc. Any other trademarks or trade names mentioned herein are the property of their respective owners.

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****Iteris, Inc.****Unaudited Consolidated Balance Sheets****(In thousands, except par values)**

| | December 31, 2015 | March 31, 2015 |
|--|------------------------------|---------------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 18,381 | \$ 21,961 |
| Trade accounts receivable, net of allowance for doubtful accounts of \$414 and \$314 at December 31, 2015 and March 31, 2015, respectively | 11,851 | 11,206 |
| Costs and estimated earnings in excess of billings on uncompleted contracts | 4,111 | 4,266 |
| Inventories | 3,044 | 3,062 |
| Deferred income taxes | 116 | 2,680 |
| Prepaid expenses and other current assets | 1,727 | 1,338 |
| Total current assets | 39,230 | 44,513 |
| Property and equipment, net | 2,124 | 1,990 |
| Deferred income taxes | | 5,610 |
| Intangible assets, net | 587 | 987 |
| Goodwill | 17,318 | 17,318 |
| Other assets | 201 | 214 |
| Total assets | \$ 59,460 | \$ 70,632 |
| Liabilities and stockholders equity | | |
| Current liabilities: | | |
| Trade accounts payable | \$ 5,232 | \$ 5,915 |
| Accrued payroll and related expenses | 4,320 | 4,871 |
| Accrued liabilities | 1,171 | 1,320 |
| Billings in excess of costs and estimated earnings on uncompleted contracts | 2,471 | 1,549 |
| Total current liabilities | 13,194 | 13,655 |
| Deferred rent | 769 | 826 |
| Deferred income taxes | 794 | |
| Unrecognized tax benefits | 194 | 183 |
| Total liabilities | 14,951 | 14,664 |
| Commitments and contingencies | | |
| Stockholders equity: | | |
| Preferred stock, \$1.00 par value: | | |
| Authorized shares - 2,000 | | |
| Issued and outstanding shares - none | | |
| Common stock, \$0.10 par value: | | |
| Authorized shares - 70,000 at December 31, 2015 and March 31, 2015 | | |
| Issued and outstanding shares - 32,038 at December 31, 2015 and 32,411 at March 31, 2015 | 3,205 | 3,242 |
| Additional paid-in capital | 135,179 | 135,572 |
| Accumulated deficit | (93,875) | (82,846) |

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| | | | | |
|--|----|--------|----|--------|
| Total stockholders' equity | | 44,509 | | 55,968 |
| Total liabilities and stockholders' equity | \$ | 59,460 | \$ | 70,632 |

See accompanying notes.

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Iteris, Inc.

Unaudited Consolidated Statements of Operations

(In thousands, except per share amounts)

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|--|------------------------------------|-----------|-----------------------------------|-----------|
| | 2015 | 2014 | 2015 | 2014 |
| Total revenues | \$ 19,014 | \$ 17,540 | \$ 57,952 | \$ 54,206 |
| Cost of revenues | 11,803 | 10,678 | 35,220 | 33,238 |
| Gross profit | 7,211 | 6,862 | 22,732 | 20,968 |
| Operating expenses: | | | | |
| Selling, general and administrative | 6,400 | 5,734 | 19,176 | 17,642 |
| Research and development | 1,853 | 1,618 | 5,428 | 3,984 |
| Amortization of intangible assets | 92 | 102 | 276 | 341 |
| Change in fair value of contingent consideration | | 1 | | 9 |
| Total operating expenses | 8,345 | 7,455 | 24,880 | 21,976 |
| Operating loss | (1,134) | (593) | (2,148) | (1,008) |
| Non-operating income (expense) : | | | | |
| Other (expense) income, net | (3) | (8) | 1 | (11) |
| Interest income, net | 3 | 6 | 10 | 2 |
| Loss from continuing operations before income taxes | (1,134) | (595) | (2,137) | (1,017) |
| (Expense) benefit for income taxes | (9,365) | 441 | (9,055) | 562 |
| Loss from continuing operations | (10,499) | (154) | (11,192) | (455) |
| Gain on sale of discontinued operation, net of tax | 57 | 56 | 163 | 151 |
| Net loss | \$ (10,442) | \$ (98) | \$ (11,029) | \$ (304) |
| Loss per share from continuing operations - basic and diluted | \$ (0.33) | \$ (0.00) | \$ (0.35) | \$ (0.01) |
| Gain per share from sale of discontinued operation - basic and diluted | \$ 0.00 | \$ 0.00 | \$ 0.01 | \$ 0.00 |
| Net loss per share - basic and diluted | \$ (0.33) | \$ (0.00) | \$ (0.34) | \$ (0.01) |
| Shares used in basic per share calculations | 32,013 | 32,568 | 32,051 | 32,603 |
| Shares used in diluted per share calculations | 32,013 | 32,568 | 32,051 | 32,603 |

See accompanying notes.

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Iteris, Inc.

Unaudited Consolidated Statements of Cash Flows

(In thousands)

| | Nine Months Ended December 31, | |
|---|-----------------------------------|-----------|
| | 2015 | 2014 |
| Cash flows from operating activities | | |
| Net loss | \$ (11,029) | \$ (304) |
| Adjustments to reconcile net loss to net cash (used in) provided by operating activities: | | |
| Deferred income taxes | 8,874 | (484) |
| Depreciation of property and equipment | 482 | 380 |
| Stock-based compensation | 429 | 274 |
| Amortization of intangible assets | 400 | 464 |
| Change in fair value of contingent consideration | | 9 |
| Gain on sale of discontinued operation, net of tax | (163) | (151) |
| Loss on disposal of property and equipment | 57 | 11 |
| Changes in operating assets and liabilities, net of effects of discontinued operation: | | |
| Accounts receivable | (645) | 1,341 |
| Net costs and estimated earnings in excess of billings | 1,077 | 1,334 |
| Inventories | 18 | (227) |
| Prepaid expenses and other assets | (396) | (277) |
| Accounts payable and accrued expenses | (1,436) | (20) |
| Net cash (used in) provided by operating activities | (2,332) | 2,350 |
| Cash flows from investing activities | | |
| Purchases of property and equipment | (673) | (858) |
| Net proceeds from sale of discontinued operation | 284 | 99 |
| Net cash used in investing activities | (389) | (759) |
| Cash flows from financing activities | | |
| Deferred payment for prior business combination | | (336) |
| Repurchases of common stock | (1,194) | (606) |
| Proceeds from stock option exercises | 367 | 33 |
| Tax withholding payment related to net share settlements of restricted stock units | (32) | (20) |
| Net cash used in financing activities | (859) | (929) |
| (Decrease) increase in cash and cash equivalents | (3,580) | 662 |
| Cash and cash equivalents at beginning of period | 21,961 | 20,414 |
| Cash and cash equivalents at end of period | \$ 18,381 | \$ 21,076 |
| Supplemental cash flow information: | | |
| Cash received for interest | \$ 10 | \$ 7 |
| Cash paid for income taxes | \$ 177 | \$ 108 |

See accompanying notes.

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Iteris, Inc.

Notes to Unaudited Consolidated Financial Statements

December 31, 2015

1. Description of Business and Summary of Significant Accounting Policies

Description of Business

Iteris, Inc. (referred to collectively with its subsidiaries in these consolidated financial statements as Iteris, the Company, we, our and us) is a provider of intelligent information solutions for both the traffic management and global agribusiness markets. We are focused on the development and application of advanced technologies and software-based information systems that reduce traffic congestion, provide measurement, management and predictive traffic and weather analytics, and improve the safety of surface transportation systems infrastructure. We believe our products, services and solutions, in conjunction with sound traffic management, minimize the environmental impact of traffic congestion. In the agribusiness markets, we have combined our unique intellectual property with enhanced soil, land surface and agronomy modeling techniques to create a set of ClearAg solutions. These solutions provide analytical support to large enterprises in the agriculture market and field-specific advisories to individual producers. By combining our unique intellectual property, products, decades of experience in traffic management, weather forecasting solutions and information technologies, we offer a broad range of Intelligent Transportation Systems (ITS) solutions to customers throughout the U.S. and internationally. We continue to make significant investments to leverage our existing technologies and further expand our software-based information systems to offer solutions to the precision agriculture technology markets. Iteris was incorporated in Delaware in 1987.

Basis of Presentation

Our unaudited consolidated financial statements include the accounts of Iteris, Inc. and its subsidiaries and have been prepared in accordance with the rules of the U.S. Securities and Exchange Commission (SEC) for interim reporting, which permit certain footnotes or other financial information that are normally required by generally accepted accounting principles in the United States of America (GAAP) to be condensed or omitted. These unaudited consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and related notes included in its Annual Report on Form 10-K for the fiscal year ended March 31, 2015 (Fiscal 2015), filed with the SEC on June 18, 2015. All significant intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the three and nine month periods ended December 31, 2015 are not necessarily indicative of the results to be expected for the fiscal year ending March 31, 2016 (Fiscal 2016) or any other periods.

The results of continuing operations for all periods presented in the unaudited consolidated financial statements exclude our former vehicle sensors operation, which has been classified as a discontinued operation. See Note 3, Sale of Vehicle Sensors, for further discussion related to the discontinued operation presentation.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires our management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made in the preparation of the consolidated financial statements include the collectability of accounts receivable and related allowance for doubtful accounts, projections of taxable income used to assess realizability of deferred tax assets, warranty reserves, costs to complete long-term contracts, indirect cost rates used in cost-plus contracts, contract reserves, the valuation of purchased intangible assets and goodwill, the valuation of equity instruments and estimates of future cash flows used to assess the recoverability of long-lived assets and the impairment of goodwill and fair value of our stock option awards used to calculate the stock-based compensation.

Revenue Recognition

Product revenues and related costs of sales are recognized when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery under the terms of the arrangement has occurred, (iii) the price to the customer is fixed or determinable, and (iv) collection of the receivable is reasonably assured. These criteria are typically met at the time of product shipment but, in certain circumstances, may not be met until receipt or acceptance by the customer. Accordingly, at the date revenue is recognized, the significant obligations or uncertainties concerning the sale have been resolved.

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Transportation Systems revenues are derived primarily from long-term contracts with governmental agencies. Certain Performance Analytics revenues are also derived from long-term contracts with governmental agencies, as well as contracts with commercial companies. When appropriate, revenues are recognized using the percentage of completion method of accounting, whereby revenue is recognized as contract performance progresses and is determined based on the relationship of costs incurred to total estimated costs. Any anticipated losses on contracts are charged to earnings when identified. Changes in job performance and estimated profitability, including those arising from contract penalty provisions and final contract settlements, may result in revisions to costs and revenues and are recognized in the period in which the revisions are determined. Profit incentives are included in revenues when their realization is reasonably assured. Certain of our revenues are recognized as services are performed and amounts are earned, which is measured by time incurred or other contractual milestones or output measures. Revenues accounted for in this manner generally relate to certain fixed fee professional services, cost-plus fixed fee or time-and-materials contracts. Revenues for ongoing operations and maintenance services contracts are generally accounted for ratably as the services are performed throughout the term of the contract. Payments received in advance of services performed are deferred and recognized when the related services are performed.

We recognize revenue from the sale of deliverables that are part of a multiple-element arrangement in accordance with applicable accounting guidance that establishes a relative selling price hierarchy permitting the use of an estimated selling price to determine the allocation of arrangement consideration to a deliverable in a multiple-element arrangement where neither vendor specific objective evidence (VSOE) nor third-party evidence (TPE) of fair value is available for that deliverable. In the absence of VSOE or TPE of the stand-alone selling price for one or more delivered or undelivered elements in a multiple-element arrangement, we are required to estimate the selling prices of those elements. Overall arrangement consideration is allocated to each element (both delivered and undelivered items) that has stand-alone value based on their relative selling prices, regardless of whether those selling prices are evidenced by VSOE or TPE or are based on our estimated selling prices.

We account for multiple-element arrangements that consist only of software and software-related services in accordance with applicable accounting guidance for software and software-related transactions. For such transactions, revenue on arrangements that include multiple elements is allocated to each element based on the relative fair value of each element, and fair value is determined by VSOE. If we cannot objectively determine the fair value of any undelivered element included in such multiple-element arrangements and the only undelivered element is post-contract customer support or maintenance, and VSOE of the fair value of such support or maintenance does not exist, revenue from the entire arrangement is recognized ratably over the support period. When the fair value of a delivered element has not been established but VSOE of fair value exists for the undelivered elements, we use the residual method to recognize revenue if the fair value of all undelivered elements is determinable. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue.

Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts

Costs and estimated earnings in excess of billings on uncompleted contracts in the accompanying unaudited consolidated balance sheets represent unbilled amounts earned and reimbursable under services sales arrangements. At any given period-end, a large portion of the balance in this account represents the accumulation of labor, materials and other costs that have not been billed due to timing, whereby the accumulation of each month's costs and earnings are not administratively billed until the subsequent month. Also included in this account are amounts that will become billable according to contract terms, which usually require the consideration of the passage of time, achievement of milestones or completion of the project. Such unbilled amounts are expected to be billed and collected within the next twelve months.

Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts

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Billings in excess of costs and estimated earnings on uncompleted contracts in the accompanying unaudited consolidated balance sheets is comprised of cash collected from customers and billings to customers on contracts in advance of work performed, advance payments negotiated as a contract condition, estimated losses on uncompleted contracts, project-related legal liabilities and other project-related reserves. The unearned amounts are expected to be earned within the next twelve months.

We record provisions for estimated losses on uncompleted contracts in the period in which such losses become known. The cumulative effects of revisions to contract revenues and estimated completion costs are recorded in the accounting period in which the amounts become evident and can be reasonably estimated. These revisions can include such items as the effects of change orders and claims, warranty claims, liquidated damages or other contractual penalties and adjustments for contract closeout settlements.

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Concentration of Credit Risk

Financial instruments that potentially subject us to a concentration of credit risk consist principally of cash and cash equivalents and trade accounts receivable.

Cash and cash equivalents consist primarily of demand deposits and money market funds maintained with several financial institutions. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with high quality financial institutions, and therefore are believed to have minimal credit risk.

Our accounts receivable are primarily derived from billings with customers located throughout North America, as well as in the Middle East, Europe, South America and Asia. We generally do not require collateral or other security from our customers. We maintain an allowance for doubtful accounts for potential credit losses, which losses have historically been within management's expectations.

We have historically had a diverse customer base. For the three and nine months ended December 31, 2015, no individual customer represented greater than 10% of our total revenues. For the three and nine months ended December 31, 2014, one individual customer represented approximately 12% and 11% of our total revenues, respectively, and no other individual customer represented greater than 10% of our total revenues during these periods.

Fair Values of Financial Instruments

The fair value of cash equivalents, receivables, accounts payable and accrued expenses approximate carrying value because of the short period of time to maturity.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and short-term investments with initial maturities of ninety days or less.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets were \$1.7 million as of December 31, 2015 and \$1.3 million as of March 31, 2015 and included approximately \$520,000 of cash designated as collateral on performance bonds, as required under certain of our Transportation Systems

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contracts in the Middle East. The performance bonds require us to maintain 100% cash value of the bonds as collateral in a bank that is local to the purchasing agency. The performance bond collateral is required throughout the delivery of our services and maintained in the local bank until the contract is closed by the purchasing agency. We expect these requirements, and the related cash collateral restrictions, to remain in place through 2016.

Allowance for Doubtful Accounts

The collectability of our accounts receivable is evaluated through review of outstanding invoices and ongoing credit evaluations of our customers' financial condition. In cases where we are aware of circumstances that may impair a specific customer's ability to meet its financial obligations subsequent to the original sale, we will record an allowance against amounts due, and thereby reduce the net recognized accounts receivable to the amount we reasonably believe will be collected. We also maintain an allowance based on our historical collections experience. When we determine that collection is not likely, we write off accounts receivable against the allowance for doubtful accounts.

Inventories

Inventories consist of finished goods, work-in-process and raw materials and are stated at the lower of cost or market. Cost is determined using the first-in, first-out method.

Property and Equipment

Property and equipment are recorded at cost and are depreciated using the straight-line method over the estimated useful life ranging from three to eight years. Leasehold improvements are depreciated over the term of the related lease or the estimated useful life of the improvement, whichever is shorter.

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Goodwill and Long-Lived Assets

We evaluate goodwill on an annual basis in our fourth fiscal quarter or more frequently if we believe indicators of impairment exist. We have determined that our reporting units for purposes of testing for goodwill impairment are identical to our reportable segments for financial reporting purposes. We adopted the provisions issued by the Financial Accounting Standards Board (FASB) that were intended to simplify goodwill impairment testing. This guidance permits us to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we conduct a two-step goodwill impairment test. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their carrying values. We determine the fair values of our reporting units using the income valuation approach, as well as other generally accepted valuation methodologies. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, we perform the second step of the goodwill impairment test. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill. The amount by which the carrying value of the goodwill exceeds its implied fair value, if any, is recognized as an impairment loss. We monitor the indicators for goodwill impairment testing between annual tests. As of December 31, 2015, following a qualitative review of the Company's Performance Analytics reporting unit, management determined that no adjustments to the carrying value of its goodwill and intangible assets were required. However, if the reporting unit is unable to continue signing new contracts, it is possible that the carrying values of its related assets, including goodwill, could be reduced following our annual fourth fiscal quarter impairment testing or within the next 12 months.

We test long-lived assets and purchased intangible assets (other than goodwill) for impairment if we believe indicators of impairment exist. We determine whether the carrying value of an asset or asset group is recoverable, based on comparisons to undiscounted expected future cash flows the asset are expected to generate. If an asset is not recoverable, we record an impairment loss equal to the amount by which the carrying value of the asset exceeds its fair value. We primarily use the income valuation approach to determine the fair value of our long lived assets and purchased intangible assets. As of December 31, 2015, there was no impairment to our long-lived and intangible assets.

Income Taxes

We utilize the asset and liability method of accounting for income taxes, under which deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more-likely-than-not that some or all of the deferred tax assets will not be realized, which increases our income tax expense in the period such determination is made.

Income tax positions must meet a more-likely-than-not recognition threshold to be recognized. Income tax positions that previously failed to meet the more-likely-than-not threshold are recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not threshold are derecognized in the first subsequent financial reporting period in which that threshold is no longer met.

Stock-Based Compensation

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We record stock-based compensation in our unaudited consolidated statements of operations as an expense, based on the estimated grant date fair value of our stock-based awards, whereby such fair values are amortized over the requisite service period. Our stock-based awards are currently comprised of common stock options and restricted stock units. The fair value of our common stock option awards is estimated on the grant date using the Black-Scholes-Merton option-pricing formula. While utilizing this model meets established requirements, the estimated fair values generated by it may not be indicative of the actual fair values of our common stock option awards as it does not consider certain factors important to those awards to employees, such as continued employment and periodic vesting requirements, as well as limited transferability. The fair value of our restricted stock units is based on the closing market price of our common stock on the grant date. If there are any modifications or cancellations of the underlying unvested stock-based awards, we may be required to accelerate, increase or cancel any remaining unearned stock-based compensation expense.

Shipping and Handling Costs

Shipping and handling costs are included as cost of revenues in the period during which the products ship.

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Warranty

We generally provide a one to three year warranty from the original invoice date on all products, materials and workmanship. Products sold to various original equipment manufacturer customers sometimes carry longer warranties. Defective products will be either repaired or replaced, usually at our option, upon meeting certain criteria. We accrue a provision for the estimated costs that may be incurred for product warranties relating to a product as a component of cost of sales at the time revenue for that product is recognized. The accrued warranty reserve is included within accrued liabilities in the accompanying unaudited consolidated balance sheets.

Recent Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers* (ASU 2014-09), which establishes principles for reporting revenue and cash flows arising from an entity's contracts with customers. This new revenue recognition standard will replace most of the recognition guidance within GAAP. This guidance was deferred by ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, issued by the FASB in August 2015, and is now effective for fiscal years beginning on or after December 15, 2017 with early adoption permitted as of the original effective date. We have not determined the potential effects on our consolidated financial statements of the adoption of ASU 2014-09.

In July 2015, the FASB issued ASU No. 2015-11, *Simplifying the Measurement of Inventory* (ASU 2015-11) to simplify the guidance on the measurement of inventory. Under the new standard, an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The standard is effective for interim and annual periods beginning after December 15, 2016. We do not anticipate a significant impact on our consolidated financial statements upon adoption of ASU 2015-11.

In November 2015, the FASB issued ASU No. 2015-17, *Balance Sheet Classification of Deferred Taxes* (ASU 2015-17) to simplify the presentation of deferred taxes by requiring deferred tax assets and liabilities be classified as noncurrent on the balance sheet. ASU 2015-17 is effective for public companies for annual reporting periods beginning after December 15, 2016, and interim periods within those fiscal years. The standard may be adopted prospectively or retrospectively and early adoption is permitted. We are currently evaluating ASU 2015-17 to determine if this standard will have a material impact on our consolidated financial statements.

2. Supplemental Financial Information

Inventories

The following table presents details of our inventories:

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| | December 31, 2015 | March 31, 2015 |
|------------------------|----------------------|-------------------|
| | (In thousands) | |
| Materials and supplies | \$ 1,601 | \$ 1,566 |
| Work in process | 293 | 216 |
| Finished goods | 1,150 | 1,280 |
| | \$ 3,044 | \$ 3,062 |

Intangible Assets

There no indefinite lived intangible assets on our consolidated balance sheets. The following table presents details of our net intangible assets:

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| | December 31, 2015 | | March 31, 2015 | |
|--|-----------------------|--------------------------|-----------------------|--------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| | (In thousands) | | | |
| Technology | \$ 1,856 | \$ (1,673) | \$ 1,856 | \$ (1,565) |
| Customer contracts / relationships | 750 | (590) | 750 | (497) |
| Trade names and non-compete agreements | 1,110 | (991) | 1,110 | (916) |
| Capitalized software development costs | 498 | (373) | 498 | (249) |
| Total | \$ 4,214 | \$ (3,627) | \$ 4,214 | \$ (3,227) |

As of December 31, 2015, future estimated amortization expense is as follows:

**Fiscal Year Ending March 31:
(In thousands)**

| | |
|-------------------|---------------|
| Remainder of 2016 | \$ 126 |
| 2017 | 365 |
| 2018 | 88 |
| 2019 | 8 |
| | \$ 587 |

Warranty Reserve Activity

The following table presents activity related to the warranty reserve:

| | Nine Months Ended December 31, | |
|--------------------------------------|-----------------------------------|--------|
| | 2015 | 2014 |
| | (In thousands) | |
| Balance at beginning of period | \$ 181 | \$ 184 |
| Addition charged to cost of revenues | 174 | 98 |
| Warranty claims | (159) | (102) |
| Balance at end of period | \$ 196 | \$ 180 |

Comprehensive Income

Comprehensive income is equal to net income for all periods presented in the accompanying unaudited consolidated statements of operations.

Loss Per Share

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The following table sets forth the reconciliation of weighted average common shares used in basic per share computations and weighted average common shares used in diluted per share computations in the unaudited consolidated financial statements:

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|------------------------------------|--------|-----------------------------------|--------|
| | 2015 | 2014 | 2015 | 2014 |
| | (In thousands) | | | |
| Denominator: | | | | |
| Weighted average common shares used in basic per share computations | 32,013 | 32,568 | 32,051 | 32,603 |
| Dilutive stock options | | | | |
| Dilutive restricted stock units | | | | |
| Weighted average common shares used in diluted per share computations | 32,013 | 32,568 | 32,051 | 32,603 |

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The following instruments were excluded for purposes of calculating weighted average common share equivalents in the computation of diluted loss from continuing operations per share as their effect would have been anti-dilutive:

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|------------------------|------------------------------------|-------|-----------------------------------|-------|
| | 2015 | 2014 | 2015 | 2014 |
| | (In thousands) | | | |
| Stock options | 3,667 | 2,391 | 3,231 | 2,177 |
| Restricted stock units | 193 | 201 | 221 | 197 |

3. Sale of Vehicle Sensors

On July 29, 2011, we completed the sale of substantially all of our assets used in connection with our prior Vehicle Sensors segment to Bendix Commercial Vehicle Systems LLC (Bendix), a member of Knorr-Bremse Group. In connection with the asset sale, we are entitled to additional consideration in the form of the following performance and royalty-related earn-outs: Bendix is obligated to pay us an amount in cash equal to 85% of revenue associated with royalties received under our license and distribution agreements with Audiovox Electronics Corporation and Valeo Schalter and Sensoren GmbH through December 31, 2017, subject to certain reductions and limitations set forth in the asset purchase agreement. From the date of the asset sale through December 31, 2015, we received approximately \$1.5 million in connection with royalty-related earn-outs provisions for a total of \$14.9 million in cash from the asset sale.

In accordance with applicable accounting guidance, we determined that the Vehicle Sensors segment, which constituted one of our operating segments, qualified as a discontinued operation. For the three months ended December 31, 2015 and 2014, we recorded a gain on sale of discontinued operation of approximately \$57,000 and \$56,000, respectively, net of tax, related to the earn-out provisions of the asset purchase agreement. For the nine months ended December 31, 2015 and 2014, we recorded a gain on sale of discontinued operation of approximately \$163,000 and \$151,000, respectively, net of tax, related to the earn-out provisions.

4. Fair Value Measurements

We measure fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value measurements are based on a three-tier hierarchy that prioritizes the inputs used to measure fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets and liabilities; Level 2, defined as observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities or prices quoted in inactive markets; and Level 3, defined as unobservable inputs that are significant to the fair value of the asset or liability, and for which little or no market data exists, therefore requiring management to utilize its own assumptions to provide its best estimate of what market participants would use in valuing the asset or liability.

The liability for the estimated fair value of the contingent consideration in connection with our acquisitions of Meridian Environmental Technology, Inc. (MET) in January 2011 and Berkeley Transportation Systems, Inc. (BTS) in November 2011 was initially determined using Level 3 inputs based on a probability weighted calculation whereby we assigned estimated probabilities to achieving the

earn-out targets and then discounted the total contingent consideration to net present value. The MET and BTS earn-out targets were completed during the fiscal year ended March 31, 2013 and the deferred acquisition payments were completed during Fiscal 2015. There was no remaining contingent consideration liability at December 31, 2015 or March 31, 2015. We did not have any material financial assets or liabilities measured at fair value on a recurring basis using Level 3 inputs as of December 31, 2015 or March 31, 2015.

Our non-financial assets, such as goodwill, intangible assets and property and equipment, are measured at fair value on a non-recurring basis, generally when there is a transaction involving those assets such as a purchase transaction, a business combination or an adjustment for impairment. No non-financial assets were measured at fair value during the nine months ended December 31, 2015 and 2014.

5. Credit Facility

We currently have a two-year, \$12.0 million revolving line of credit with California Bank & Trust (CB&T), which expires on October 1, 2016. Interest on borrowed amounts under the revolving line of credit is payable monthly at a rate equal to the current stated prime rate (3.50% at December 31, 2015). We are obligated to pay an unused line fee of 0.15% per annum applied to the average unused portion of the revolving line of credit during the preceding month. The revolving line of credit does not contain any early termination fees and is secured by substantially all of our assets. As of December 31, 2015 and March 31, 2015, no amounts were outstanding under the credit facility with CB&T. Availability under this line of credit may be reduced or otherwise limited as a result of our obligations to comply with certain financial and other covenants. As of December 31, 2015 and March 31, 2015, we were in compliance with all such financial covenants.

Table of Contents**6. Income Taxes**

The following table sets forth our provision for income taxes, along with the corresponding effective tax rates:

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|-------------------------------|------------------------------------|---------|-----------------------------------|---------|
| | 2015 | 2014 | 2015 | 2014 |
| | (In thousands, except percentages) | | | |
| Benefit for income taxes | \$ 700 | \$ 441 | \$ 1,010 | \$ 562 |
| Change in valuation allowance | (10,065) | | (10,065) | |
| Total tax (expense) benefit | \$ (9,365) | \$ 441 | \$ (9,055) | \$ 562 |
| Effective tax rate | 826.6% | (74.1)% | 423.8% | (55.3)% |

On an interim basis, we estimate what our anticipated annual effective tax rate will be, while also separately considering applicable discrete and other non-recurring items, and record a quarterly income tax provision in accordance with the anticipated annual rate. As the fiscal year progresses, we refine our estimates based on actual events and financial results during the year. This process can result in significant changes to our expected effective tax rate. When this occurs, we adjust our income tax provision during the quarter in which our estimates are refined so that the year-to-date provision reflects the expected annual effective tax rate. These changes, along with adjustments to our deferred taxes, among others, may create fluctuations in our overall effective tax rate from quarter to quarter.

In assessing the realizability of our deferred tax assets, we review all available positive and negative evidence, including reversal of deferred tax liabilities, potential carrybacks, projected future taxable income, tax planning strategies and recent financial performance. As of December 31, 2015, the Company had generated a cumulative pre-tax loss over the trailing three years. As such, we considered it appropriate to record a valuation allowance of approximately \$10.1 million in our third quarter of Fiscal 2016 against our deferred tax assets. We will continuously reassess the appropriateness of maintaining a valuation allowance.

Our effective tax rates in the three and nine months ended December 31, 2014 were favorably impacted by the benefit of research tax credits that became available to the Company upon extension of the federal R&D credit provisions to December 31, 2014, which was enacted during the third quarter of Fiscal 2015. We recognized a tax benefit of \$134,000 during the three and nine months ended December 31, 2014 as a result of the extension of the federal R&D credit provisions, which was partially offset by unfavorable impacts from permanent non-deductible tax items, including share-based payments, and other permanent differences.

7. Commitments and Contingencies**Litigation and Other Contingencies**

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As a provider of traffic engineering services, hardware products, software and other various solutions for the traffic and agricultural industries, the Company has in the past been, and may in the future be from time to time, involved in litigation relating to claims arising out of our operations in the normal course of business. While the Company cannot accurately predict the outcome of any such litigation, except as described below, material proceeding, including whether the adverse outcome of which, in management's opinion, individually or in the aggregate, would have a material adverse effect on our consolidated results of operations, financial position or cash flows.

November 30, 2015, the City of Detroit, Michigan (the City) filed a lawsuit against the Company in the United States Bankruptcy Court for the Eastern District of Michigan alleging that the Company received a payment in the amount of approximately \$124,000 from the City during the 90-day period prior to the City's bankruptcy filing in 2013. At this time, it is too early to predict the outcome of this matter or the resulting financial impact to us, if any. However, we dispute the allegations of wrongdoing, as we believe the alleged payment was made to us in the normal course of business, and we intend to vigorously defend ourselves in this matter.

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Related Party Transaction

We previously subleased office space to Maxxess Systems, Inc. (Maxxess), one of our former subsidiaries that we sold in September 2003. Maxxess is currently owned by an investor group that includes one current Iteris director, who is the Chief Executive Officer of Maxxess, and one former Iteris director. The sublease terminated in September 2007, at which time Maxxess owed us an aggregate of \$274,000. Maxxess executed a promissory note for such amount, which was subsequently amended and restated on July 23, 2013.

The amended and restated note bears interest at a rate of 6% per annum, compounded annually, with accrued interest to be paid quarterly on the first business day of each calendar quarter. Payments under the amended and restated note may only be paid in cash and all amounts outstanding will become due and payable on the earliest of (i) August 10, 2016, (ii) a change of control in Maxxess, or (iii) a financing by Maxxess resulting in gross proceeds of at least \$10 million. As of December 31, 2015, approximately \$219,000 of the original principal balance was outstanding and payable to Iteris. We have previously fully reserved for amounts owed to us by Maxxess and the outstanding principal balance remains fully reserved.

On June 30, 2015, the Company entered into an agreement with Maxxess to provide professional services for the Company's Performance Analytics segment, in support of its ClearAg software development initiative. The professional services commenced in July 2015 and continued through December 31, 2015. The total effort under this agreement was limited to 200 hours, billed on a time and materials basis, not to exceed \$40,000. During the three and nine month periods ended December 31, 2015, approximately \$33,000 and \$40,000 of professional services were rendered to the Company.

8. Stock-Based Compensation

We currently maintain two separate stock incentive plans. Of these plans, we may only grant future awards from the 2007 Omnibus Incentive Plan (the 2007 Plan). The 2007 Plan allows for the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units (RSUs) and other stock-based awards. At December 31, 2015, there were approximately 902,000 shares of common stock available for grant or issuance under the 2007 Plan. In September 2015, we granted 1,350,000 stock options to our new CEO under the 2007 Plan, using the following Black-Scholes input assumptions on the date of the grant: (i) expected life of approximately 7.3 years, (ii) risk-free interest rate of 1.9%, (iii) expected volatility of approximately 0.48, and (iv) dividend yield of 0%. Total stock options vested and expected to vest were approximately 2.9 million and 2.2 million as of December 31, 2015 and 2014, respectively.

Stock Options

A summary of activity with respect to our stock options for the nine months ended December 31, 2015 is as follows:

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| | Number of Shares | | Weighted- Average Exercise Price Per Share |
|--|---------------------|----|--|
| | (In thousands) | | |
| Options outstanding at March 31, 2015 | 2,199 | \$ | 1.83 |
| Granted | 1,808 | | 2.35 |
| Exercised | (235) | | 1.57 |
| Forfeited | (79) | | 1.82 |
| Expired | (376) | | 2.36 |
| Options outstanding at December 31, 2015 | 3,317 | \$ | 2.07 |

Restricted Stock Units

A summary of activity with respect to our RSUs, which entitle the holder to receive one share of our common stock for each RSU upon vesting, for the nine months ended December 31, 2015 is as follows:

| | Number of Shares (In thousands) |
|---|---------------------------------------|
| Restricted stock units outstanding at March 31, 2015 | 194 |
| Restricted stock units granted | 63 |
| Restricted stock units vested | (66) |
| Restricted stock units forfeited | (18) |
| Restricted stock units outstanding at December 31, 2015 | 173 |

Table of Contents**Stock-Based Compensation Expense**

The following table presents stock-based compensation expense that is included in each functional line item on our unaudited consolidated statements of operations:

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|------------------------------------|-------|-----------------------------------|--------|
| | 2015 | 2014 | 2015 | 2014 |
| | (In thousands) | | | |
| Cost of revenues | \$ 13 | \$ 5 | \$ 31 | \$ 14 |
| Selling, general and administrative expense | 205 | 64 | 363 | 219 |
| Research and development expense | 15 | 20 | 35 | 41 |
| | \$ 233 | \$ 89 | \$ 429 | \$ 274 |

At December 31, 2015, there was approximately \$2.3 million and \$295,000 of unrecognized compensation expense related to unvested stock options and RSUs, respectively. This expense is currently expected to be recognized over a weighted average period of approximately 3.3 years for stock options and 2.8 years for RSUs.

9. Stock Repurchase Program

In August 2011, our Board of Directors approved a stock repurchase program, pursuant to which we were authorized to acquire up to \$3.0 million of our outstanding common stock from time to time through August 2012. We repurchased approximately 964,000 shares under this original program for a total purchase price of \$1.3 million. On August 9, 2012, our Board of Directors approved a new stock repurchase program pursuant to which we may acquire up to \$3.0 million of our outstanding common stock for an unspecified length of time. Under the new program, we may repurchase shares from time to time in open market and privately negotiated transactions and block trades, and may also repurchase shares pursuant to a 10b5-1 trading plan during our closed trading windows. There is no guarantee as to the exact number of shares that will be repurchased. We may modify or terminate the repurchase program at any time without prior notice. On November 6, 2014, our Board of Directors approved a \$3.0 million increase to the Company's existing stock repurchase program, pursuant to which the Company may continue to acquire shares of its outstanding common stock from time to time for an unspecified length of time. For the three months ended December 31, 2015, we did not repurchase any shares, and during the nine months ended December 31, 2015, we repurchased approximately 656,000 shares. For the three and nine months ended December 31, 2014, we repurchased approximately 7,000 shares and 330,000 shares of our common stock, respectively. As of December 31, 2015, approximately \$1.7 million remained available for the repurchase of our common stock under our current stock purchase program. All repurchased shares have been retired and resumed their status as authorized and unissued shares of our common stock as of December 31, 2015.

10. Business Segment Information

We currently operate in three reportable segments: Roadway Sensors, Transportation Systems and Performance Analytics.

The Roadway Sensors segment provides hardware and software products to multiple segments of the ITS market. These various vehicle detection and information systems are used for traffic intersection control, incident detection and roadway traffic data collection applications. These include, among other products, our Vantage, VantageNext, VersiCam, Vantage Vector, SmartCycle, SmartSpan, Pegasus, Velocity, P10, P100 and Abacus products.

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The Transportation Systems segment includes transportation engineering and consulting services, and the development of transportation management and traveler information systems for the ITS industry.

The Performance Analytics segment includes our performance measurement and information management solution iPeMS, a specialized transportation performance measurement and traffic analytics solution, as well as ClearPath Weather, our road-maintenance application, and ClearAg, our precision agriculture solution. iPeMS provides big data and software analytics solutions that help determine current and future traffic patterns, permitting the effective performance analysis and management of traffic infrastructure resources. ClearPath Weather provides winter road maintenance recommendations for state agencies, municipalities and for commercial companies. Our ClearAg platform provides access to a comprehensive database of weather, soil and agronomic information essential to making informed agricultural decisions.

Certain corporate expenses, including interest and amortization of certain intangible assets, are not allocated to the segments. The reportable segments are each managed separately because they manufacture and distribute distinct products or provide services with different processes. All reported segment revenues are derived from external customers.

The following table sets forth selected unaudited consolidated financial information for our reportable segments for the three and nine months ended December 31, 2015 and 2014:

| | Transportation | | | Total |
|---|--------------------|-----------|--------------------------|-----------|
| | Roadway Sensors | Systems | Performance Analytics | |
| | (In thousands) | | | |
| Three Months Ended December 31, 2015 | | | | |
| Revenues | \$ 9,771 | \$ 7,796 | \$ 1,447 | \$ 19,014 |
| Segment operating income (loss) | 1,672 | 1,017 | (1,913) | 776 |
| Three Months Ended December 31, 2014 | | | | |
| Revenues | \$ 8,112 | \$ 7,796 | \$ 1,632 | \$ 17,540 |
| Segment operating income (loss) | 1,053 | 1,381 | (1,455) | 979 |
| Nine Months Ended December 31, 2015 | | | | |
| Revenues | \$ 31,235 | \$ 23,283 | \$ 3,434 | \$ 57,952 |
| Segment operating income (loss) | 6,562 | 3,101 | (5,936) | 3,727 |
| Nine Months Ended December 31, 2014 | | | | |
| Revenues | \$ 27,328 | \$ 22,745 | \$ 4,133 | \$ 54,206 |
| Segment operating income (loss) | 4,972 | 3,202 | (3,344) | 4,830 |

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The following table reconciles total segment income to unaudited consolidated income from continuing operations before income taxes:

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|---|------------------------------------|----------|-----------------------------------|------------|
| | 2015 | 2014 | 2015 | 2014 |
| | (In thousands) | | | |
| Segment operating income: | | | | |
| Total income from reportable segments | \$ 776 | \$ 979 | \$ 3,727 | \$ 4,830 |
| Unallocated amounts: | | | | |
| Corporate and other expenses | (1,818) | (1,469) | (5,599) | (5,488) |
| Amortization of intangible assets | (92) | (102) | (276) | (341) |
| Change in fair value of contingent consideration | | (1) | | (9) |
| Other expense, net | (3) | (8) | 1 | (11) |
| Interest income, net | 3 | 6 | 10 | 2 |
| Loss from continuing operations before income taxes | \$ (1,134) | \$ (595) | \$ (2,137) | \$ (1,017) |

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report, including the following discussion and analysis, contains forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) that are based on our current expectations, estimates and projections about our business and our industry, and reflect management's beliefs and certain assumptions made by us based upon information available to us as of the date of this report. When used in this report and the information incorporated herein by reference, the words expect(s), feel(s), believe(s), should, will, may, anticipate(s), estimate(s), could, should, and similar expressions or variations of these words are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding our anticipated growth, sales, revenue, expenses, profitability, capital needs, backlog and manufacturing capabilities, competition, the impact of any current or future litigation, the impact of recent accounting pronouncements, the applications for and acceptance of our products and services, and the status of our facilities and product development and the market acceptance of our products, services and technologies. These statements are not guarantees of future performance and are subject to certain risks and uncertainties that could cause our actual results to differ materially from those projected. You should not place undue reliance on these forward-looking statements that speak only as of the date hereof. We encourage you to carefully review and consider the various disclosures made by us which describe certain factors which could affect our business, including in Risk Factors set forth in Part II, Item 1A of this report, before deciding to invest in our company or to maintain or increase your investment. We undertake no obligation to revise or update publicly any forward-looking statement for any reason, including to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Overview

Business Outlook. Given the current ongoing uncertainties regarding global economic conditions, as well as the macroeconomic dynamics in the U.S., we continue to remain cautious about our overall business. We believe an economic slowdown, or a reduction in various funding sources for transportation infrastructure projects and initiatives, may adversely impact our financial results and may impair our ability to accurately forecast our future financial performance and other business trends. In addition, since the end users of a majority of our products and

services are currently governmental entities, we have been, and may continue to be, negatively affected by budgetary issues and delays in purchasing decisions that many municipalities and other state and local agencies continue to face. Spending for new roadways, new systems to address traffic congestion and other transportation infrastructure improvements has been delayed or eliminated in some instances. However, we believe the need to rebuild and modernize aging transportation infrastructure will continue, and various funding mechanisms exist to support transportation infrastructure and related projects. These include the federal highway bill, bonds, dedicated sales and gas tax measures and other alternative funding sources. Furthermore, through investments in research, development, sales, and marketing, we are entering into new commercial markets, in particular the agriculture industry, offering our ClearAg precision agriculture solutions, and we expect positive market acceptance to continue in upcoming quarters.

Table of Contents**Critical Accounting Policies and Estimates**

Management's Discussion and Analysis of Financial Condition and Results of Operations is based on our unaudited consolidated financial statements included herein, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate these estimates and assumptions, including those related to revenue recognition, the collectability of accounts receivable, the valuation of inventories, the recoverability of long-lived assets and goodwill, the realizability of deferred tax assets, accounting for stock-based compensation, the valuation of equity instruments, warranty reserves and other contingencies. We base these estimates on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions by their nature involve risks and uncertainties, and may prove to be inaccurate. In the event that any of our estimates or assumptions are inaccurate in any material respect, it could have a material adverse effect on our reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Recent Accounting Pronouncements

Refer to Note 1 of Notes to Unaudited Consolidated Financial Statements, included in Part I, Item 1 of this report for a discussion of applicable recent accounting pronouncements.

Results of Operations

The following table sets forth statement of operations data as a percentage of total revenues for the periods indicated:

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|--|------------------------------------|--------|-----------------------------------|--------|
| | 2015 | 2014 | 2015 | 2014 |
| Total revenues | 100.0% | 100.0% | 100.0% | 100.0% |
| Cost of revenues | 62.1 | 60.9 | 60.8 | 61.3 |
| Gross profit | 37.9% | 39.1% | 39.2% | 38.7% |
| Operating expenses: | | | | |
| Selling, general and administrative | 33.7 | 32.7 | 33.0 | 32.6 |
| Research and development | 9.7 | 9.2 | 9.4 | 7.3 |
| Amortization of intangible assets | 0.5 | 0.6 | 0.5 | 0.6 |
| Change in fair value of contingent consideration | | 0.0 | | 0.0 |
| Total operating expenses | 43.9 | 42.5 | 42.9 | 40.5 |
| Operating loss | (6.0) | (3.4) | (3.7) | (1.8) |
| Non-operating income (expense) : | | | | |
| Other (expense) income, net | (0.0) | (0.0) | 0.0 | (0.0) |
| Interest income, net | 0.0 | 0.0 | 0.0 | 0.0 |
| | (6.0) | (3.4) | (3.7) | (1.8) |

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Loss from continuing operations before income taxes

| | | | | |
|--|---------|--------|---------|--------|
| (Expense) benefit for income taxes | (49.2) | 2.5 | (15.6) | 1.0 |
| Loss from continuing operations | (55.2) | (0.9) | (19.3) | (0.8) |
| Gain on sale of discontinued operation, net of tax | 0.3 | 0.3 | 0.3 | 0.3 |
| Net loss | (54.9)% | (0.6)% | (19.0)% | (0.5)% |

Table of Contents**Analysis of Quarterly Results of Operations**

Total Revenues. Total revenues are comprised of sales from our Roadway Sensors, Transportation Systems and Performance Analytics segments.

The following table presents our total revenues for the three and nine months ended December 31, 2015 and 2014:

| | Three Months Ended December 31, | | | Increase | % Change |
|----------------|------------------------------------|-----------|----------|----------|-------------|
| | 2015 | 2014 | | | |
| | (In thousands, except percentages) | | | | |
| Total revenues | \$ 19,014 | \$ 17,540 | \$ 1,474 | 8.4% | |

| | Nine Months Ended December 31, | | | Increase | % Change |
|----------------|------------------------------------|-----------|----------|----------|-------------|
| | 2015 | 2014 | | | |
| | (in thousands, except percentages) | | | | |
| Total revenues | \$ 57,952 | \$ 54,206 | \$ 3,746 | 6.9% | |

Total revenues for the three months ended December 31, 2015 increased approximately 8.4% to \$19.0 million, compared to \$17.5 million in the corresponding period in the prior year, due to an increase of approximately 20.5% in Roadway Sensors revenues. This increase was offset in part by a decrease of approximately 11.3% in Performance Analytics revenues in the current period, while Transportation Systems revenues remained relatively flat during this period.

Total revenues for the nine months ended December 31, 2015 increased approximately 6.9% to \$58.0 million, compared to \$54.2 million in the corresponding period in the prior year, primarily due to an increase of approximately 14.3% in Roadway Sensors revenues and an increase of approximately 2.4% in Transportation Systems revenues. These increases were partially offset by a decrease of approximately 16.9% in Performance Analytics revenues in the current nine month period.

Roadway Sensors revenues for the three and nine months ended December 31, 2015 were approximately \$9.8 million and \$31.2 million, respectively, constituting increases of approximately \$1.7 million or 20.5% and approximately \$3.9 million or 14.3%, respectively, compared to the corresponding prior year periods. The increase in total revenues was primarily due to higher unit sales of our legacy Roadway Sensors products, and to a lesser extent, due to increases in our distribution of certain original equipment manufacturer (OEM) products for the traffic intersection market during the nine months ended December 31, 2015. For the three months ended December 31, 2015 and 2014, revenue generated through the distribution of OEM products was approximately \$1.7 million and approximately \$0.9 million, respectively. For the nine months ended December 31, 2015 and 2014, revenue generated through the distribution of OEM products was approximately \$4.4 million and approximately \$4.1 million, respectively. While OEM products generally have lower gross margins than our core video detection products, we believe the offering of OEM products will benefit sales of our core products by providing a more comprehensive suite of traffic solutions for our customers. Going forward, we plan to continue growing revenues by focusing on our core domestic intersection

market, and refine and deliver products that address the needs of this market, primarily our Vantage processor and camera systems and our Vantage Vector video/radar hybrid sensor, as well as our SmartCycle and SmartSpan products. Additionally, we plan to grow revenues by focusing on international distribution channel expansion and expect to continue to refine products that address these markets, namely our Abacus, P10 and P100 products.

Transportation Systems revenues for the three and nine months ended December 31, 2015 were approximately \$7.8 million and \$23.3 million, respectively, reflecting approximately the same amount and an increase of approximately \$538,000 or 2.4%, respectively, compared to the corresponding periods in the prior year. The Transportation Systems segment backlog experienced significant growth and reached approximately \$51.7 million as of December 31, 2015, compared to approximately \$32.0 million as of December 31, 2014. During the third quarter of Fiscal 2016, the Company entered into two large Transportation Systems contracts that increased our total backlog as of December 31, 2015 by approximately \$20 million, with potential for additional contract funding in future periods. Going forward, we plan to continue to pursue larger contracts that may contain significant sub-consulting content. While larger contracts will likely contribute to overall revenue growth, the mix of sub-consulting content will likely affect the related gross profit from period to period, as revenues derived from sub-consultants generally have lower gross margins than our professional services.

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Performance Analytics revenues for the three and nine months ended December 31, 2015 were approximately \$1.4 million and \$3.4 million, respectively, reflecting decreases of approximately \$185,000 or 11.3% and approximately \$699,000 or 16.9%, respectively, compared to the corresponding periods in the prior year. These decreases were due to reductions in our iPeMS revenues as a result of deferred revenue on certain iPeMS implementation projects, delays in contract awards with certain public agencies, and the timing of backlog fulfillment on certain other projects, which were partially offset by increased revenues from our ClearAg solutions under newly signed contracts during Fiscal 2016. Going forward, we plan to continue investing in this segment, particularly in the research and development and sales and marketing of the ClearAg, ClearPath Weather and iPeMS performance measurement solutions. We also plan to pursue commercial opportunities in the precision agriculture technology markets by offering software applications, content, and modeling services that provide analytics and decision support services that leverage our precision weather, soil and agronomic content and application intellectual property.

Gross Profit. The following table presents details of our gross profit for the three and nine months ended December 31, 2015 and 2014:

| | Three Months Ended December 31, | | | Increase | % Change |
|---------------------------------------|------------------------------------|----------|------------------------------------|----------|-------------|
| | 2015 | 2014 | (In thousands, except percentages) | | |
| Gross profit | \$ 7,211 | \$ 6,862 | \$ 349 | 5.1% | |
| Gross profit as a % of total revenues | 37.9% | 39.1% | | | |

| | Nine Months Ended December 31, | | | Increase | % Change |
|---------------------------------------|-----------------------------------|-----------|------------------------------------|----------|-------------|
| | 2015 | 2014 | (in thousands, except percentages) | | |
| Gross profit | \$ 22,732 | \$ 20,968 | \$ 1,764 | 8.4% | |
| Gross profit as a % of total revenues | 39.2% | 38.7% | | | |

Our gross profit as a percentage of total revenues decreased approximately 120 basis points for the three months ended December 31, 2015, as compared to the corresponding period in the prior year, primarily as a result of the sales mix of products within the Roadway Sensors segment and increased sales of OEM products, which generally yield lower gross margins than Roadway Sensors core products. Our gross profit as a percentage of total revenues increased approximately 50 basis points for the nine months ended December 31, 2015, as compared to the corresponding period in the prior year, primarily due to higher revenues derived from our Roadway Sensors segment, the core products of which generally experienced higher gross profits than our other segments, and which increased to approximately 53.9% of our total revenues for the nine months ended December 31, 2015, as compared to 50.4% for the corresponding prior year period.

Roadway Sensors gross profit can fluctuate in any specific quarter or year based on, among other factors, customer and product mix, competitive pricing requirements, product warranty costs and provisions for excess and obsolete inventories, as well as shifts of engineering resources from development activities to sustaining activities, which we record as cost of goods sold.

We recognize a portion of our Transportation Systems and Performance Analytics revenues and related gross profit using percentage of completion contract accounting, and the underlying mix of contract activity affects the related gross profit recognized in any given period. For the Transportation Systems segment, we expect to experience gross profit variability in future periods due to our contract mix and the amount of related sub-consulting content of such contracts, as well as factors such as our ability to efficiently utilize our internal workforce, which could cause fluctuations in our margins from period to period.

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Selling, General and Administrative Expense. The following table presents selling, general and administrative expense for the three and nine months ended December 31, 2015 and 2014:

| | Three Months Ended December 31, 2015 | | Three Months Ended December 31, 2014 | | Increase (Decrease) | % Change |
|-------------------------------------|---|------------------|--|------------------|------------------------|-------------|
| | Amount | % of Revenues | Amount (In thousands, except percentages) | % of Revenues | | |
| Salary and personnel-related | \$ 4,596 | 24.2% | \$ 4,020 | 22.9% | \$ 576 | 14.3% |
| Facilities, insurance and supplies | 641 | 3.4 | 615 | 3.5 | 26 | 4.2 |
| Travel and conferences | 478 | 2.5 | 449 | 2.6 | 29 | 6.5 |
| Professional and outside services | 468 | 2.5 | 639 | 3.6 | (171) | (26.8) |
| Other | 217 | 1.1 | 11 | 0.2 | 206 | 1,872.7 |
| Selling, general and administrative | \$ 6,400 | 33.7% | \$ 5,734 | 32.8% | \$ 666 | 11.6% |

| | Nine Months Ended December 31, 2015 | | Nine Months Ended December 31, 2014 | | Increase (Decrease) | % Change |
|-------------------------------------|--|------------------|--|------------------|------------------------|-------------|
| | Amount | % of Revenues | Amount (In thousands, except percentages) | % of Revenues | | |
| Salary and personnel-related | \$ 13,178 | 22.7% | \$ 11,118 | 20.5% | \$ 2,060 | 18.5% |
| Facilities, insurance and supplies | 2,031 | 3.5 | 1,903 | 3.5 | 128 | 6.7 |
| Travel and conferences | 1,510 | 2.6 | 1,248 | 2.3 | 262 | 21.0 |
| Professional and outside services | 2,025 | 3.5 | 3,117 | 5.8 | (1,092) | (35.0) |
| Other | 432 | 0.7 | 256 | 0.4 | 176 | 68.8 |
| Selling, general and administrative | \$ 19,176 | 33.0% | \$ 17,642 | 32.5% | \$ 1,534 | 8.7% |

The overall increase in selling, general and administrative expense for the three and nine months ended December 31, 2015, as compared to the corresponding periods in the prior year, was primarily due to planned investments in Performance Analytics sales and marketing, including an increase in the salesforce headcount, as well as increased headcount in general and administrative positions, which resulted in higher salary and personnel-related costs. The overall increase during the nine months ended December 31, 2015 was also attributable to certain transition costs relating to the Company's previous CEO and interim CEO. These increases in sales, marketing, general and administrative expenses were offset by decreases in professional and outside services for audit fees incurred during the nine months ended December 31, 2014 in connection with the audit of our financial statements for the fiscal year ended March 31, 2014 (Fiscal 2014). As previously disclosed, the Company delayed its Fiscal 2014 earnings release and the filing of its Annual Report on Form 10-K for Fiscal 2014 until September 3, 2014, due to additional procedures performed by its auditors related to contract revenue testing. As a result of these additional procedures and related delays, we incurred an increase of approximately \$1.0 million in audit fees during the first and second quarters of Fiscal 2015. In addition, we incurred approximately \$500,000 of outside professional consulting costs to assist with the completion of the Fiscal 2014 annual audit during the first nine months of Fiscal 2015.

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Research and Development Expense. The following table presents research and development expense for the three and nine months ended December 31, 2015 and 2014:

| | Three Months Ended December 31, 2015 | | Three Months Ended December 31, 2014 | | Increase (Decrease) | % Change |
|---|---|------------------|--|------------------|------------------------|-------------|
| | Amount | % of Revenues | Amount (In thousands, except percentages) | % of Revenues | | |
| Salary and personnel-related | \$ 935 | 4.9% | \$ 641 | 3.7% | \$ 294 | 45.9% |
| Facilities, development and supplies | 633 | 3.3 | 371 | 2.1 | 262 | 70.6 |
| Other | 285 | 1.5 | 606 | 3.4 | (321) | (53.0) |
| Research and development | \$ 1,853 | 9.7% | \$ 1,618 | 9.2% | \$ 235 | 14.5% |

| | Nine Months Ended December 31, 2015 | | Nine Months Ended December 31, 2014 | | Increase | % Change |
|---|--|------------------|--|------------------|----------|-------------|
| | Amount | % of Revenues | Amount (In thousands, except percentages) | % of Revenues | | |
| Salary and personnel-related | \$ 2,587 | 4.5% | \$ 1,902 | 3.5% | \$ 685 | 36.0% |
| Facilities, development and supplies | 1,746 | 3.0 | 1,112 | 2.1 | 634 | 57.0 |
| Other | 1,095 | 1.9 | 970 | 1.8 | 125 | 12.9 |
| Research and development | \$ 5,428 | 9.4% | \$ 3,984 | 7.4% | \$ 1,444 | 36.2% |

The overall increase in research and development expense for the three and nine months ended December 31, 2015, compared to the corresponding periods in the prior year, was primarily due to an increase in headcount. For the nine month period ended December 31, 2015, headcount increased by eight employees, which resulted in higher salary and personnel-related costs. The increases were also attributable to research costs for certain software and application developments in the Performance Analytics segment and investments in securing intellectual property rights.

The Performance Analytics segment continued to invest in the development of ClearAg and ClearPath Weather solutions. ClearAg products include historical, real-time and forecast weather content, soil and crop growth information, and other useful crop health information to provide solutions in the precision agriculture technology markets. We successfully released generally available versions of a set of ClearAg products during the first half of Fiscal 2016. Going forward, we expect to continue investing in our Performance Analytics segment to enhance the ClearAg, ClearPath Weather and iPeMS solutions. This continued investment may result in increases in research and development costs.

Fair Value of Contingent Acquisition Consideration. During the nine months ended December 31, 2015 and 2014, we recorded a net increase of approximately \$0 and \$9,000, respectively, to operating expenses in the unaudited consolidated statement of operations for the change in estimated fair value of contingent consideration related to our prior acquisition of Berkeley Transportation Systems, Inc. The Company has no contingent consideration liabilities remaining as of December 31, 2015.

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Income Taxes. The following tables present our provision for income taxes for the three and nine months ended December 31, 2015 and 2014:

| | Three Months Ended December 31, | | (Increase) Decrease | % Change |
|-------------------------------|------------------------------------|---------|------------------------|-------------|
| | 2015 | 2014 | | |
| | (In thousands, except percentages) | | | |
| Benefit for income taxes | \$ 700 | \$ 441 | \$ 259 | |
| Change in valuation allowance | (10,065) | | (10,065) | |
| Total tax (expense) benefit | \$ (9,365) | \$ 441 | \$ (9,806) | (2,224)% |
| Effective tax rate | 826.6% | (74.1)% | | |

| | Nine Months Ended December 31, | | (Increase) Decrease | % Change |
|-------------------------------|------------------------------------|---------|------------------------|-------------|
| | 2015 | 2014 | | |
| | (In thousands, except percentages) | | | |
| Benefit for income taxes | \$ 1,010 | \$ 562 | \$ 448 | |
| Change in valuation allowance | (10,065) | | (10,065) | |
| Total tax (expense) benefit | \$ (9,055) | \$ 562 | \$ (9,617) | (1,711)% |
| Effective tax rate | 423.8% | (55.3)% | | |

On an interim basis, we estimate what our anticipated annual effective tax rate will be, while also separately considering applicable discrete and other non-recurring items, and record a quarterly income tax provision in accordance with the anticipated annual rate. As the fiscal year progresses, we refine our estimates based on actual events and financial results during the year. This process can result in significant changes to our expected effective tax rate. When this occurs, we adjust our income tax provision during the quarter in which our estimates are refined so that the year-to-date provision reflects the expected annual effective tax rate. These changes, along with adjustments to our deferred taxes, among others, may create fluctuations in our overall effective tax rate from quarter to quarter.

In assessing the realizability of our deferred tax assets, we review all available positive and negative evidence, including reversal of deferred tax liabilities, potential carrybacks, projected future taxable income, tax planning strategies and recent financial performance. As of December 31, 2015, the Company had generated a cumulative pre-tax loss over the trailing three years. As such, we considered it appropriate to record a valuation allowance of approximately \$10.1 million in our third quarter of Fiscal 2016 against our deferred tax assets. We will continuously reassess the appropriateness of maintaining a valuation allowance.

Liquidity and Capital Resources**Cash Flows**

We have historically financed our operations with a combination of cash flows from operations, borrowings under credit facilities and the sale of equity securities. We currently rely on cash flows from operations, our cash reserves and the availability of borrowings on a line of credit facility

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to fund our operations, which we believe to be sufficient to fund our operations for at least the next twelve months. However, we may need or choose to raise additional capital to fund potential future acquisitions and our future growth. We may raise such funds by selling equity or debt securities to the public or to selected investors or by borrowing money from financial institutions. If we raise additional funds by issuing equity or convertible debt securities, our existing stockholders may experience significant dilution and any equity securities that may be issued may have rights senior to our existing stockholders.

At December 31, 2015, we had \$26.0 million in working capital, which included \$18.4 million in cash and cash equivalents and reflected no borrowings on our \$12.0 million line of credit. This compares to working capital of \$30.9 million at March 31, 2015, which included \$22.0 million in cash and cash equivalents and reflected no borrowings on our line of credit. Included in prepaid expenses and other current assets at December 31, 2015 and March 31, 2015 is approximately \$520,000 of cash designated as collateral on performance bonds, as required under certain of our Transportation Systems contracts in the Middle East. We expect such cash collateral restrictions to remain in place through 2016.

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The following table summarizes our cash flows for the nine months ended December 31, 2015 and 2014:

| | Nine Months Ended December 31, | | |
|--|-----------------------------------|---------|----------|
| | 2015 | | 2014 |
| | (In thousands) | | |
| Net cash (used in) provided by: | | | |
| Operating activities | \$ | (2,332) | \$ 2,350 |
| Investing activities | | (389) | (759) |
| Financing activities | | (859) | (929) |

Operating Activities. Cash used in our operations for the nine months ended December 31, 2015 was primarily the result of approximately \$1.4 million working capital used and our net loss of approximately \$11.0 million, adjusted by approximately \$10.1 million in non-cash items, of which \$10 million related to our allowance for deferred income taxes. Such non-cash items also included higher stock-based compensation primarily due to the recent large equity grant to our new CEO, as well as depreciation, amortization, gain on the sale of discontinued operation and loss on disposal of property and equipment.

Cash provided by our operations for the nine months ended December 31, 2014 was primarily the result of our net loss of \$304,000 adjusted by approximately \$483,000 in non-cash items for deferred income taxes, depreciation, amortization, stock-based compensation expense, gain on sale of discontinued operations and adjustments to deferred tax assets. This was increased by approximately \$2.2 million provided by working capital, consisting of approximately \$2.7 million from accounts receivable and net costs and estimated earnings in excess of billings, offset by a decrease of approximately \$524,000 for inventories, prepaid expenses and other assets, and accounts payable and accrued expenses.

Investing Activities. Net cash used in our investing activities during the nine months ended December 31, 2015 was the result of approximately \$673,000 for purchases of property and equipment, which was offset by approximately \$284,000 in proceeds from the sale of the Vehicle Sensors segment. Net cash used in our investing activities during the nine months ended December 31, 2014 consisted of approximately \$858,000 for purchases of property and equipment, which was partially offset by approximately \$99,000 in proceeds from the sale of the Vehicle Sensors segment.

Financing Activities. Net cash used in financing activities during the nine months ended December 31, 2015 was the result of approximately \$1.2 million in cash used to repurchase shares of our common stock and approximately \$367,000 of cash proceeds from the exercises of stock options. Net cash used in financing activities during the nine months ended December 31, 2014 was primarily the result of approximately \$606,000 in cash used to repurchase shares of our common stock pursuant to our stock repurchase program and approximately \$336,000 used to make the final deferred payment for a prior business acquisition.

Borrowings

We currently have a two-year, \$12.0 million revolving line of credit with CB&T, which expires on October 1, 2016. Interest on borrowed amounts under the revolving line of credit is payable monthly at a rate equal to the current stated prime rate (3.50% at December 31, 2015). We are obligated to pay an unused line fee of 0.15% per annum applied to the average unused portion of the revolving line of credit during the preceding month. The revolving line of credit does not contain any early termination fees and is secured by substantially all of our assets. As of December 31, 2015 and March 31, 2015, no amounts were outstanding under the line of credit with CB&T. Availability under this line of credit may be reduced or otherwise limited in accordance (or pursuant to) with certain financial and other covenants. As of December 31, 2015 and March 31, 2015, we were in compliance with all such financial covenants.

Off Balance Sheet Arrangements

Other than our operating leases, we do not have any other material off balance sheet arrangements at December 31, 2015.

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Seasonality

We have historically experienced seasonality, particularly with respect to our Roadway Sensors segment, which adversely affects such sales in our third and fourth fiscal quarters due to a reduction in intersection construction and repairs during the winter months due to inclement weather conditions, with the third fiscal quarter generally impacted the most by inclement weather. We have also experienced seasonality, particularly with respect to our Transportation Systems segment, which adversely impacts our third fiscal quarter due to the increased number of holidays, causing a reduction in available billable hours. We have also experienced seasonality related to certain ClearPath Weather services, which adversely impacts such sales in our first and second fiscal quarters, mainly because these services are generally not required during spring and summer when weather conditions are comparatively milder.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our exposure to interest rate risk is limited to our line of credit, which bears interest equal to the prevailing prime rate plus 0.25%. We do not believe that a 10% increase in the interest rate on our line of credit would have a material impact on our financial position, operating results or cash flows.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management was required to apply its judgment in evaluating the cost-benefit relationship of such controls and procedures.

Changes in Internal Controls

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During the fiscal quarter covered by this report, there has been no significant change in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Inherent Limitations on Internal Control

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of management override or improper acts, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of the inherent limitations in a cost-effective control system, misstatements due to management override, error or improper acts may occur and not be detected. Any resulting misstatement or loss may have an adverse and material effect on our business, financial condition and results of operations.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth under the heading "Litigation and Other Contingencies" in Note 7 of Notes to Unaudited Consolidated Financial Statements, included in Part I, Item 1 of this report, is incorporated herein by reference. For additional discussion of risks associated with legal proceedings, see "Risk Factors" below.

ITEM 1A. RISK FACTORS

Our business is subject to a number of risks, some of which are discussed below. Other risks are presented elsewhere in this report and in the information incorporated by reference into this report. You should consider the following risks carefully in addition to the other information contained in this report and our other filings with the SEC, including our subsequent reports on Forms 10-Q and 8-K, before deciding to buy, sell or hold our common stock. The risks and uncertainties described below are not the only ones facing our company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations. If any of these risks actually occurs, our business, financial condition, or results of operations could be seriously harmed. In that event, the market price for our common stock could decline and you may lose all or part of your investment.

Because we depend on government contracts and subcontracts, we face additional risks related to contracting with federal, state and local governments, including budgetary issues and fixed price contracts. A significant portion of our revenues are derived from contracts with governmental agencies, either as a general contractor, subcontractor or supplier. We anticipate that revenue from government contracts will continue to remain a significant portion of our revenues. Government business is, in general, subject to special risks and challenges, including:

- *delays in funding and uncertainty regarding the allocation of funds to state and local agencies from the U.S. federal government, delays in the expenditures from the federal highway bill and delays or reductions in other state and local funding dedicated for transportation and ITS projects;*

- *other government budgetary constraints, cut-backs, delays or reallocation of government funding;*

- *performance bond requirements;*

- long purchase cycles or approval processes;
- competitive bidding and qualification requirements;
- changes in government policies and political agendas;
- milestone requirements and liquidated damage provisions for failure to meet contract milestones; and
- international conflicts or other military operations that could cause the temporary or permanent diversion of government funding from transportation or other infrastructure projects.

Governmental budgets and plans are subject to change without warning. Certain risks of selling to governmental entities include dependence on appropriations and administrative allocation of funds, changes in governmental procurement legislation and regulations and other policies that may reflect political developments or agendas, significant changes in contract scheduling, intense competition for government business and termination of purchase decisions for the convenience of the governmental entity. Substantial delays in purchase decisions by governmental entities, and the current constraints on government budgets at the federal, state and local level, and the ongoing uncertainty as to the timing and accessibility to government funding could cause our revenues and income to drop substantially or to fluctuate significantly between fiscal periods.

In addition, a number of our government contracts are fixed price contracts. As a result, we may not be able to recover any cost overruns we may incur. These fixed price contracts require us to estimate the total project cost based on preliminary projections of the project's requirements. The financial viability of any given project depends in large part on our ability to estimate these costs accurately and complete the project on a timely basis. In the event our costs on these projects exceed the fixed contractual amount, we will be required to bear the excess costs. Such additional costs would adversely affect our financial condition and results of operations. Moreover, certain of our government contracts are subject to termination or renegotiation at the convenience of the government, which could result in a large decline in our revenues in any given period. Our inability to address any of the foregoing concerns or the loss or renegotiation of any material government contract could seriously harm our business, financial condition and results of operations.

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We recently expanded our Performance Analytics capabilities to address a new market segment, the agricultural market, which may not broadly accept our technologies and new products. The application of precision analytics to the agricultural market is a relatively new development that has required us to invest, and is expected to continue to require us to invest, in additional research and development and sales and marketing without any guarantee of a commensurate increase in revenues. The introduction of any new performance analytics products and services could have longer than accepted sales cycles, which could adversely impact our operating results. We cannot assure you that growers or other companies in this market will perceive the value proposition of our performance analytics or that our new products for this market, ClearAg solutions, will achieve broad market acceptance in the near future or at all. If the agricultural market fails to understand the benefit of our performance analytics products or chooses not to adopt our technologies, our business, financial condition and results of operations will be adversely affected.

Uncertainty and delays in government funding for transportation infrastructure projects and initiatives have adversely impacted our revenues. There was uncertainty in the past few years regarding allotment of government funds due to delays in the passage of a federal highway bill. On December 4, 2015, the Fixing America's Surface Transportation (FAST) Act was signed into law, providing \$305 billion over five years for surface transportation projects and programs. Despite the recently enacted federal highway bill, delays in the allocation of funds, the priority of infrastructure projects and the availability of funds for ITS related projects could continue to adversely impact our revenues and overall financial performance.

We recently entered into the software development market and may be subject to additional challenges and additional costs and delays. We have only been in the business of software development for a few years and may experience development and technical challenges. Our business and results of operations could also be seriously harmed by any significant delays in our software development and updates. Certain of our new products have contained undetected software errors or bugs when first released by us, despite our testing. We may not discover these faults or errors until after a product has been installed and used by our customers. Any faults or errors in our existing products or in any new products may cause delays in product introduction and shipments, require design modifications, harm customer relationships or our reputation, any of which could adversely affect our business and competitive position. In addition, the software development industry frequently experience litigation concerning intellectual property disputes, which could be costly and distract our management.

If we do not keep pace with rapid technological changes and evolving industry standards, we will not be able to remain competitive, and the demand for our products will likely decline. Our markets are in general characterized by the following factors:

- rapid technological advances;
- downward price pressures in the marketplace as technologies mature;

- changes in customer requirements;
- additional qualification requirements related to new products or components;
- frequent new product introductions and enhancements;
- inventory issues related to transition to new or enhanced models; and
- evolving industry standards and changes in the regulatory environment.

Our future success will depend upon our ability to anticipate and adapt to changes in technology and industry standards, and to effectively develop, introduce, market and gain broad acceptance of new products and product enhancements incorporating the latest technological advancements.

If we are unable to develop and introduce new products and product enhancements successfully and in a cost-effective and timely manner, or are unable to achieve market acceptance of our new products, our operating results would be adversely affected. We believe our revenue growth and future operating results will depend on our ability to complete development of new products and enhancements, introduce these products in a timely, cost-effective manner, achieve broad market acceptance of these products and enhancements, and reduce our production costs. We cannot guarantee the success of these products, and we may not be able to introduce any new products or any enhancements to our existing products on a timely basis, or at all. In addition, the introduction of any new products could adversely affect the sales of certain of our existing products.

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We believe that we must continue to make substantial investments to support ongoing research and development in order to develop new or enhanced products and software to remain competitive. We need to continue to develop and introduce new products that incorporate the latest technological advancements in outdoor image processing hardware, software and camera technologies in response to evolving customer requirements. We cannot assure you that we will be able to adequately manage product transition issues. Our business and results of operations could be adversely affected if we do not anticipate or respond adequately to technological developments or changing customer requirements or if we cannot adequately manage inventory issues typically related to new product transitions and introductions. We cannot assure you that any such investments in research and development will lead to any corresponding increase in revenue.

The markets in which we operate are highly competitive and have many more established competitors than us, which could adversely affect our revenues or the market acceptance of our products. We compete with numerous other companies in our target markets including, but not limited to, large, multi-national corporations and many smaller regional engineering firms.

We compete with existing, well-established companies and technologies in our Roadway Sensors segment, both domestically and abroad. Only a small portion of the intersection traffic market has adopted advanced video detection technologies, and our future success will depend in part upon gaining broad market acceptance for video detection in this market. Certain technological barriers to entry make it difficult for new competitors to enter the market with competing video or other technologies; however, we are aware of new market entrants from time to time. Increased competition could result in loss of market share, price reductions and reduced gross margins, any of which could seriously harm our business, financial condition and results of operations.

The Transportation Systems market is highly fragmented and is subject to evolving national and regional quality and safety standards. Our competitors vary in size, number, scope and breadth of the products and services they offer, and include large multi-national engineering firms and smaller local regional firms.

The markets in which our Performance Analytics segment operates vary from public sector customers who focus on performance measurement systems to help measure and manage the effectiveness of their transportation systems to commercial sector customers who ingest and disseminate traffic, weather and agronomic related data, information and analytics through various consumer outlets. Our competitors include divisions of large, multi-national corporations as well as a variety of small providers. In the public sector, we compete with some of the same transportation engineering, planning and design firms that also compete with our Transportation Systems segment. In the commercial sector, we compete with a variety of entities that currently provide traffic and/or weather related data to that market.

In each of our operating segments, many of our competitors have far greater name recognition and greater financial, technological, marketing and customer service resources than we do. This may allow our competitors to respond more quickly to new or emerging technologies and changes in customer requirements. It may also allow them to devote greater resources to the development, promotion, sale and support of their products and services than we can. Consolidations of end users, distributors and manufacturers in our target markets exacerbate this problem. As a result of the foregoing factors, we may not be able to compete effectively in our target markets and competitive pressures could adversely affect our business, financial condition and results of operations.

We may not be able to adequately protect or enforce our intellectual property rights, which could harm our competitive position. If we are not able to adequately protect or enforce the proprietary aspects of our technology, competitors could be able to access our proprietary technology and our business, financial condition and results of operations will likely be seriously

harm. We currently attempt to protect our technology through a combination of patent, copyright, trademark and trade secret laws, employee and third party nondisclosure agreements and similar means. Despite our efforts, other parties may attempt to disclose, obtain or use our technologies or systems. Our competitors may also be able to independently develop products that are substantially equivalent or superior to our products or design around our patents. In addition, the laws of some foreign countries do not protect our proprietary rights as fully as do the laws of the U.S. As a result, we may not be able to protect our proprietary rights adequately in the U.S. or abroad.

Litigation may be necessary in the future to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Litigation may also be necessary to defend against claims of infringement or invalidity by others. We have in the past, and may in the future, be subject to litigation regarding our intellectual property rights. An adverse outcome in litigation or any similar proceedings could subject us to significant liabilities to third parties, require us to license disputed rights from others or require us to cease marketing or using certain products or technologies. We may not be able to obtain any licenses on terms acceptable to us, or at all. We also may have to indemnify certain customers or strategic partners if it is determined that we have infringed upon or misappropriated another party's intellectual property. Our recent expansion into software development activities may subject us to increased possibility of litigation. Any of the foregoing could adversely affect our business, financial condition and results of operations. In addition, the cost of addressing any intellectual property litigation claim, including legal fees and expenses, and the diversion of management's attention and resources, regardless of whether the claim is valid, could be significant and could seriously harm our business, financial condition and results of operations.

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We may be unable to attract and retain key personnel, including senior management, which could seriously harm our business. Due to the specialized nature of our business, we are highly dependent on the continued service of our executive officers and other key management, engineering and technical personnel. The loss of any of our officers, or any of our other executives or key members of management could adversely affect our business, financial condition, or results of operations. Our success will also depend in large part upon our ability to continue to attract, retain and motivate qualified engineering and other highly skilled technical personnel. The future success of our Transportation Systems segment will depend on our ability to hire additional qualified engineers, planners and technical personnel. The future success of our Performance Analytics segment will depend on our ability to hire additional software developers, qualified engineers and technical personnel. Competition for qualified employees, particularly development engineers and software developers, is intense. We may not be able to continue to attract and retain sufficient numbers of such highly skilled employees. Our inability to attract and retain additional key employees or the loss of one or more of our current key employees could adversely affect our business, financial condition and results of operations.

Our profitability could be adversely affected if we are not able to maintain adequate utilization of our Transportation Systems and Performance Analytics workforce. The cost of providing our Transportation Systems and Performance Analytics engineering and consulting services, including the extent to which we utilize our workforce, affects our profitability. The rate at which we utilize our workforce is affected by a number of factors, including:

- our ability to transition employees from completed projects to new assignments and to hire and assimilate new employees;
- our ability to forecast demand for our services and thereby maintain an appropriate headcount in our various regions;
- our need to devote time and resources to training, business development, professional development and other non-chargeable activities; and
- our ability to match the skill sets of our employees to the needs of the marketplace.

An inability to properly and fully utilize our Transportation Systems workforce could have an adverse effect on our results of operations.

Our failure to successfully bid on new contracts and renew existing contracts could reduce our revenues and profits. Our business depends on our ability to successfully bid on new contracts and renew existing contracts with private and public sector customers. Contract proposals and negotiations are complex and frequently involve a lengthy bidding and selection

process, which are affected by a number of factors, such as market conditions, financing arrangements and required governmental approvals. For example, a customer may require us to provide a surety bond or letter of credit to protect the client should we fail to perform under the terms of the contract. If negative market conditions continue, or if we fail to secure adequate financing arrangements or the required governmental approval or fail to meet other required conditions, we may not be able to pursue particular projects, which could reduce or eliminate our profitability.

If we experience declining or flat revenues and we fail to manage such declines effectively, we may be unable to execute our business plan and may experience future weaknesses in our operating results. Based on our business objectives, and in order to achieve future growth, we will need to continue to add additional qualified personnel, and invest in additional research and development and sales and marketing activities, which could lead to increases in our expenses and future declines in our operating results. In addition, our past expansion has placed, and future expansion is expected to place, a significant strain on our managerial, administrative, operational, financial and other resources. If we are unable to manage these activities or any revenue declines successfully, our growth, our business, our financial condition and our results of operations could continue to be adversely affected.

We are currently not profitable and we may be unable to become profitable on a quarterly or annual basis. For Fiscal 2015 and the three and nine months ended December 31, 2015, we had a net loss, and we cannot assure you that we will be profitable in the future. Our ability to become profitable in future periods could be impacted by budgetary constraints, government and political agendas, economic instability and other items that are not in our control. Furthermore, we rely on operating profits from the Company's segments to fund investments in sales and marketing and research and development initiatives. We cannot assure you that our financial performance will sustain a sufficient level to completely support those investments. Most of our expenses are fixed in advance. As such, we generally are unable to reduce our expenses significantly in the short-term to compensate for any unexpected delay or decrease in anticipated revenues or increases in planned investments. As a result, we may continue to experience operating

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losses and net losses in the future, which would make it difficult to fund our operations and achieve our business plan, and could cause the market price of our common stock to decline.

Our use of the percentage of completion method of accounting for our Transportation Systems and Performance Analytics revenues could result in a reduction or reversal of previously recorded revenues and profits. A portion of Transportation Systems and Performance Analytics revenues are measured and recognized using the percentage of completion method of accounting. Our use of this accounting method results in recognition of revenues and profits proportionally over the life of a contract, based generally on the proportion of costs incurred to date to total costs expected to be incurred for the entire project. The effects of revisions to revenues and estimated costs are recorded when the amounts are known or can be reasonably estimated. Such revisions could occur in any period and their effects could be material. Although we have historically made reasonably reliable estimates of the progress towards completion of long-term engineering, program management, construction management or construction contracts, the uncertainties inherent in the estimating process make it possible for actual costs to vary materially from estimates, including reductions or reversals of previously recorded revenues and profits.

If our internal controls over financial reporting do not comply with the requirements of the Sarbanes-Oxley Act, our business and stock price could be adversely affected. Section 404 of the Sarbanes-Oxley Act of 2002 currently requires us to evaluate the effectiveness of our internal controls over financial reporting at the end of each fiscal year and to include a management report assessing the effectiveness of our internal controls over financial reporting in all annual reports.

As a smaller reporting company, for Fiscal 2015, we were exempt from the auditor attestation requirement over our internal control over financial reporting; however, to the extent we do not qualify as a non-accelerated filer or smaller reporting company in subsequent fiscal years, we will be subject to the auditor attestation requirement under Section 404(b) of the Sarbanes-Oxley Act. In such an event, we may not be able to complete the work required for such attestation on a timely basis and, even if we timely complete such requirements, our independent registered public accounting firm may still conclude that our internal controls over financial reporting are not effective.

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Iteris have been or will be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions. Over time, our controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Our quarterly operating results fluctuate as a result of many factors. Therefore, we may fail to meet or exceed the expectations of securities analysts and investors, which could cause our stock price to decline. Our quarterly revenues and operating results have fluctuated and are likely to continue to vary from quarter to quarter due to a number of factors, many of which are not within our control. Factors that could affect our revenues include, among others, the following:

- delays in government contracts and funding from time to time and budgetary constraints at the federal, state and local levels;
- our ability to access stimulus funding, funding from the federal highway bill or other government funding;
- declines in new home and commercial real estate construction and related road and other infrastructure construction;
- changes in our pricing policies and the pricing policies of our suppliers and competitors, pricing concessions on volume sales, as well as increased price competition in general;
- the long lead times associated with government contracts;
- the size, timing, rescheduling or cancellation of significant customer orders;
- our ability to control costs;

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- our ability to raise additional capital;
- the mix of our products and services sold in a quarter, which has varied and is expected to continue to vary from time to time;
- seasonality due to winter weather conditions;
- seasonality with respect to revenues from our ClearPath Weather and related weather forecasting services due to the decrease in revenues generated for such services during the spring and summer time periods;
- our ability to develop, introduce, patent, market and gain market acceptance of new products, applications and product enhancements in a timely manner, or at all;
- market acceptance of the products incorporating our technologies and products;
- the introduction of new products by competitors;
- the availability and cost of components used in the manufacture of our products;
- our success in expanding and implementing our sales and marketing programs;
- the effects of technological changes in our target markets;
- the amount of our backlog at any given time;
- the nature of our government contracts;

- decrease in revenues derived from key or significant customers;
- deferrals of customer orders in anticipation of new products, applications or product enhancements;
- risks and uncertainties associated with our international business;
- general economic and political conditions;
- international conflicts and acts of terrorism; and
- other factors beyond our control, including but not limited to, natural disasters.

Due to all of the factors listed above as well as other unforeseen factors, our future operating results could be below the expectations of securities analysts or investors. If that happens, the trading price of our common stock could decline. As a result of these quarterly variations, you should not rely on quarter-to-quarter comparisons of our operating results as an indication of our future performance.

We may be subject to traffic related litigation. The traffic industry in general is subject to litigation claims due to the nature of personal injuries that result from traffic accidents. As a provider of traffic engineering services, products and solutions, we have been, and could in the future continue to be, from time to time, subject to litigation for traffic related accidents, even if our products or services did not cause the particular accident. While we generally carry insurance against these types of claims, some claims may not be covered by insurance or the damages resulting from such litigation could exceed our insurance coverage limits. In the event that we are required to pay significant damages as a result of one or more lawsuits that are not covered by insurance or exceed our coverage limits, it could materially harm our business, financial condition or cash flows. Even defending against unsuccessful claims could cause us to incur significant expenses and result in a diversion of management's attention.

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We may experience production gaps that could materially and adversely impact our sales and financial results and the ultimate acceptance of our products. It is possible that we could experience unforeseen quality control issues or part shortages as we adjust production to meet current demand for our products. We have historically used single suppliers for certain significant components in our products. Should any such delay or disruption occur, or should a key supplier discontinue operations, our future sales will likely be materially and adversely affected. Additionally, we rely heavily on select contract manufacturers to produce many of our products and do not have any long-term contracts to guarantee supply of such products. Although we believe our contract manufacturers have sufficient capacity to meet our production schedules for the foreseeable future and we believe we could find alternative contract manufacturing sources for many of our products, if necessary, we could experience a production gap if for any reason our contract manufacturers were unable to meet our production requirements and our cost of goods sold could increase, adversely affecting our margins.

We may engage in acquisitions of companies or technologies that may require us to undertake significant capital infusions and could result in disruptions of our business and diversion of resources and management attention. We have completed three acquisitions since April 2009 and, in the future, we may acquire additional complementary businesses, products, and technologies. Acquisitions may require significant capital infusions and, in general, acquisitions also involve a number of special risks, including:

- potential disruption of our ongoing business and the diversion of our resources and management's attention;
 - the failure to retain or integrate key acquired personnel;
 - the challenge of assimilating diverse business cultures, and the difficulties in integrating the operations, technologies and information system of the acquired companies;
 - increased costs to improve managerial, operational, financial and administrative systems and to eliminate duplicative services;
 - the incurrence of unforeseen obligations or liabilities;
 - potential impairment of relationships with employees or customers as a result of changes in management;
- and

- increased interest expense and amortization of acquired intangible assets, as well as unanticipated accounting charges.

Our competitors are also soliciting potential acquisition candidates, which could both increase the price of any acquisition targets and decrease the number of attractive companies available for acquisition. Acquisitions may also materially and adversely affect our operating results due to large write-offs, contingent liabilities, substantial depreciation, deferred compensation charges or intangible asset amortization, or other adverse tax or accounting consequences. We cannot assure you that we will be able to identify or consummate any additional acquisitions, successfully integrate any acquisitions or realize the benefits anticipated from any acquisition.

Our international business operations may be threatened by many factors that are outside of our control. While we historically have had limited international sales, revenues and operations experience, we currently have three transportation systems contracts in the United Arab Emirates and have been expanding our distribution capabilities for our Roadway Systems segment internationally, particularly in Australia, New Zealand and in South America. We plan to continue to expand our international efforts, but we cannot assure you that we will be successful in such efforts. International operations subject us to various inherent risks including, among others:

- political, social and economic instability, as well as international conflicts and acts of terrorism;
- bonding requirements for certain international projects;
- longer accounts receivable payment cycles;
- import and export license requirements and restrictions of the U.S. and each other country in which we operate;
- currency fluctuations and restrictions, and our ability to repatriate currency from certain foreign regions;
- unexpected changes in regulatory requirements, tariffs and other trade barriers or restrictions;
- required compliance with existing and new foreign regulatory requirements and laws, more restrictive labor laws and obligations, including but not limited to the U.S. Foreign Corrupt Practices Act;

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- difficulties in managing and staffing international operations;
- potentially adverse tax consequences; and
- reduced protection for intellectual property rights in some countries.

Substantially all of our international product sales are denominated in U.S. dollars. As a result, an increase in the relative value of the dollar could make our products more expensive and potentially less price competitive in international markets. We do not currently engage in any transactions as a hedge against risks of loss due to foreign currency fluctuations.

Any of the factors mentioned above may adversely affect our future international revenues and, consequently, affect our business, financial condition and operating results. Additionally, as we pursue the expansion of our international business, certain fixed and other overhead costs could outpace our revenues, thus adversely affecting our results of operations. We may likewise face local competitors in certain international markets who are more established, have greater economies of scale and stronger customer relationships. Furthermore, as we increase our international sales, our total revenues may also be affected to a greater extent by seasonal fluctuations resulting from lower sales that typically occur during the summer months in Europe and certain other parts of the world.

We may need to raise additional capital in the future, which may not be available on terms acceptable to us, or at all. We have historically experienced volatility in our earnings and cash flows from operations from year to year. Although we have a revolving line of credit, it includes, among other things, certain financial covenants, and a failure to meet such covenants or a material adverse change in the business could result in the bank limiting or eliminating our ability to borrow these or any funds. Should this occur, or if the credit markets further tighten or our business declines, we may need or choose to raise additional capital to repay indebtedness, pursue acquisitions or expand our operations. Such additional capital may be raised through bank borrowings, or other debt or equity financings. We cannot assure you that any additional capital will be available on a timely basis, on acceptable terms, or at all, and such additional financing may result in further dilution to our stockholders.

Our capital requirements will depend on many factors, including, but not limited to:

- market acceptance of our products and product enhancements, and the overall level of sales of our products;
- our ability to control costs;

- the supply of key components for our products;
- our ability to increase revenue and net income;
- increased research and development expenses and sales and marketing expenses;
- our need to respond to technological advancements and our competitors' introductions of new products or technologies;
- capital improvements to new and existing facilities and enhancements to our infrastructure and systems;
- potential acquisitions of businesses and product lines;
- our relationships with customers and suppliers;
- government budgets, political agendas and other funding issues, including potential delays in government contract awards;
- our ability to successfully negotiate credit arrangements with our bank and the state of the financial markets, in general; and
- general economic conditions, including the effects of the economic slowdowns and international conflicts.

If our capital requirements are materially different from those currently planned, we may need additional capital sooner than anticipated. If additional funds are raised through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders will be reduced and such securities may have rights, preferences and privileges senior to our common stock. Additional equity or debt financing may not be available on favorable terms, on a timely basis, or at all. If adequate funds are not available or are not available on acceptable terms, we may be unable to continue our operations as planned, develop or enhance our products, expand our sales and marketing programs, take advantage of future opportunities or respond to competitive pressures.

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The trading price of our common stock is highly volatile. The trading price of our common stock has been subject to wide fluctuations in the past. From April 2012 through January 2016, our common stock has traded at prices as low as \$1.25 per share and as high as \$2.96 per share. The market price of our common stock could continue to fluctuate in the future in response to various factors, including, but not limited to:

- quarterly variations in operating results;
- our ability to control costs, improve cash flow and sustain profitability;
- our ability to raise additional capital;
- shortages announced by suppliers;
- announcements of technological innovations or new products or applications by our competitors, customers or us;
- transitions to new products or product enhancements;
- acquisitions of businesses, products or technologies;
- the impact of any litigation;
- changes in investor perceptions;
- government funding, political agendas and other budgetary constraints;

- changes in earnings estimates or investment recommendations by securities analysts; and
- international conflicts, political unrest and acts of terrorism.

The stock market has from time to time experienced volatility, which has often affected and may continue to affect the market prices of equity securities of many technology companies. This volatility has often been unrelated to the operating performance of these companies. These broad market fluctuations may adversely affect the market price of our common stock. In the past, companies that have experienced volatility in the market price of their securities have been the subject of securities class action litigation. If we were to become the subject of a class action lawsuit, it could result in substantial losses and divert management's attention and resources from other matters.

Certain provisions of our charter documents may discourage a third party from acquiring us and may adversely affect the price of our common stock. Certain provisions of our certificate of incorporation could make it difficult for a third party to acquire us, even though an acquisition might be beneficial to our stockholders. Such provisions could limit the price that investors might be willing to pay in the future for shares of our common stock. Under the terms of our certificate of incorporation, our Board of Directors is authorized to issue, without stockholder approval, up to 2,000,000 shares of preferred stock with voting, conversion and other rights and preferences superior to those of our common stock. In August 2009, we adopted a new stockholder rights plan and declared a dividend of preferred stock purchase rights to our stockholders. Generally, the stockholder rights plan provides that if a person or group acquires 15% or more of our common stock, subject to certain exceptions and under certain circumstances, the rights may be exchanged by us for common stock or the holders of the rights, other than the acquiring person or group, could acquire additional shares of our capital stock at a discount off of the then current market price. Such exchanges or exercise of rights could cause substantial dilution to a particular acquirer and discourage the acquirer from pursuing our company. The mere existence of a stockholder rights plan often delays or makes a merger, tender offer or other acquisition more difficult.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In August 2011, our Board of Directors approved a stock repurchase program pursuant to which we were authorized to acquire up to \$3.0 million of our outstanding common stock from time to time through August 2012. On August 9, 2012, our Board of Directors approved a new stock repurchase program pursuant to which we may acquire up to \$3.0 million of our outstanding common stock for an unspecified length of time. Under the new program, we may repurchase shares from time to time in open-market and privately negotiated transactions and block trades, and may also repurchase shares pursuant to an existing or future 10b5-1 trading plan to facilitate repurchases during our closed trading windows. There is no guarantee as to the exact number of shares that will be repurchased. We may modify or terminate the repurchase program at any time without prior notice. On November 6, 2014, our Board of Directors approved a \$3.0 million increase to our existing stock repurchase program, pursuant to which we may continue to acquire shares of its outstanding common stock from time to time for an unspecified length of time.

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From inception of the original stock repurchase program in August 2011 through December 31, 2015, we repurchased approximately 3,422,000 shares of our common stock for an aggregate repurchase price of approximately \$5.6 million at an average purchase price of \$1.63 per share. We did not repurchase any shares of our common stock during the three months ended December 31, 2015. All repurchased shares from prior periods have been retired and resumed their status as authorized and unissued shares of our common stock. As of December 31, 2015, there was approximately \$1.7 million of remaining funds available under the stock repurchase program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

Table of Contents**ITEM 6. EXHIBITS**

The following exhibits are filed herewith or are incorporated by reference to the location indicated.

| Exhibit Number | Description | Where Located |
|-----------------------|---|-----------------------|
| 31.1 | Certification of the Principal Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | <i>Filed herewith</i> |
| 31.2 | Certification of the Principal Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | <i>Filed herewith</i> |
| 32.1 | Certification of the Chief Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | <i>Filed herewith</i> |
| 32.2 | Certification of the Chief Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | <i>Filed herewith</i> |
| 101.INS# | XBRL Instance Document | <i>Filed herewith</i> |
| 101.SCH# | XBRL Taxonomy Extension Schema Document | <i>Filed herewith</i> |
| 101.CAL# | XBRL Taxonomy Extension Calculation Linkbase Document | <i>Filed herewith</i> |
| 101.LAB# | XBRL Taxonomy Extension Label Linkbase Document | <i>Filed herewith</i> |
| 101.PRE# | XBRL Taxonomy Extension Presentation Linkbase Document | <i>Filed herewith</i> |
| 101.DEF# | XBRL Taxonomy Extension Definition Linkbase Document | <i>Filed herewith</i> |

Pursuant to Rule 406T of Regulation S-T, these interactive data files i) are not deemed filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, irrespective of any general incorporation language included in any such filings, and otherwise are not subject to liability under these sections; and ii) are deemed to have complied with Rule 405 of Regulation S-T (Rule 405) and are not subject to liability under the anti-fraud provisions of the Section 17(a)(1) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 or under any other liability provision if we have made a good faith attempt to comply with Rule 405 and, after we become aware that the interactive data files fail to comply with Rule 405, we promptly amend the interactive data files.

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SIGNATURES

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 thereunto duly authorized.

Dated: February 11, 2016

ITERIS, INC.
(Registrant)

By

/s/ JOE BERGERA
Joe Bergera
Chief Executive Officer
(Principal Executive Officer)

By

/s/ ANDREW C. SCHMIDT
Andrew C. Schmidt
Chief Financial Officer
(Principal Financial Officer)

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