

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## RELM WIRELESS CORP

**Form: SC 13D/A**

**Date Filed: 2017-06-20**

Corporate Issuer CIK: 2186

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

**SCHEDULE 13D**  
**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 4)\***

**ITERIS, INC.**  
(Name of Issuer)

**Common Stock, \$0.10 par value per share**  
(Title of Class of Securities)

**46564T107**  
(CUSIP Number)

**William P. Kelly**  
**RELM Wireless Corporation**  
**7100 Technology Drive**  
**West Melbourne, Florida 32904**  
**(321) 984-1414**

**D. Kyle Cerminara**  
**Fundamental Global Investors, LLC**  
**4201 Congress Street, Suite 140**  
**Charlotte, North Carolina 28209**  
**(704) 323-6851**

**With a copy to:**  
**Derek D. Bork**  
**Thompson Hine LLP**  
**3900 Key Center**  
**127 Public Square**  
**Cleveland, Ohio 44114**  
**(216) 566-5500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**June 12, 2017**  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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

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

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1	NAME OF REPORTING PERSON <b>Fundamental Global Investors, LLC</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS <b>AF</b>		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>North Carolina</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>	
	8	SHARED VOTING POWER <b>2,126,948</b>	
	9	SOLE DISPOSITIVE POWER <b>0</b>	
	10	SHARED DISPOSITIVE POWER <b>2,126,948</b>	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON <b>2,126,948</b>		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>6.5%</b>		
14	TYPE OF REPORTING PERSON <b>00</b>		

1	NAME OF REPORTING PERSON <b>Fundamental Global Partners, LP</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS <b>WC</b>		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>	
	8	SHARED VOTING POWER <b>261,231</b>	
	9	SOLE DISPOSITIVE POWER <b>0</b>	
	10	SHARED DISPOSITIVE POWER <b>261,231</b>	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON <b>261,231</b>		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>0.8%</b>		
14	TYPE OF REPORTING PERSON <b>PN</b>		

1	NAME OF REPORTING PERSON <b>Fundamental Global Partners Master Fund, LP</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS <b>WC</b>		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>	
	8	SHARED VOTING POWER <b>250,789</b>	
	9	SOLE DISPOSITIVE POWER <b>0</b>	
	10	SHARED DISPOSITIVE POWER <b>250,789</b>	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON <b>250,789</b>		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>0.8%</b>		
14	TYPE OF REPORTING PERSON <b>PN</b>		

1	NAME OF REPORTING PERSON <b>RELM Wireless Corporation</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS <b>WC</b>		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Nevada</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>	
	8	SHARED VOTING POWER <b>1,614,928</b>	
	9	SOLE DISPOSITIVE POWER <b>0</b>	
	10	SHARED DISPOSITIVE POWER <b>1,614,928</b>	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON <b>1,614,928</b>		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>5.0%</b>		
14	TYPE OF REPORTING PERSON <b>CO</b>		

1	NAME OF REPORTING PERSON <b>D. Kyle Cerminara</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS <b>OO; AF</b>		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>10,751*</b>	
	8	SHARED VOTING POWER <b>2,126,948</b>	
	9	SOLE DISPOSITIVE POWER <b>10,751*</b>	
	10	SHARED DISPOSITIVE POWER <b>2,126,948</b>	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON <b>2,137,699*</b>		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>6.6%</b>		
14	TYPE OF REPORTING PERSON <b>IN</b>		

\*Includes 8,146 restricted stock units.

This Amendment No. 4 to Statement of Beneficial Ownership on Schedule 13D (this "Amendment No. 4") amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on February 26, 2016 (as amended, the "Schedule 13D" or this "Statement"), with respect to the Common Stock, \$0.10 par value per share (the "Common Stock"), of Iteris, Inc., a Delaware corporation (the "Company"). Capitalized terms used but not defined in this Amendment No. 4 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 4, the Schedule 13D remains unchanged.

**Item 3. Source and Amount of Funds or Other Consideration.**

The total cost for purchasing the Common Stock reported as owned by the Reporting Persons, including brokerage commissions, was approximately as follows: FGPP, \$1,150,462, FGPM, \$926,707, and RELM, \$2,963,352. The source of these funds was working capital of FGPP, FGPM, and RELM, as applicable.

The Common Stock reported as owned by Mr. Cerminara was received as compensation for his service as a director of the Company. On September 1, 2016, Mr. Cerminara received 2,605 restricted stock units, which vested in full on October 26, 2016. On March 3, 2017, Mr. Cerminara received 8,146 restricted stock units, which vest in full on the first anniversary of the grant date, subject to Mr. Cerminara's continued service as a director. Each restricted stock unit represents the right to receive one share of Common Stock.

**Item 5. Interest in Securities of the Issuer.**

(a) The Reporting Persons beneficially own in the aggregate 2,137,699 shares of Common Stock, which represents approximately 6.6% of the Company's outstanding shares of Common Stock.

Each of FGPP, FGPM and RELM directly holds the number and percentage of shares of Common Stock disclosed as beneficially owned by it in the applicable table set forth on the cover page to this Statement. Share purchases by RELM were made through Tactical Capital Investments LLC, a Delaware limited liability company and a wholly-owned subsidiary of RELM. None of the other Reporting Persons or, to the Reporting Persons' knowledge, any individuals identified on Schedule B to the Schedule 13D directly holds any of the shares of Common Stock disclosed in this Statement, except as previously described in Item 5 of the Schedule 13D or as described below.

100 shares of Common Stock are held by RELM of record; the remaining shares of Common Stock held by RELM are in an account that is managed by CWA Asset Management Group, LLC (doing business as "Capital Wealth Advisors"). CWA Asset Management Group, LLC provides wealth management, estate planning and family office services to individual investors. Fundamental Global Investors, LLC owns 50% of CWA Asset Management Group, LLC. In addition, CWA Asset Management Group, LLC holds 104,078 shares of Common Stock for the accounts of individual investors, which represents approximately 0.5% of the Company's outstanding shares of Common Stock.

Each percentage ownership of shares of Common Stock set forth in this Statement is based on the 32,493,210 shares of Common Stock reported by the Company as outstanding as of June 5, 2017 in its Annual Report on Form 10-K filed with the Securities and Exchange Commission on June 13, 2017 with respect to its fiscal year ended March 31, 2017.

(c) On April 28, 2017, in a cross-trade, FGPP acquired 125,624 shares of Common Stock from FGPM at a purchase price of \$5.22 per share. On June 14, 2017, FGPM completed a withdrawal and redemption in-kind of 88,028 shares of Common Stock from FGPM to a limited partner.

The transactions effected by the Reporting Persons in the Common Stock through the open market during the past 60 days are set forth on Schedule A to this Statement.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Pursuant to rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Amendment No. 4, which agreement is set forth on the signature page to this Statement.

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**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: June 20, 2017

FUNDAMENTAL GLOBAL PARTNERS, LP,  
by Fundamental Global Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Partner and Manager

FUNDAMENTAL GLOBAL PARTNERS MASTER FUND, LP,  
by FG Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Manager

FUNDAMENTAL GLOBAL INVESTORS, LLC

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Chief Executive Officer, Partner and Manager

FGI FUNDS MANAGEMENT, LLC

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Manager

D. KYLE CERMINARA

/s/ D. Kyle Cerminara

LEWIS M. JOHNSON

/s/ Lewis M. Johnson

JOSEPH H. MOGLIA

/s/ Joseph H. Moglia

RELM WIRELESS CORPORATION

/s/ William P. Kelly  
William P. Kelly  
EVP and Chief Financial Officer

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**Schedule A****Transactions by the Reporting Persons in the Common Stock in the Past 60 Days:**Fundamental Global Partners Master Fund, LP (FGPM):

<b>Transaction Date</b>	<b>Number of Shares Bought/(Sold)</b>	<b>Average Price Per Share (\$)</b>
6/12/2017	(90,480)	\$ 5.50
6/13/2017	(18,270)	\$ 5.47

Fundamental Global Partners, LP (FGPP):

<b>Transaction Date</b>	<b>Number of Shares Bought/(Sold)</b>	<b>Average Price Per Share (\$)</b>
6/12/2017	(94,220)	\$ 5.50
6/13/2017	(19,027)	\$ 5.47

RELM Wireless Corporation:

<b>Transaction Date</b>	<b>Number of Shares Bought/(Sold)</b>	<b>Average Price Per Share (\$)</b>
6/12/2017	(135,800)	\$ 5.50
6/13/2017	(27,421)	\$ 5.47

**Schedule B****Identity and Background of Executive Officers of RELM Wireless Corporation****Present Principal Occupation and Name, Principal Business  
and Address of any Organization in which  
such Employment Is Conducted**

<b>Name</b>	<b>Business Address</b>	
Timothy A. Vitou	7100 Technology Drive West Melbourne, FL 32904	President RELM Wireless Corporation 7100 Technology Drive West Melbourne, FL 32904
William P. Kelly	7100 Technology Drive West Melbourne, FL 32904	Executive Vice President and Chief Financial Officer RELM Wireless Corporation 7100 Technology Drive West Melbourne, FL 32904
James E. Gilley	7100 Technology Drive West Melbourne, FL 32904	Chief Technology Officer and Vice President RELM Wireless Corporation 7100 Technology Drive West Melbourne, FL 32904

**Identity and Background of Directors of RELM Wireless Corporation****Present Principal Occupation and Name, Principal Business  
and Address of any Organization in which  
such Employment Is Conducted**

<b>Name</b>	<b>Business Address</b>	
D. Kyle Cerminara Chairman of the Board of RELM	4201 Congress Street, Suite 140 Charlotte, NC 28209	Chief Executive Officer Fundamental Global Investors, LLC 4201 Congress Street, Suite 140 Charlotte, NC 28209
	11422 Miracle Hills Drive Suite 300 Omaha, NE 68154	Chief Executive Officer and Chairman of the Board of Directors Ballantyne Strong, Inc. 11422 Miracle Hills Drive, Suite 300 Omaha, NE 68154
	131 Plantation Ridge Drive Suite 100 Mooresville, NC 28117	Ballantyne Strong, Inc. is a publicly-held holding company with diverse business activities focused on serving the cinema, retail, financial, and government markets.
Lewis M. Johnson	c/o CWA Asset Management Group, LLC 9130 Galleria Court Third Floor Naples, FL 34109	CWA Asset Management Group, LLC 9130 Galleria Court, Third Floor Naples, FL 34109
	c/o Fundamental Global Investors, LLC 4201 Congress Street Suite 140 Charlotte, NC 28209	Co-Founder and Partner Fundamental Global Investors, LLC 4201 Congress Street, Suite 140 Charlotte, NC 28209

Name	Business Address	Present Principal Occupation and Name, Principal Business and Address of any Organization in which such Employment Is Conducted
General E. Gray Payne	c/o The Columbia Group 100 M Street SE, Suite 900 Washington, D.C. 20003	Senior Vice President The Columbia Group 100 M Street SE, Suite 900 Washington, D.C. 20003  The Columbia Group is a federal consulting firm working with the Department of Defense, Department of Homeland Security, NOAA and private clients.
Charles T. Lanktree	7100 Technology Drive West Melbourne, FL 32904	President and Chief Executive Officer Eggland's Best, LLC 2 Ridgedale Avenue, Suite 201 Cedar Knolls, NJ 07927  Eggland's Best, LLC is a distributor of nationally branded eggs.
Ryan R.K. Turner	7100 Technology Drive West Melbourne, FL 32904	Vice President of Strategic Investments Ballantyne Strong, Inc. 11422 Miracle Hills Drive, Suite 300 Omaha, NE 68154  Ballantyne Strong, Inc. is a publicly-held holding company with diverse business activities focused on serving the cinema, retail, financial, and government markets.
John W. Struble	7100 Technology Drive West Melbourne, FL 32904	Chief Financial Officer IntraPac International Corporation 136 Fairview Road, Suite 320 Mooresville, NC 28117  IntraPac International Corporation is a private equity owned manufacturing company.
Michael R. Dill	7100 Technology Drive West Melbourne, FL 32904	President, Aerospace, Power Generation and General Industrial divisions AFGlobal Corporation 945 Bunker Hill Rd, Suite 500 Houston, TX 77024  AFGlobal Corporation is a privately-held, integrated technology and manufacturing company.