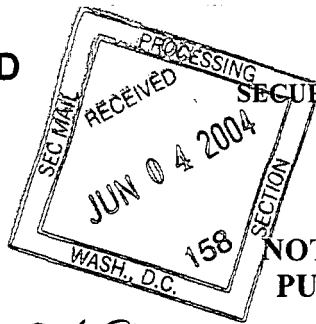


FORM D

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

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

OMB		76
04031689		15
USE ONLY		3
Prefix	Serial	
DATE RECEIVED		

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

2004 Private Placement - Convertible Debentures and Warrants; Exchange - Issuance of Class A Common Stock

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Iteris Holdings, Inc.

Address of Executive Offices (Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)
1515 South Manchester Avenue, Anaheim, California 92802	(714) 774-5000

Address of Principal Business Operations (Number and Street, City State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
N/A	

Brief Description of Business

Development of products and services to address the safety, security and management of roadways.

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

PROCESSED**JUN 07 2004****THOMSON
FINANCIAL**

Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated
0 7 8 7

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

D	E
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GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1972 (6-02)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested of the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Miner, Gregory A.

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Johnson, John E.

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Slutzky, Joel

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Daly, Kevin C.

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Gudmundson, Crandall L.

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Muench, Jerry F.

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Seazholtz, John W.

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA (continued)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Thomas, Thomas L.

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Wright, Paul E.

Business or Residence Address (Number and Street, City, State, Zip Code)

1515 South Manchester Avenue, Anaheim, California 92802

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Austin W. Marx and David M. Greenhouse (Special Situations Fund III, L.P., Special Situations Cayman Fund, L.P., and Special Situations Private Equity Fund, L.P.)¹**

Business or Residence Address (Number and Street, City, State, Zip Code)

153 E. 53rd Street, 55th Floor, New York, New York 10022

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **SACC Partners LP; Riley Investment Management LLC; B. Riley & Co., Inc.; Bryant R. Riley²**

Business or Residence Address (Number and Street, City, State, Zip Code)

11550 Santa Monica Blvd., Suite 750, Los Angeles, CA 90025

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

¹ Pursuant to a Schedule 13D/A filed on April 8, 2004 with the SEC, Messrs. Marx and Greenhouse reported that they had shared voting power and shared investment power over the shares of common stock (and the shares of common stock issuable upon exercise of warrants) held by the Special Situations Cayman Fund, L.P., Special Situations Fund III, L.P. and Special Situations Private Equity Fund, L.P. Messrs. Marx and Greenhouse are the controlling principals of AWM Investment Company, Inc. ("AWM"), the general partner of Special Situations Cayman Fund, L.P. AWM is the general partner of MGP Advisers Limited Partnership, the general partner of Special Situations Fund III, L.P. In addition, Messrs. Marx and Greenhouse are members of MG Advisers L.L.C., the general partner of Special Situations Private Equity Fund, L.P.

² Pursuant to a Schedule 13D filed on August 26, 2003 with the SEC, SACC Partners LP, Riley Investment Management LLC, B. Riley & Co., Inc. and Bryant R. Riley reported that Bryant Riley had sole voting and investment power over the shares of common stock (and the shares of common stock issuable upon exercise of warrants) held by SACC Partners LP, Riley Investment Management LLC, and B. Riley & Co., Inc. Mr. Riley owns all of the outstanding shares of B. Riley & Co., Inc. ("BRC"), an NASD member broker-dealer. Mr. Riley also manages and owns all of the outstanding membership interests of Riley Investment Management LLC ("RIM"), a California registered investment adviser. RIM is the investment adviser to and general partner of SACC Partners LP ("SACC").

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ N/A

3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual states) ☐ All States

AL ☐	AK ☐	AZ ☐	AR ☐	CA ☐	CO ☐	CT ☐	DE ☐	DC ☐	FL ☐	GA ☐	HI ☐	ID ☐
IL ☐	IN ☐	IA ☐	KS ☐	KY ☐	LA ☐	ME ☐	MD ☐	MA ☐	MI ☐	MN ☐	MS ☐	MO ☐
MT ☐	NE ☐	NV ☐	NH ☐	NJ ☐	NM ☐	NY ☐	NC ☐	ND ☐	OH ☐	OK ☐	OR ☐	PA ☐
RI ☐	SC ☐	SD ☐	TN ☐	TX ☐	UT ☐	VT ☐	VA ☐	WA ☐	WV ☐	WI ☐	WY ☐	PR ☐

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual states) ☐ All States

AL ☐	AK ☐	AZ ☐	AR ☐	CA ☐	CO ☐	CT ☐	DE ☐	DC ☐	FL ☐	GA ☐	HI ☐	ID ☐
IL ☐	IN ☐	IA ☐	KS ☐	KY ☐	LA ☐	ME ☐	MD ☐	MA ☐	MI ☐	MN ☐	MS ☐	MO ☐
MT ☐	NE ☐	NV ☐	NH ☐	NJ ☐	NM ☐	NY ☐	NC ☐	ND ☐	OH ☐	OK ☐	OR ☐	PA ☐
RI ☐	SC ☐	SD ☐	TN ☐	TX ☐	UT ☐	VT ☐	VA ☐	WA ☐	WV ☐	WI ☐	WY ☐	PR ☐

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual states) ☐ All States

AL ☐	AK ☐	AZ ☐	AR ☐	CA ☐	CO ☐	CT ☐	DE ☐	DC ☐	FL ☐	GA ☐	HI ☐	ID ☐
IL ☐	IN ☐	IA ☐	KS ☐	KY ☐	LA ☐	ME ☐	MD ☐	MA ☐	MI ☐	MN ☐	MS ☐	MO ☐
MT ☐	NE ☐	NV ☐	NH ☐	NJ ☐	NM ☐	NY ☐	NC ☐	ND ☐	OH ☐	OK ☐	OR ☐	PA ☐
RI ☐	SC ☐	SD ☐	TN ☐	TX ☐	UT ☐	VT ☐	VA ☐	WA ☐	WV ☐	WI ☐	WY ☐	PR ☐

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ <u>See Footnote ³</u>	\$ <u>See Footnote ³</u>
☒ Class A Common ☐ Preferred		
Convertible Securities (including warrants).....	\$ <u>See Footnote ⁴</u>	\$ <u>See Footnote ³</u>
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$ <u>10,100,000 ^{3,4}</u>	\$ <u>10,100,000 ^{3,4}</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	27	\$ <u>10,100,000 ^{3,4}</u>
Non-accredited Investors.....	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	☒ \$ <u>2,000</u>
Printing and Engraving Costs.....	☐ \$ _____
Legal Fees.....	☒ \$ <u>28,000</u>
Accounting Fees.....	☐ \$ _____
Engineering Fees.....	☐ \$ _____
Sales Commissions (specify finders' fees separately).....	☐ \$ _____
Other Expenses (identify) _____	☐ \$ _____
Total.....	☐ \$ <u>30,000</u>

³ The issuer issued 1,219,445 shares of its Class A common stock to DaimlerChrysler Venture GmbH in exchange for 547,893 shares of the common stock of Iteris, Inc., the issuer's subsidiary, held by Daimler. No cash consideration was paid for the share issuance.

⁴ The issuer issued (i) convertible debentures in the aggregate principal amount of \$10,100,000, which are initially convertible into an aggregate of 2,797,773 shares of the issuer's Class A common stock, (ii) warrants to purchase up to an aggregate of 326,730 shares of Class A common stock at an exercise price of \$3.86 per share and (iii) warrants to purchase up to an aggregate of 313,117 shares of Class A common stock at an exercise price of \$4.03 per share. No additional cash consideration was paid for the issuance of the warrants.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 10,070,000⁵

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

			Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees	☐	\$	_____	☐	\$ _____
Purchase of real estate	☐	\$	_____	☐	\$ _____
Purchase, rental or leasing and installment of machinery and equipment..	☐	\$	_____	☐	\$ _____
Construction or leasing of plant buildings and facilities	☐	\$	_____	☐	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	☐	\$	_____	☐	\$ _____
Repayment of indebtedness	☐	\$	_____	☐	\$ _____
Working capital	☐	\$	_____	☒	\$ <u>10,070,000</u> ⁵
Other (specify): _____	☐	\$	_____	☐	\$ _____
_____	☐	\$	_____	☐	\$ _____
Column Totals	☐	\$	_____	☐	\$ _____
Total Payments Listed (column totals added)			☒ \$		<u>10,070,000</u> ⁵

⁵ The issuer issued 1,219,445 shares of its Class A common stock to DaimlerChrysler Venture GmbH in exchange for 547,893 shares of the common stock of Iteris, Inc., the issuer's subsidiary, held by Daimler. No cash consideration was paid for the share issuance.

The issuer issued (i) convertible debentures in the aggregate principal amount of \$10,100,000, which are initially convertible into an aggregate of 2,797,773 shares of the issuer's Class A common stock, (ii) warrants to purchase up to an aggregate of 326,730 shares of Class A common stock at an exercise price of \$3.86 per share and (iii) warrants to purchase up to an aggregate of 313,117 shares of Class A common stock at an exercise price of \$4.03 per share. No additional cash consideration was paid for the issuance of the warrants.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Iteris Holdings, Inc.	Signature 	Date June 2, 2004
Name of Signer (Print or Type) Greg Miner	Title of Signer (Print or Type) Chief Executive Officer and Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)