



DIVISION OF  
CORPORATION FINANCE

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

June 15, 2021

Douglas Groves  
Chief Financial Officer  
Iteris, Inc  
1700 Carnegie Avenue, Suite 100  
Santa Ana, CA 92705

**Re: Iteris, Inc.**  
**Registration Statement on Form S-3**  
**Filed June 8, 2021**  
**File No. 333-256898**

Dear Mr. Groves:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Jay Mumford at 202-551-3637 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Manufacturing