ITERIS, INC.
Form 10-Q
February 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2012

OR

o 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	**95-2588496**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1700 Carnegie Avenue, Suite 100 **Santa Ana, California**	**92705**
(Address of principal executive office)	(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 x No o

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 x No o

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 o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

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

As of February 1, 2013, there were 33,286,041 shares of common stock outstanding.

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ITERIS, INC.

Quarterly Report on Form 10-Q
For the Three and Nine Months Ended December 31, 2012

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Unless otherwise indicated in this report, the Company, we, us and our refer to Iteris, Inc. and our wholly-owned subsidiaries.

Iteris®, Vantage®, Abacus®, VersiCam , Pico , Vantage Vector , iPerform , SmartCycle , SmartScan and IterisPeMS are among the trademarks of Iteris, Inc. Any other trademarks or trade names mentioned herein are the property of their respective owners.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Iteris, Inc.

Consolidated Balance Sheets

(In thousands, except par value)

	December 31, 2012 (Unaudited)	March 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 19,714	$ 18,701
Trade accounts receivable, net of allowance for doubtful accounts of $379 at December 31, 2012 and March 31, 2012	8,458	11,081
Costs in excess of billings on uncompleted contracts	6,903	5,360
Inventories	2,907	2,454
Deferred income taxes	2,904	2,904
Prepaid expenses and other current assets	1,321	425
Total current assets	42,207	40,925
Property and equipment, net	1,734	1,948
Deferred income taxes	5,757	6,761
Intangible assets, net	2,253	2,578
Goodwill	17,318	17,318
Other assets	217	210
Total assets	$ 69,486	$ 69,740
Liabilities and stockholders equity		
Current liabilities:		
Trade accounts payable	$ 4,096	$ 4,044
Accrued payroll and related expenses	2,792	3,398
Accrued liabilities	2,841	2,942
Billings in excess of costs and estimated earnings on uncompleted contracts	1,802	1,542
Current portion of long-term debt		634
Total current liabilities	11,531	12,560
Deferred rent	412	700
Unrecognized tax benefits	339	351
Other non-current liabilities	306	657
Total liabilities	12,588	14,268
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, 2012 and March 31, 2012		
Issued and outstanding shares - 33,286 at December 31, 2012 and 33,909 at March 31, 2012	3,329	3,391
Additional paid-in capital	136,810	137,645

Accumulated deficit		(83,241)		(85,564)
Total stockholders equity		56,898		55,472
Total liabilities and stockholders equity	$	69,486	$	69,740

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, 2012	Three Months Ended December 31, 2011	Nine Months Ended December 31, 2012	Nine Months Ended December 31, 2011
Total revenues	$ 13,994	$ 14,881	$ 45,802	$ 43,166
Cost of revenues	8,843	9,417	28,316	25,828
Gross profit	5,151	5,464	17,486	17,338
Operating expenses:				
Selling, general and administrative	4,382	4,371	13,509	13,501
Research and development	902	868	2,369	2,476
Amortization of intangible assets	161	141	483	343
Change in fair value of contingent consideration	133	(281)	(188)	(639)
Total operating expenses	5,578	5,099	16,173	15,681
Operating income (loss)	(427)	365	1,313	1,657
Non-operating income (expense):				
Other income, net	1	3	9	4
Interest income (expense), net	12	(13)	(2)	(64)
Income (loss) from continuing operations before income taxes	(414)	355	1,320	1,597
Benefit (provision) for income taxes	120	263	(475)	(715)
Income (loss) from continuing operations	(294)	618	845	882
Gain on sale of discontinued operation, net of tax	1,391	129	1,478	1,244
Income from discontinued operation, net of tax				28
Net income	$ 1,097	$ 747	$ 2,323	$ 2,154
Income (loss) per share from continuing operations - basic and diluted	$ (0.01)	$ 0.02	$ 0.03	$ 0.03
Gain per share from sale of discontinued operation - basic and diluted	$ 0.04	$ 0.00	$ 0.04	$ 0.04
Income per share from discontinued operation - basic and diluted	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Net income per share - basic and diluted	$ 0.03	$ 0.02	$ 0.07	$ 0.06
Shares used in basic per share calculations	33,532	34,217	33,657	34,337
Shares used in diluted per share calculations	33,641	34,271	33,759	34,443

See accompanying notes.

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Iteris, Inc.

Unaudited Consolidated Statements of Cash Flows

(In thousands)

	Nine Months Ended December 31, 2012	Nine Months Ended December 31, 2011
Cash flows from operating activities		
Net income	$ 2,323	$ 2,154
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in deferred tax assets	1,004	231
Depreciation of property and equipment	692	716
Stock-based compensation	220	237
Amortization of intangible assets	483	348
Change in fair value of contingent consideration	(188)	(639)
Gain on sale of discontinued operation, net of tax	(1,478)	(1,244)
Loss on disposal of property and equipment		1
Changes in operating assets and liabilities, net of effects of discontinued operation:		
Accounts receivable	2,623	(355)
Net costs and estimated earnings in excess of billings	(1,283)	(694)
Inventories	(453)	624
Prepaid expenses and other assets	(516)	86
Accounts payable and accrued expenses	(1,118)	379
Net cash provided by operating activities	2,309	1,844
Cash flows from investing activities		
Purchases of property and equipment	(478)	(295)
Capitalized software	(158)	
Cash paid for business combination		(977)
Net proceeds from sale of business segment	1,091	11,446
Net cash provided by investing activities	455	10,174
Cash flows from financing activities		
Payments on long-term debt	(634)	(1,872)
Deferred payment for prior business combination		(112)
Repurchases of common stock	(1,333)	(396)
Proceeds from stock option exercises	216	63
Net cash used in financing activities	(1,751)	(2,317)
Increase in cash and cash equivalents	1,013	9,701
Cash and cash equivalents at beginning of period	18,701	11,818
Cash and cash equivalents at end of period	$ 19,714	$ 21,519
Supplemental schedule of non-cash investing and financing activities:		
Liabilities incurred for acquisition	$	$ 971

See accompanying notes.

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Iteris, Inc.

Notes to Unaudited Consolidated Financial Statements

December 31, 2012

1. Description of Business and Summary of Significant Accounting Policies

Description of Business

Iteris, Inc. (referred to collectively with our subsidiaries in these unaudited consolidated financial statements as Iteris, the Company, we, our an us) is a leading provider of intelligent information solutions to the traffic management market. 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 analytics and improve the safety of surface transportation systems infrastructure. Additionally, we believe that our products, services and solutions, in conjunction with sound traffic management, minimize the environmental impact of traffic congestion. By combining image processing, traffic engineering, information technology, and other products and services, we offer a broad range of Intelligent Transportation Systems (ITS) solutions to customers worldwide. Iteris was originally incorporated in Delaware in 1987.

Basis of Presentation

Our unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Securities and Exchange Commission (SEC) Form 10-Q and Article 10 of SEC Regulation S-X. In the opinion of management, the accompanying unaudited consolidated financial statements fairly present the consolidated financial position of Iteris as of December 31, 2012, the consolidated results of operations for the three and nine months ended December 31, 2012 and 2011 and the consolidated cash flows for the nine months ended December 31, 2012 and 2011. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the SEC. The results of operations for the three and nine months ended December 31, 2012 are not necessarily indicative of those to be expected for future quarterly periods or the entire fiscal year. The accompanying unaudited consolidated financial statements should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended March 31, 2012, as filed with the SEC on June 11, 2012.

The results of continuing operations for all periods presented in the unaudited consolidated financial statements exclude the financial impact of discontinued operations. See Note 3, Sale of Vehicle Sensors , for further discussion related to discontinued operations 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 allowance for doubtful accounts, projections of taxable income used to assess realizability of deferred tax assets, inventory and 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 debt and equity instruments, the valuation of contingent acquisition consideration, estimates of future cash flows used to assess the recoverability of long-lived assets and the impairment of goodwill.

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 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.

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 standalone 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.

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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.

Transportation Systems revenues are derived primarily from long-term contracts with governmental agencies. 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 cost-plus fixed fee or time-and-materials contracts for which no specific maximum contract values are stipulated.

Costs in Excess of Billings on Uncompleted Contracts

Costs 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

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 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 audit findings on contract closeout settlements.

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 credit quality financial institutions, and therefore are believed to have minimal credit risk.

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

Fair Values of Financial Instruments

The fair value of cash and cash equivalents, receivables, accounts payable and accrued expenses approximate carrying value because of the short period of time to maturity. The fair value of line of credit agreements and long-term debt approximate carrying value because the related effective rates of interest approximate current market rates available to us for debt with similar terms and similar remaining maturities.

Cash and Cash Equivalents

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

Allowance for Doubtful Accounts

The collectability of our accounts receivable is evaluated through review of invoices outstanding greater than a certain period of time 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 receivable to the amount we reasonably believe will be collected. We also maintain an allowance for doubtful accounts 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 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.

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. In the fiscal year ended March 31, 2012 (Fiscal 2012), we early adopted the provisions issued by the Financial Accounting Standards Board (FASB) that are 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. Certain adverse business conditions impacting one or more reporting units would cause us to test goodwill for impairment on an interim basis.

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.

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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 tax 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 reversed in the first subsequent financial reporting period in which that threshold is no longer met.

Stock-Based Compensation

We record stock-based compensation in the 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 stock options and restricted stock units. The fair value of our stock option awards is estimated on the grant date using the Black-Scholes-Merton (BSM) 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 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.

Research and Development Expenditures

Research and development expenditures are charged to expense in the period incurred.

Shipping and Handling Costs

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

Sales Taxes

Sales taxes are presented on a net basis (excluded from revenues) in the unaudited consolidated statements of operations.

Warranty

We generally provide a one to three year warranty from the original invoice date on our 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.

Repair and Maintenance Costs

We incur repair and maintenance costs in the normal course of business. Should the repair or maintenance result in a permanent improvement to one of our leased facilities, the cost is capitalized as a leasehold improvement and amortized over its useful life or the remainder of the lease period, whichever is shorter. Non-permanent repair and maintenance costs are charged to expense as incurred.

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Recent Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04), which amends Accounting Standards Codification 820, *Fair Value Measurements*. ASU 2011-04 aims to eliminate certain differences that existed between U.S. and international fair value accounting concepts, and also clarifies existing guidance under GAAP. Additionally, among other disclosures, this ASU requires certain new quantitative and qualitative disclosures regarding unobservable fair value measurements. We adopted the amendments prescribed by ASU 2011-04 for our fiscal year ending March 31, 2013 (Fiscal 2013), which has not resulted in a material impact on our consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income* (ASU 2011-05). ASU 2011-05 requires the presentation of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The new standard also requires presentation of adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented; however, in December 2011, the FASB issued ASU No. 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*, which deferred this requirement. The amendments prescribed by ASU 2011-05 are now effective on a retrospective basis for financial statements issued for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011. We adopted ASU 2011-05 in Fiscal 2013, which has not resulted in a material impact on our consolidated financial statements.

In September 2011, the FASB issued ASU No. 2011-08, *Testing for Goodwill Impairment* (ASU 2011-08). With respect to performing their required annual test for goodwill impairment, ASU 2011-08 gives companies the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If a company concludes that this is the case, it must perform the two-step test in accordance with previously existing guidance. Otherwise, a company can skip the two-step test. ASU 2011-08 is effective for fiscal years beginning after December 15, 2011. Early adoption was permitted, and we chose to adopt ASU 2011-08 in Fiscal 2012, which did not result in a material impact on our consolidated financial statements.

2. Supplemental Financial Information

Inventories

The following table presents details of our inventories:

	December 31, 2012	March 31, 2012
	(In thousands)	
Materials and supplies	$ 1,600	$ 1,513
Work in process	73	98
Finished goods	1,234	843
	$ 2,907	$ 2,454

Intangible Assets

The following table presents details of our intangible assets:

	December 31, 2012		March 31, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(In thousands)			
Technology	$ 1,856	$ (1,117)	$ 1,856	$ (935)
Customer contracts / relationships	750	(215)	750	(122)
Trade names and non-compete agreements	1,110	(426)	1,110	(219)
Capitalized software development costs	295		138	
Total	$ 4,011	$ (1,758)	$ 3,854	$ (1,276)

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We do not have any intangible assets with indefinite useful lives. As of December 31, 2012, future estimated amortization expense is as follows:

Remainder of 2013	$	161
2014		725
2015		530
2016		458
2017		282
Thereafter		97
	$	2,253

If we acquire additional intangible assets in future periods, our future amortization expense will increase.

Warranty Reserve Activity

The following table presents activity related to the warranty reserve:

	Nine Months Ended December 31,			
	2012		2011	
	(In thousands)			
Balance at beginning of period	$	231	$	279
Addition charged to cost of sales		52		114
Warranty claims		(126)		(110)
Balance at end of period	$	157	$	283

Comprehensive Income

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

Earnings Per Share

The following table sets forth the computation of basic and diluted income per share from continuing operations:

	Three Months Ended December 31,	Nine Months Ended December 31,

	2012	2011	2012	2011
		(In thousands)		
Denominator:				
Weighted average common shares used in basic per share computation	33,532	34,217	33,657	34,337
Dilutive stock options	66	54	43	98
Dilutive restricted stock units	41		58	8
Dilutive warrants	2		1	
Weighted average common shares used in diluted per share computation	33,641	34,271	33,759	34,443

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
	(In thousands)			
Stock options	733	2,110	1,155	2,144
Warrants		15	5	15

3. Sale of Vehicle Sensors

On July 29, 2011, we completed the sale of substantially all of our assets used in connection with our Vehicle Sensors segment to Bendix Commercial Vehicle Systems LLC (Bendix), a member of Knorr-Bremse Group, pursuant to an Asset Purchase Agreement (the Agreement) signed on July 25, 2011 (the Asset Sale).

Under the terms of the Agreement, upon the closing of the Asset Sale, Bendix paid us $14 million in cash, less a $2 million holdback and subject to adjustments based upon the working capital of the Vehicle Sensors segment at closing, and Bendix assumed certain specified obligations and liabilities of the Vehicle Sensors segment. 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 (i) 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 and (ii) 30% of the amount, if any, by which the amount of revenue generated from the sale of our lane departure warning systems exceeds targets for such revenue for the two years following closing, each subject to certain reductions and limitations set forth in the Agreement. For the three and nine months ended December 31, 2012, we earned approximately $388,000 and $475,000, net of tax, respectively, related to the earn-out provisions of the Agreement. Since July 2011, on a cumulative basis, we have earned approximately $604,000, net of tax, related to the earn-out provisions.

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. The applicable financial results of the Vehicle Sensors segment have been reported as a discontinued operation in the accompanying unaudited consolidated statements of operations for all periods presented. For the three and nine months ended December 31, 2012, we recorded a gain on sale of discontinued operations of approximately $1.4 million and $1.5 million, respectively, net of tax, related to deferred payments and royalty-related earn-outs in the accompanying unaudited consolidated statements of operations.

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) and Berkeley Transportation Systems, Inc. (BTS) was determined using Level 3 inputs based on a probabilistic calculation whereby we assigned estimated probabilities to achieving the earn-out targets and then discounted the total contingent consideration to net present value. The following table reconciles this liability measured at fair value on a recurring basis for the nine months ended December 31, 2012 (in thousands):

Balance at March 31, 2012	$	2,204
Payments made or accrued to reduce MET liability		(393)
Change in fair value included in net income		(188)
Balance at December 31, 2012	$	1,623

The $188,000 change in the estimated fair value of this liability resulted primarily from revisions to our estimates regarding both the probability of achieving certain earn-out targets and the amounts of certain future deferred payments. Also, during the nine months ended December 31, 2012, $393,000 of expenses were accrued or paid on behalf of the MET shareholders and will be withheld from future deferred payments.

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The current portion of the liability at December 31, 2012 and March 31, 2012 was $1.3 million and $1.6 million, respectively, and is included within accrued liabilities in the accompanying unaudited consolidated balance sheets. The change in the estimated fair value of the liability for the three and nine months ended December 31, 2012 and 2011 is included as part of operating expenses in the accompanying unaudited consolidated statements of operations.

Other than the above, 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, 2012 or March 31, 2012.

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 three and nine months ended December 31, 2012 and 2011.

5. Credit Facility

In October 2008, we entered into a $19.5 million credit facility with California Bank & Trust (CB&T). This credit facility provided for a two-year revolving line of credit with borrowings of up to $12.0 million and a $7.5 million 48-month term note. In September 2010, we entered into a modification agreement with CB&T to extend the expiration date of our revolving line of credit to October 1, 2012. As of June 30, 2012, all principal and interest payments under the term note were paid in full. The term note contained no early termination fees and, along with the revolving line of credit under the same credit agreement, was secured by substantially all of our assets.

In September 2012, we entered into a second modification agreement with CB&T to extend the expiration date of our revolving line of credit to October 1, 2014. Interest on borrowed amounts under the revolving line of credit are payable monthly at a rate equal to the current stated prime rate (3.25% at December 31, 2012) up to the current stated prime rate plus 0.25%, depending on aggregate deposit balances maintained at the bank in relation to the total loan commitment under the credit facility. We are obligated to pay an unused line fee of 0.25% 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, 2012, no amounts were borrowed under the revolving line of credit portion of the credit facility. Availability under this line of credit may be reduced or otherwise limited as a result of our obligations to comply with certain financial covenants.

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,	
	2012	2011	2012	2011
	(In thousands, except percentages)			

Benefit (provision) for income taxes	$ 120	$ 263	$ (475)	$ (715)
Effective tax rate	(29.0)%	(74.1)%	36.0%	44.8%

Our effective tax rates in the three and nine months ended December 31, 2012 were favorably impacted by the benefit of certain state tax credits and by the effect of non-taxable changes in the estimated fair value of certain contingent consideration, offset by unfavorable impacts from the true-up of certain federal and state tax credits claimed for the prior fiscal year, and by permanent non-deductible tax items, including share-based payments, unrecognized tax benefits and other permanent differences.

Our effective tax rates in the three and nine months ended December 31, 2011 were favorably impacted by benefits from certain research and development credits, as well as from the recognition of approximately $271,000 of previously unrecognized tax benefits due to the expiration of certain federal and state net operating loss (NOL) statutes in various jurisdictions. For the nine months ended December 31, 2011, the aforementioned favorable impacts partially offset the unfavorable impact from the recording of a valuation allowance against certain of our state NOLs. As of March 31, 2012 and December 31, 2012, we had no valuation allowances recorded against our deferred tax assets. A valuation allowance is required when it is more likely than not that all or a portion of a deferred tax asset will not be realized.

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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. We have not recorded a valuation allowance against our deferred tax assets as of December 31, 2012 and March 31, 2012.

7. Commitments and Contingencies

Litigation and Other Contingencies

As a provider of traffic engineering services, products and solutions, we are currently, and may in the future, from time to time, be involved in litigation relating to claims arising out of our operations in the normal course of business. While we cannot accurately predict the outcome of such litigation, we currently are not a party to any legal proceedings, 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.

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 two of our directors, one of whom is the Chief Executive Officer of MAXxess. The sublease terminated in September 2007, at which time MAXxess owed us an aggregate of $274,000 related to this sublease and certain ancillary corporate services that we provided to MAXxess. We have previously fully reserved for amounts owed to us by MAXxess under the terms of this sublease. In August 2009, MAXxess executed a promissory note payable to Iteris in the original principal amount of $274,000. The promissory note bears interest at a rate of 6% per annum, compounded annually, with accrued interest to be paid annually on the first business day of each calendar year. Payments under the note may be made in bona fide services rendered by MAXxess to Iteris to the extent such services and amounts are pre-approved in writing by us. All amounts outstanding under the note will become due and payable on the earliest of (i) August 10, 2014, (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, 2012, approximately $259,000 of the original principal balance is outstanding and payable to Iteris, all of which remains fully reserved.

8. Employee Benefit Plans

We currently administer three 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, 2012, there were approximately 865,000 shares of common stock available for grant or issuance under the 2007 Plan.

Stock Options

A summary of activity with respect to our stock options for the nine months ended December 31, 2012 is as follows:

	Number of Shares (In thousands)	Weighted-Average Exercise Price Per Share
Options outstanding at March 31, 2012	2,493	$ 1.64
Granted	220	1.53
Exercised	(179)	1.34
Forfeited	(20)	1.10
Expired	(730)	1.45
Options outstanding at December 31, 2012	1,784	$ 1.73

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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, 2012 is as follows:

	Number of Shares (In thousands)
Restricted stock units ousstanding at March 31, 2012	235
Restricted stock units granted	80
Restricted stock units vested	(68)
Restricted stock units forfeited	(10)
Restricted stock units ousstanding at December 31, 2012	237

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,			
	2012		2011		2012		2011	
	(In thousands)				(In thousands)			
Cost of revenues	$	10	$	9	$	32	$	31
Selling, general and administrative expense		67		53		188		200
Gain from sale of discontinued operations, net of tax								6
	$	77	$	62	$	220	$	237

At December 31, 2012, there was approximately $529,000 of unrecognized compensation expense related to unvested stock options and RSUs. This expense is currently expected to be recognized over a weighted average period of approximately 2.4 years. If there are any modifications or cancellations of the underlying unvested awards, we may be required to accelerate, increase or cancel any remaining unearned stock-based compensation expense. Future stock-based compensation expense and unearned stock-based compensation will increase to the extent that we grant additional stock options, RSUs or other stock-based awards.

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 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 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. From inception of the program in August 2011 through December 31, 2012, we repurchased approximately 1,433,000 shares of our common stock for an aggregate of approximately $2.1 million at an average price per share of $1.44.

For the three and nine month periods ended December 31, 2012, we repurchased approximately 388,000 and 859,000 shares of our common stock, respectively. All repurchased shares have been retired and resumed their status as authorized and unissued shares of our common stock as of December 31, 2012.

10. Business Segment Information

We operate in three reportable segments: Roadway Sensors, Transportation Systems and iPerform.

The Roadway Sensors segment includes, among other products, our Vantage, Versicam, Pico, Vantage Vector, SmartCycle, SmartScan and Abacus vehicle detection systems for traffic intersection control, incident detection and certain highway traffic data collection applications.

The Transportation Systems segment includes transportation engineering and consulting services and the development of transportation management and traveler information systems for the ITS industry. This segment includes the operations of MET, which specializes in 511 advanced traveler information systems and offers Maintenance Decision Support System management tools that allow users to create solutions to meet roadway maintenance decision needs.

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The newly formed iPerform segment includes our performance measurement and information management solutions, including all the operations of BTS, which specializes in transportation performance measurement. The BTS performance measurement system leverages its real-time data collection, diagnostic, fusion and warehousing platform to aggregate and compute performance measurements. During Fiscal 2012, we began the development of IterisPeMS. IterisPeMS is a state-of-the-art, real-time data collection, diagnostic, fusion and warehousing software platform used to aggregate and compute performance measures across multiple transportation modes, including travel time, travel time variability, delay and lost throughput. This information can then be analyzed by traffic professionals to measure how a transportation network is performing and to identify potential areas of improvement. IterisPeMS is also capable of providing users with traffic analytics and easy-to-use visualization and animation features for both historical and predictive traffic conditions. Costs incurred related to the development of IterisPeMS, which include research and development expense as well as sales and marketing expenditures, are included in the iPerform segment.

The accounting policies of our reportable segments are the same as those described in the summary of significant accounting policies (Note 1). Certain corporate expenses, including interest and amortization of 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, 2012 and 2011 (in thousands):

	Roadway Sensors	Transportation Systems	iPerform	Total
Three Months Ended December 31, 2012				
Total revenues	$ 5,081	$ 7,972	$ 941	$ 13,994
Segment operating income	243	981	66	1,290
Three Months Ended December 31, 2011				
Total revenues	$ 6,598	$ 7,994	$ 289	$ 14,881
Segment operating income (loss)	840	654	(52)	1,442
Nine Months Ended December 31, 2012				
Total revenues	$ 19,485	$ 23,786	$ 2,531	$ 45,802
Segment operating income (loss)	3,228	2,559	(69)	5,718
Nine Months Ended December 31, 2011				
Total revenues	$ 21,234	$ 21,643	$ 289	$ 43,166
Segment operating income (loss)	4,087	1,742	(52)	5,777

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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, 2012	Three Months Ended December 31, 2011	Nine Months Ended December 31, 2012	Nine Months Ended December 31, 2011
	(In thousands)			
Segment operating income:				
Total income from reportable segments	$ 1,290	$ 1,442	$ 5,718	$ 5,777
Unallocated amounts:				
Corporate and other expenses	(1,423)	(1,217)	(4,110)	(4,416)
Amortization of intangible assets	(161)	(141)	(483)	(343)
Change in fair value of contingent consideration	(133)	281	188	639
Other income, net	1	3	9	4
Interest income (expense), net	12	(13)	(2)	(64)
Income (loss) from continuing operations before income taxes	$ (414)	$ 355	$ 1,320	$ 1,597

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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) 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, competition, the impact of any current or future litigation, the applications for and acceptance of our products and services, and the status of our facilities and product development. 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

General. We are a leading provider of intelligent information solutions to the traffic management market. 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 analytics and improve the safety of surface transportation systems infrastructure. Additionally, we believe that our products, services and solutions, in conjunction with sound traffic management, minimize the environmental impact of traffic congestion. By combining image processing, traffic engineering, information technology and other products and services, we offer a broad range of ITS solutions to customers worldwide.

Acquisitions. In November 2011, we acquired all of the outstanding capital stock of BTS, a privately-held company based in Berkeley, California, which specializes in transportation performance measurement. On or shortly after the acquisition date, we paid a total of approximately $840,000 in cash. In the quarter ended December 31, 2012, the Company entered into an amendment to the BTS stock purchase agreement which modified certain earn-out provisions and as a result, the Company will pay $700,000 in cash to the BTS shareholders in the fourth quarter of Fiscal 2013. This amendment did not have a material impact on previous estimated amounts accrued in connection with the earn-out provisions. This payment will complete the Company s obligation under the earn-out provisions of the agreement. Additionally, we are scheduled to pay to the BTS shareholders up to a total of approximately $600,000 by November 2014 pursuant to certain holdback and deferred payment provisions.

In January 2011, we acquired all of the capital stock of MET for an initial cash payment of approximately $1.6 million. MET specializes in 511 advanced traveler information systems and offers Maintenance Decision Support System (MDSS) management tools that allow users to create solutions to meet roadway maintenance decision needs. We also agreed to pay up to $1 million on each of the first two anniversaries of the closing of the acquisition upon the satisfaction of certain conditions, as well as up to an additional $2 million under a 24-month earn-out provision.

In January 2012, we made a cash payment of approximately $668,000 of the first deferred payment to the shareholders of MET and held back $250,000 in accordance with certain provisions of the purchase agreement. In June 2012, we determined the contingencies related to the release of the $250,000 holdback were not met. As a result, no portion of the $250,000 holdback was released and the entire amount was reversed into operating income during the second fiscal quarter. Additionally, no amounts were earned by the MET shareholders related to the first and second year earn-out provisions which ended on December 31, 2011 and 2012, respectively. The second deferred payment of $1 million is due in the fourth quarter of Fiscal 2013. As a result of certain holdback provisions and other deductions, we currently expect to pay approximately $400,000 to the MET shareholders.

Sale of Vehicle Sensors. On July 29, 2011, we completed the sale of substantially all of our assets used in connection with our Vehicle Sensors segment to Bendix pursuant to an Asset Purchase Agreement signed on July 25, 2011. Upon closing, Bendix paid us $14 million in cash, less a $2 million holdback and subject to adjustments based upon the working capital of the Vehicle Sensors segment at closing, and Bendix assumed certain specified obligations and liabilities of the Vehicle Sensors segment. Upon the satisfaction of certain conditions, we are entitled to additional consideration in the form of certain performance and royalty-related earn-outs through December 31, 2017. As a result of this asset sale, we no longer operate in the Vehicle Sensors segment. On October 23, 2012, we received approximately $1.7 million in cash, which reflects the release of the $2 million holdback pursuant to the Asset Purchase Agreement. No further amounts will be payable to us in connection with this holdback.

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Business Segments. Subsequent to the Asset Sale and our acquisition of BTS, we now operate in three reportable segments: Roadway Sensors, Transportation Systems and iPerform. Refer to Note 10 of Notes to Unaudited Consolidated Financial Statements, included in Part 1, Item 1 of this report for a discussion of business segments. For all periods presented, our prior Vehicle Sensors segment is reported as a discontinued operation.

Business. Given the current ongoing uncertainties regarding domestic and global economic conditions, we continue to remain cautious about our overall business. We believe the overall ongoing unfavorable economic environment has negatively affected, and may continue to negatively affect, our financial results for the foreseeable future, 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 governmental entities, we have been, and may continue to be, negatively affected by the 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. We expect the recently passed federal highway bill, which provides for an estimated $105 billion in federal funding for highway, transit, safety, and related transportation programs through the end of September 2014, should make funds more readily available for transportation infrastructure, traffic management and performance measurement projects. We believe that the new bill enables and encourages government agencies to include ITS technologies in these types of projects to a greater degree than in previous legislation. In addition, there exist various other funding mechanisms that support transportation infrastructure and related projects. These include bonds, dedicated sales and gas tax measures and other alternative funding sources.

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 the collectibility 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, the valuation of contingent acquisition consideration, 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.

The accounting policies that affect our more significant judgments and estimates used in the preparation of our unaudited consolidated financial statements are those relating to revenue recognition, accounts receivable, inventory, intangible assets, goodwill, warranty, income taxes, and stock-based compensation. These policies are described in further detail in Note 1 of Notes to Unaudited Consolidated Financial Statements and in our Annual Report on Form 10-K for Fiscal 2012. There have been no significant changes in our critical accounting policies and estimates during the three and nine months ended December 31, 2012 as compared to what was previously disclosed in our Annual Report on Form 10-K for Fiscal 2012.

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 recent accounting pronouncements.

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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, 2012	Three Months Ended December 31, 2011	Nine Months Ended December 31, 2012	Nine Months Ended December 31, 2011
Total revenues	100.0%	100.0%	100.0%	100.0%
Cost of revenues	63.2	63.3	61.8	59.8
Gross profit	36.8%	36.7%	38.2%	40.2%
Operating expenses:				
Selling, general and administrative	31.3	29.4	29.5	31.3
Research and development	6.4	5.8	5.2	5.7
Amortization of intangible assets	1.2	0.9	1.1	0.8
Change in fair value of contingent consideration	1.0	(1.9)	(0.4)	(1.5)
Total operating expenses	39.9	34.3	35.3	36.3
Operating income (loss)	(3.1)	2.5	2.9	3.8
Non-operating income (expense):				
Other income, net	0.0	0.0	0.0	0.0
Interest income (expense), net	0.1	(0.1)	(0.0)	(0.1)
Income (loss) from continuing operations before income taxes	(3.0)	2.4	2.9	3.7
Benefit (provision) for income taxes	0.9	1.8	(1.0)	(1.7)
Income (loss) from continuing operations	(2.1)	4.2	1.8	2.0
Gain on sale of discontinued operation, net of tax	9.9	0.9	3.2	2.9
Income from discontinued operation, net of tax				0.1
Net income	7.8%	5.0%	5.1%	5.0%

Analysis of Quarterly Results of Operations

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

The following table presents our total revenues for the three and nine months ended December 31, 2012 and 2011:

	Three Months Ended December 31, 2012	Three Months Ended December 31, 2011	Increase (Decrease)	% Change
	(In thousands, except percentages)			
Total revenues	$ 13,994	$ 14,881	$ (887)	(6.0)%

	Nine Months Ended December 31,		Increase	%

	2012		2011		(Decrease)	Change
			(in thousands, except percentages)			
Total revenues	$	45,802	$	43,166	$ 2,636	6.1%

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We have historically had a diverse customer base. For the three and nine months ended December 31, 2012, one individual customer represented approximately 12% and 14% of our total revenues, respectively, and no other individual customer represented greater than 10% of our total revenues. For the three and nine months ended December 31, 2011, no individual customer represented greater than 10% of our total revenues.

Total revenues for the three months ended December 31, 2012 decreased approximately 6% to $14.0 million, compared to $14.9 million in the corresponding period in the prior year due primarily to a decrease of approximately 23% in Roadway Sensors revenues, which was partially offset by an additional $652,000 in iPerform revenues, attributable to the acquisition of BTS in November 2011.

Total revenues for the nine months ended December 31, 2012 increased approximately 6% to $45.8 million, compared to $43.2 million in the corresponding period in the prior year due primarily to an increase of approximately 10% in Transportation Systems revenues and the acquisition of BTS in November 2011, which was partially offset by an approximate 8% decrease in Roadway Sensors revenues. Approximately $2.2 million of the increase in total revenues was attributable to the acquisition of BTS in November 2011.

Roadway Sensors revenues for the three and nine months ended December 31, 2012 decreased compared to the prior year periods, mainly as a result of a decrease in federal stimulus funded projects and the aftermath effects of Hurricane Sandy on the United States East Coast, and to a lesser extent as a result of the discontinuation of redevelopment agencies in California. The federal stimulus funded projects and redevelopment agencies in California had a positive impact on Roadway Sensors revenues in the prior year periods. Going forward, we plan to focus on our core domestic intersection market and refine and deliver products that address the needs of this market, namely our Vantage processor and camera systems and our Vantage Vector video/radar hybrid sensor, as well as our newly released SmartCycle and SmartScan products. We also plan to focus on international distribution channel expansion and expect to continue to refine products that address these markets, namely our Abacus and Pico products.

Revenues from our Transportation Systems segment are primarily dependent upon the continued availability of funding at the local, state and federal levels from the various agencies and departments of transportation. Transportation Systems revenues for the three months ended December 31, 2012 were flat compared to the corresponding period in the prior year. Transportation Systems revenues for the nine months ended December 31, 2012 increased compared to the corresponding period in the prior year due in part to several significant project wins in the first two quarters of Fiscal 2013. Going forward, we plan to continue to pursue larger contracts that may contain significant sub-consulting content, which will likely contribute to variability in the timing and amount of our Transportation Systems revenues from period to period. We also intend to continue to expand our foreign operations by pursuing additional international opportunities in the Middle East and other regions. Among other factors, we believe the ability of our Transportation Systems segment to grow and successfully win and service new contracts will be highly dependent upon our continued success in recruiting and retaining qualified personnel, as well as upon government funding initiatives in the markets we serve.

Approximately $652,000 of the total revenues for the three months ended December 31, 2012 and approximately $2.2 million of the total revenues for the nine months ended December 31, 2012 was attributable to the iPerform segment and was a direct result of the BTS acquisition in November 2011. Going forward, we plan to continue investing in this segment, particularly in research, development, sales and marketing of the IterisPeMS performance measure solution with a near-term focus on delivering IterisPeMS to public agencies. We also plan for iPerform to pursue commercial opportunities in the media and automotive sectors, offering both data services and analytics.

We expect the recently passed federal highway bill will enable and encourage government agencies to include ITS technologies in transportation infrastructure, traffic management and performance measurement projects and, as a result, expect these types of expenditures to benefit all three of our operating segments.

Gross Profit. The following table presents details of our gross profit for the three and nine months ended December 31, 2012 and 2011:

	Three Months Ended December 31, 2012	Three Months Ended December 31, 2011	Increase (Decrease)	% Change
	(In thousands, except percentages)			
Gross profit	$ 5,151	$ 5,464	$ (313)	(5.7)%
Gross profit as a % of total revenues	36.8%	36.7%		

	Nine Months Ended December 31, 2012	Nine Months Ended December 31, 2011	Increase (Decrease)	% Change
	(in thousands, except percentages)			
Gross profit	$ 17,486	$ 17,338	$ 148	0.9%
Gross profit as a % of total revenues	38.2%	40.2%		

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The change to our gross profit as a percentage of total revenues for the three months ended December 31, 2012 as compared to the corresponding period in the prior year period was not a significant change.

Our gross profit as a percentage of total revenues decreased for the nine months ended December 31, 2012 as compared to the corresponding period in the prior year primarily as a result of our product and service mix. Revenues derived from our Roadway Sensors segment decreased to approximately 43% of our total revenues for the nine months ended December 31, 2012 as compared to 49% for the corresponding prior year period. Roadway Sensors revenues generally carry higher margins than Transportation Systems and iPerform revenues; therefore, a shift in the sales mix weighted less towards Roadway Sensors revenues can negatively impact our overall margin.

Roadway Sensors gross margin 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 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 related sub-consulting content, as well as factors such as paid holidays and our ability to efficiently utilize our workforce, which could or may cause fluctuations in our margins from period to period.

Selling, General and Administrative Expense. The following table presents selling, general and administrative expense for the three and nine months ended December 31, 2012 and 2011.

	Three Months Ended December 31, 2012		Three Months Ended December 31, 2011			
	Amount	% of Revenues	Amount	% of Revenues	Increase (Decrease)	% Change
			(In thousands, except percentages)			
Salary and personnel-related	$ 2,922	20.9%	$ 2,922	19.6%	$	%
Facilities, insurance and supplies	628	4.5	497	3.3	131	26.4
Travel and conferences	314	2.2	459	3.1	(145)	(31.6)
Professional and outside services	452	3.2	325	2.2	127	39.1
Other	66	0.5	168	1.1	(102)	(60.7)
Selling, general and administrative	$ 4,382	31.3%	$ 4,371	29.4%	$ 11	0.3

	Nine Months Ended December 31, 2012		Nine Months Ended December 31, 2011			
	Amount	% of Revenues	Amount	% of Revenues	Increase (Decrease)	% Change
			(In thousands, except percentages)			
Salary and personnel-related	$ 9,014	19.7%	$ 9,330	21.6%	$ (316)	(3.4)%
	1,910	4.2	1,419	3.3	491	34.6

Facilities, insurance and supplies								
Travel and conferences		950	2.1		1,247	2.9		(297)	(23.8)
Professional and outside services		1,313	2.9		1,225	2.8		88	7.2
Other		322	0.7		280	0.6		42	15.0
Selling, general and administrative	$	13,509	29.5%	$	13,501	31.3%	$	8	0.1

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The overall selling, general and administrative expenses for the three months ended December 31, 2012 were flat compared to the corresponding period in the prior year, due to an increase in facility rents, insurance, supplies and professional services expenses offset by a decrease in travel, conferences and other expenses. The overall selling, general and administrative expenses for the nine months ended December 31, 2012 were also flat compared to the corresponding period in the prior year, due to an increase in facility rents, insurance, supplies and professional services expenses offset by a decrease in salary and personnel-related expenses. The three and nine month periods ended December 31, 2012 include full periods of expenses related to the operations of BTS, which was acquired in November 2011.

Research and Development Expense. The following table presents research and development expense for the three and nine months ended December 31, 2012 and 2011:

	Three Months Ended December 31, 2012		Three Months Ended December 31, 2011			
	Amount	% of Revenues	Amount	% of Revenues	Increase (Decrease)	% Change
	(In thousands, except percentages)					
Salary and personnel-related	$ 429	3.1%	$ 610	4.1%	$ (181)	(29.7)%
Facilities, development and supplies	411	2.9	224	1.5	187	83.5
Other	62	0.4	34	0.2	28	82.4
Research and development	$ 902	6.4%	$ 868	5.8%	$ 34	3.9

	Nine Months Ended December 31, 2012		Nine Months Ended December 31, 2011			
	Amount	% of Revenues	Amount	% of Revenues	Increase (Decrease)	% Change
	(In thousands, except percentages)					
Salary and personnel-related	$ 1,204	2.6%	$ 1,732	4.0%	$ (528)	(30.5)%
Facilities, development and supplies	1,012	2.2	594	1.4	418	70.4
Other	153	0.3	150	0.3	3	2.0
Research and development	$ 2,369	5.2%	$ 2,476	5.7%	$ (107)	(4.3)

Research and development expense for the three and nine months ended December 31, 2012, increased approximately 4% and decreased approximately 4%, respectively, when compared to the corresponding periods in the prior year, primarily due to certain expenditures related to software development in the iPeform segment that in the current year periods have been capitalized to the balance sheet as well as certain reductions to Roadway Sensors salary and personnel-related expenditures. These reductions were partially offset by an increase in facility rents, development and supplies expense.

Fair Value of Contingent Acquisition Consideration. During the three and nine months ended December 31, 2012, we recorded a net increase of $133,000 and a net decrease of $188,000, respectively, to operating expenses in the Statement of Operations for the change in estimated fair value of the contingent consideration related to our acquisitions of MET and BTS. These adjustments resulted primarily from revisions to our estimates regarding both the probability of achieving certain earn-out targets and the amounts of certain future deferred payments.

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Income Taxes. The following tables present our provision for income taxes for the three and nine months ended December 31, 2012 and 2011:

	Three Months Ended December 31, 2012		Three Months Ended December 31, 2011		(Increase) Decrease	% Change
	(In thousands, except percentages)					
Benefit (provision) for income taxes	$	120	$	263	$ (143)	(54)%
Effective tax rate		(29.0)%		(74.1)%		

	Nine Months Ended December 31, 2012		Nine Months Ended December 31, 2011		(Increase) Decrease	% Change
	(In thousands, except percentages)					
Benefit (provision) for income taxes	$	(475)	$	(715)	$ 240	(34)%
Effective tax rate		36.0%		44.8%		

Our effective tax rates in the three and nine months ended December 31, 2012 were favorably impacted by the benefit of certain state tax credits and by the effect of non-taxable changes in the estimated fair value of certain contingent consideration, offset by unfavorable impacts from the true-up of certain federal and state tax credits claimed for the prior fiscal year, and by permanent non-deductible tax items, including share-based payments, unrecognized tax benefits and other permanent differences.

Our effective tax rates in the three and nine months ended December 31, 2011 were favorably impacted by benefits from certain research and development credits, as well as from the recognition of approximately $271,000 of previously unrecognized tax benefits due to the expiration of certain federal and state NOLs in various jurisdictions. For the nine months ended December 31, 2011, the aforementioned favorable impacts partially offset the unfavorable impact that originated in the then prior quarter from the recording of a valuation allowance against certain of our state net operating losses. As of March 31, 2012 and December 31, 2012, we had no valuation allowances recorded against our deferred tax assets. A valuation allowance is required when it is more likely than not that all or a portion of a deferred tax asset will not be realized.

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.

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 and the availability of borrowings on a line of credit facility 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, 2012, we had $30.7 million in working capital, which included $19.7 million in cash and cash equivalents and reflected no borrowings on our $12.0 million line of credit. This compares to working capital of $28.4 million at March 31, 2012, which included $18.7 million in cash and cash equivalents and reflected no borrowings on our line of credit.

The following table summarizes our cash flows for the nine months ended December 31, 2012 and 2011:

	Nine Months Ended December 31,	
	2012	**2011**
	(In thousands)	
Net cash provided by (used in):		
Operating activities	$ 2,309	$ 1,844
Investing activities	455	10,174
Financing activities	(1,751)	(2,317)

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Operating Activities. Cash provided by our operations for the nine months ended December 31, 2012 was primarily the result of our net income of approximately $2.3 million and approximately $1.3 million provided by improved collections on our outstanding accounts receivable along with approximately $2.4 million in non-cash items for depreciation, amortization, stock-based compensation expense and adjustments to deferred tax assets. This was offset by approximately $2.1 million used in working capital, approximately $188,000 in non-cash income due to the change in fair value of contingent consideration related to the MET and BTS acquisitions and approximately $1.5 million of gain on the sale of discontinued operation.

Investing Activities. Cash provided by our investing activities during the nine months ended December 31, 2012 consisted of approximately $1.1 million net proceeds from the gain on sale of discontinued operations related to the sale of Vehicle Sensors business in July 2011. This was partially offset by approximately $478,000 for purchases of property and equipment and approximately $158,000 used for the development of software.

Financing Activities. Net cash used in financing activities during the nine months ended December 31, 2012 was primarily the result of (i) $634,000 in payments on our long-term debt and (ii) $1.3 million in cash used to repurchase shares of our common stock. This was partially offset by our receipt of proceeds of $216,000 from stock option exercises in the current nine month period.

Borrowings

In October 2008, we entered into a $19.5 million credit facility with California Bank & Trust (CB&T). This credit facility provided for a two-year revolving line of credit with borrowings of up to $12.0 million and a $7.5 million 48-month term note. In September 2010, we entered into a modification agreement with CB&T to extend the expiration date of our revolving line of credit to October 1, 2012. As of June 30, 2012, all principal and interest payments under the term note were paid in full. The term note contained no early termination fees and, along with the revolving line of credit under the same credit agreement, was secured by substantially all of our assets.

In September 2012, we entered into a second modification agreement with CB&T to extend the expiration date of our revolving line of credit to October 1, 2014. Interest on borrowed amounts under the revolving line of credit are payable monthly at a rate equal to the current stated prime rate (3.25% at December 31, 2012) up to the current stated prime rate plus 0.25%, depending on aggregate deposit balances maintained at the bank in relation to the total loan commitment under the credit facility. We are obligated to pay an unused line fee of 0.25% 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, 2012, no amounts were borrowed under the revolving line of credit portion of the credit facility, and the full $12.0 million was available for borrowing. Availability under this line of credit may be reduced or otherwise limited as a result of our obligations to comply with certain financial covenants.

In connection with our credit facility with the CB&T, we are also required to comply with certain quarterly financial covenants. These include achieving ratios for working capital and debt service, as well as maintaining a level of profitability, all of which are further defined in the agreement. While we believe we are currently in compliance with all such financial covenants, we cannot assure you that we will not violate one or more covenants in the future. If we were to be in violation of covenants under this agreement, our lender could choose to accelerate payment on all outstanding loan balances, when applicable, and pursue its security interest in our assets. In this event, we cannot assure you that we would be able to quickly obtain equivalent or suitable replacement financing on acceptable terms, on a timely basis, or at all. If we were not able to secure alternative sources of financing, such acceleration would have a material adverse impact on our business and financial condition.

Off Balance Sheet Arrangements

Other than our operating leases, we do not believe we have any other material off balance sheet arrangements at December 31, 2012.

Seasonality

We have historically experienced, and expect to continue to experience seasonality, particularly with respect to our Roadway Sensors revenues in the third and fourth fiscal quarters due to a reduction in road construction or repairs during the winter months in many markets as a result of inclement weather conditions. We have also recently experienced, and expect to continue to experience, seasonality with respect to revenues from our MDSS and related weather forecasting services within our Transportation Systems segment, due to the decrease in revenues generated for such services during the spring and summer time periods when weather conditions are generally better.

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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% to 1.0%. 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 necessarily applied its judgment in evaluating the cost-benefit relationship of such controls and procedures.

Changes in Internal Controls

During the fiscal quarter covered by this report, there have been no significant changes 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.

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.

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The economic slowdown has reduced and delayed government funding for transportation infrastructure projects and initiatives, decreased availability of financial capital for our customers and adversely impacted real estate development, all of which have adversely impacted our revenues. Decreased consumer spending, the failure of certain financial institutions and businesses, concerns about the availability and cost of credit, and reduced corporate profits and capital spending have resulted in a downturn in worldwide economic conditions, as well as budgetary shortfalls at all levels of government. These unfavorable economic conditions are having, and are expected to continue to have, a negative impact on customer orders and government funding of infrastructure projects incorporating our products and services. Such factors have resulted and may continue to result in delays, cancellations and rescheduling of backlog and customer orders. In addition, the decline in the U.S. real estate market, particularly in new home and commercial construction, has adversely impacted new road construction and has had and may continue to have adverse effects on revenues. Any of the foregoing economic conditions may adversely affect our revenues in future periods and make it extremely difficult for our customers, our suppliers and us to accurately forecast and plan future business activities. Additionally, there was uncertainty in the past few years regarding allotment of government funds due to delays in the passage of a federal highway bill, which adversely impacted our revenues and overall financial performance. Despite the recently passed new 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.

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 as a result of delays in the expenditures from the new federal highway bill, as well as 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, 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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California state budgetary constraints may have a material adverse impact on us. The state of California has experienced, and is continuing to experience, a significant budget shortfall and other related budgetary issues and constraints. The state of California has historically been and is considered to be a key geographic region for our Roadway Sensors and Transportation Systems segments. Ongoing uncertainty as to the timing and accessibility of budgetary funding, changes in state funding allocations to local agencies and municipalities, or other delays in purchasing for, or commencement of, transportation projects have had and may continue to have a negative impact on our revenues and our income.

If we do not keep pace with rapid technological changes and evolving industry standards, we will not be able to remain competitive and there will be no demand for our products. 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.

The markets in which we operate are highly competitive and have many more established competitors, 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, multinational corporations and many smaller regional engineering firms.

We compete with existing, well-established companies in our Roadway Sensors segment, both domestically and abroad. 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 market for iPeform is nascent; however, we expect to compete with existing companies that are already providing consulting and traffic analytics services to public agencies, as well as certain companies performing real-time traffic collection data activities that we believe are attempting to provide related traffic analytics to public agencies. We cannot assure you that our iPeform solutions, including IterisPeMS, will be broadly accepted by the market and that competitors software and analytics solutions will not take and/or gain market share. As such, increased competition in this area could result in loss of market share, price reductions and reduced gross margins, any of which could seriously harm this segment and our overall business.

In all of our 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 them 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 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.

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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.

We may be unable to attract and retain key personnel, 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. In particular, the future success of our Transportation Systems and iPerform segments will depend on our ability to hire additional qualified engineers, planners, software developers and technical personnel. Competition for qualified employees, particularly development engineers, 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.

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 are, 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.

Our profitability could be adversely affected if we are not able to maintain adequate utilization of our Transportation Systems workforce. The cost of providing our Transportation Systems 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;

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- 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.

Our use of the percentage of completion method of accounting for our Transportation Systems revenues could result in a reduction or reversal of previously recorded revenues and profits. A significant portion of Transportation Systems 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 ratably 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.

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.

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 because of the current economic climate, 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.

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, including the IterisPeMS software 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.

We believe that we must continue to make substantial investments to support ongoing research and development in order 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.

Our business and results of operations could also be seriously harmed by any significant delays in our new product development. Certain of our new products could contain undetected design faults and 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 or harm customer relationships, any of which could adversely affect our business and competitive position.

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Additionally, we cannot assure you that our customer base will broadly accept any of our new products, product enhancements or software related offerings such as IterisPeMS.

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 began work on our first overseas contracts in the United Arab Emirates in the fiscal year ended March 31, 2010. We plan to expand our international efforts in the future with respect to all of our segments, but cannot assure you that we will be successful in those efforts. International operations subject us to various inherent risks including, among others:

- currency fluctuations and restrictions;
- political, social and economic instability, as well as international conflicts and acts of terrorism;
- inability to satisfy 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;
- unexpected changes in regulatory requirements, tariffs and other trade barriers or restrictions;
- the burdens of compliance with a wide variety of foreign laws and more restrictive labor laws and obligations;
- 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 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 other parts of the world.

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 our fiscal year ended March 31, 2012, 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.

Our management, including our CEO and CFO, does not expect that our internal controls over financial reporting will prevent all errors and all fraud. 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

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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 new federal highway bill or other 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;
- 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 MDSS 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;

- deferrals of customer orders in anticipation of new products, applications or product enhancements;

- risks and uncertainties associated with our international business;

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- currency fluctuations and our ability to get currency out of certain foreign countries;
- 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 experienced declining or flat revenues in recent years. If 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 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 harmed. 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. 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. Any of these results 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.

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 $12.0 million revolving line of credit, should we have an event of default, which includes, among other things, a failure to meet certain financial covenants and a material adverse change in the business, the bank could choose to limit or take away 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;

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- 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 current economic slowdown 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.

We may be unable to maintain profitability on a quarterly or annual basis. We cannot assure you that we will be able to sustain or improve our financial performance, or that we will be able to continue to achieve profitability on a quarterly or annual basis in the future. Our ability to maintain profitability in future periods could be impacted by budgetary constraints, government and political agendas, economic instability and other items that are not in our control. 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. As a result, we may experience operating 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.

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. Since April 2008, our common stock has traded at prices as low as $0.90 per share and as high as $3.11 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;

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- 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 in general has from time to time experienced volatility, which has often affected 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 proxy contest 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 million of our outstanding common stock from time to time through August 2012. On August 9, 2012, our Board of Directors terminated the initial program and approved a new stock repurchase program pursuant to which we may acquire up to $3 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. From inception of the program in August 2011 through December 31, 2012, we repurchased approximately 1,433,000 shares of our common stock for approximately $2.1 million at an average price per share of $1.44. All repurchased shares have been retired and resumed their status as authorized and unissued shares of our common stock as of December 31, 2012.

Issuer Purchases of Equity Securities