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SACC PARTNERS LP  
Form SC 13D/A  
June 15, 2004

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

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OMB APPROVAL  
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SCHEDULE 13D

Under the Securities and Exchange Act of 1934

(Amendment No. 1)\*

Iteris Holdings, Inc.

-----  
(Name of Issuer)

Common Stock, Convertible Debenture and Warrants

-----  
(Title of Class of Securities)

676065204

-----  
(CUSIP Number)

Sherry Tejada  
11150 Santa Monica Blvd  
Suite 750  
Los Angeles, CA 90025  
(310) 966-1444

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

May 19, 2003

-----  
(Date of Event which Requires Filing of This Statement)

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

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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

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

CUSIP No. 676065204

13D

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
SACC Partners LP; Riley Investment Management LLC; B. Riley & Co., Inc.;  
Bryant R. Riley

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*  
  
WC, PF

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

-----  
7 SOLE VOTING POWER  
  
NUMBER OF  
SHARES 2,129,566  
-----  
8 SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY -0-  
-----  
9 SOLE DISPOSITIVE POWER  
  
REPORTING 2,129,566 in common stock, \$3,500,500 in convertible  
PERSON debentures and 221,731 in warrants  
-----  
10 SHARED DISPOSITIVE POWER  
WITH  
  
-0-  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,129,566 in common stock, \$3,500,500 in convertible debentures and 221,731  
in warrants

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[X]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.65%

-----  
14 TYPE OF REPORTING PERSON\*

PN, IA, BD, IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 676065204

13D

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Item 1. Security and Issuer.

Common Stock, Convertible Debentures and Warrants of Iteris Holdings, Inc.  
151 South Manchester Avenue  
Anaheim, CA 92802

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Item 2. Identity and Background.

- (a) SACC Partners LP (Delaware limited partnership)  
Riley Investment Management LLC (Delaware limited liability company)  
B. Riley & Co., Inc. (Delaware corporation)  
Bryant R. Riley (individual residing in California)
- (b) 11100 Santa Monica Blvd.  
Suite 800  
Los Angeles, CA 90025
- (c) Mr. Riley owns all of the outstanding shares of B. Riley & Co., Inc. ("BRC"), an NASD member broker-dealer. Mr. Riley also manages and owns all of the outstanding membership interests of Riley Investment Management LLC ("RIM"), a California registered investment adviser. RIM is the investment adviser to and general partner of SACC Partners LP ("SACC"). Each entity is located at the address specified in (b) above.
- (d) None
- (e) None
- (f) United States

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

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SACC's purchases were made with SACC partnership funds. BRC's purchases were made with BRC corporate funds. Mr. Riley's purchases were made with personal funds.

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### Item 4. Purpose of Transaction.

SACC, BRC and Mr. Riley acquired the issuer's shares for investment purposes.

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

- (a) SACC owns 1,542,866 shares of Iteris Holdings common stock, \$2,500,000 face value of a convertible debenture and 158,380 warrants. Because RIM has sole voting and investment power over SACC's security holdings, Mr. Riley, in his role as the sole manager of RIM, controls RIM's voting and investment decisions.

BRC owns 371,667 shares of Iteris Holdings common stock. Because Mr. Riley has sole voting and investment power over BRC's security holdings, both BRC and Mr. Riley may be deemed to have beneficial ownership of the stock.

Mr. Riley personally owns 215,333 shares of Iteris Holdings common stock, \$680,000 face value convertible debenture and 43,079 warrants. Mr. Riley also controls a total of \$320,000 face value convertible debentures and 20,272 warrants as custodian for his children; however Mr. Riley disclaims beneficial ownership of these particular holdings.

- (b) With respect to all of the shares that are held by each of SACC and BRC, Mr. Riley has sole power to vote and dispose or direct the disposition of the shares
- (c) Please see Exhibit A for SACC's, BRC's and Mr. Riley's transactions within the past sixty (60) days.
- (d) None
- (e) Not applicable

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### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The relationships between Mr. Riley, SACC, RIM and BRC are described above under Item 2(c) above. There is no written agreement among the reporting parties regarding the Iteris Holdings positions.

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### Item 7. Material to be Filed as Exhibits.

There are no written agreements amongst the parties relating to the filing of this joint acquisition statement, nor are there any written agreements, contracts, arrangements, understandings, plans or proposals relating to (1) the borrowing of funds to finance the acquisition of shares, (2) the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any matter disclosed in Item 4, or (3) the transfer or voting of securities, finder's fees, joint ventures, options puts, calls, guarantees of loans, guarantees against loss or of profit, or the giving or withholding of any proxy.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 14, 2004

SACC PARTNERS LP

By: Riley Investment Management LLC,  
its General Partner

By: /s/ Bryant R. Riley  
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Bryant R. Riley, President

RILEY INVESTMENT MANAGEMENT LLC

By: /s/ Bryant R. Riley  
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Bryant R. Riley, President

B. RILEY & CO., INC.

By: /s/ Bryant R. Riley  
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Bryant R. Riley, CEO

By: /s/ Bryant R. Riley  
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Bryant R. Riley

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

EXHIBIT A

On May 19, 2004, Mr. Riley and SACC purchased convertible debentures and warrants in the following manner:

SACC purchased \$2,500,000 face value convertible debentures, 80,875 warrants at an exercise price of \$3.86 per share and 77,505 warrants at an exercise price of \$4.03 per share.

Mr. Riley purchased \$680,000 face value convertible debentures, 21,998 warrants at an exercise price of \$3.86 per share and 21,081 warrants at an exercise price of \$4.03 per share.

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In his capacity as custodian, Mr. Riley purchased \$80,000 face value convertible debentures, 2,588 warrants at an exercise price of \$3.86 per share and 2,480 warrants at an exercise price of \$4.03 per share on behalf of and for each of his four children.