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

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

ITRON, INC.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

ITRON, INC.

2024 Annual Meeting

Vote by May 8, 2024 11:59 PM ET. For shares held in a Plan,
vote by May 6, 2024 11:59 PM ET.

www.virtualshareholdermeeting.com/ITRI2024

ITRON, INC.
2111 N MOLTER ROAD
LIBERTY LAKE, WA 99019



V33212-P98930

You invested in ITRON, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 9, 2024.**

Get informed before you vote

View the Annual Report and Notice and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 25, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 9, 2024
9:00 am Central Time

Virtually at:

www.virtualshareholdermeeting.com/ITRI2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees	
1a. Sanjay Mirchandani	✔ For
1b. Thomas L. Deitrich	✔ For
1c. Timothy M. Leyden	✔ For
1d. Santiago Perez	✔ For
2. Proposal to approve the advisory (non-binding) resolution relating to executive compensation.	✔ For
3. Proposal to approve the Third Amended and Restated 2010 Stock Incentive Plan.	✔ For
4. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accountant for 2024.	✔ For

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".