

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

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**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

May 12, 2017  
Date of Report (Date of Earliest Event Reported)

**ITRON, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Washington**  
(State or Other Jurisdiction  
of Incorporation)

**000-22418**  
(Commission File No.)

**91-1011792**  
(IRS Employer  
Identification No.)

**2111 N. Molter Road, Liberty Lake, WA 99019**  
(Address of Principal Executive Offices, Zip Code)

**(509) 924-9900**  
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

## **Explanatory Note**

This Amendment No. 1 on Form 8-K/A ("Amendment") amends the Current Report on Form 8-K of Itron, Inc. (the "Company") filed on May 16, 2017 (the "Original Form 8-K"). The Original Form 8-K reported the final voting results of the Company's 2017 Annual Meeting of Stockholders held on May 12, 2017 (the "Annual Meeting"). The purpose of this Amendment is to disclose the Company's decision regarding how frequently it will conduct future stockholder advisory votes to approve the compensation of the Company's named executive officers ("Say-on-Pay"). No other changes have been made to the Original Form 8-K.

### **Item 5.07      Submission of Matters to a Vote of Security Holders.**

As previously reported in the Original Form 8-K, in a non-binding advisory vote on the frequency of future Say-on-Pay votes held at the Annual Meeting, a majority of stockholders that voted on the matter indicated a preference to hold future advisory votes on named executive officer compensation every year.

In light of the results of the advisory vote on the frequency of Say-on-Pay votes, the Company will continue to hold an advisory Say-on-Pay vote annually. The Company will re-evaluate this determination no later than after the next stockholder advisory vote on the frequency of Say-on-Pay votes.

## **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ITRON, INC.

By:

/s/ SHANNON M. VOTAVA

Dated: September 29, 2017

Shannon M. Votava

Senior Vice President, General Counsel, and Corporate Secretary