

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

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**FORM 8-K**

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

**April 24, 2014**

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)

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(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 the 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 24, 2014, Itron, Inc. (Itron or the Company) announced that Steven M. Helmbrecht, the Company's executive vice president and chief financial officer, will be departing effective December 31, 2014. The company will conduct a search for external candidates to fill the position. Mr. Helmbrecht will continue in his current role through the date of his departure.

Consistent with Itron's Executive Officer Severance Pay policy, adopted by the Company's board of directors on December 14, 2012, Mr. Helmbrecht will be entitled to receive severance pay equal to one year's base salary.

The press release announcing this matter is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit<br/>Number</u> | <u>Description</u>                  |
|---------------------------|-------------------------------------|
| 99.1                      | Press release dated April 24, 2014. |

**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.

Dated: April 24, 2014

By: /s/ PHILIP C. MEZEY

Philip C. Mezey

President and Chief Executive Officer

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## EXHIBIT INDEX

| Exhibit<br>Number | Description                         |
|-------------------|-------------------------------------|
| 99.1              | Press release dated April 24, 2014. |

## Itron Announces Chief Financial Officer Transition

LIBERTY LAKE, Wash.--(BUSINESS WIRE)--April 24, 2014--Itron, Inc. (NASDAQ:ITRI) announced today that Steven M. Helmbrecht, the company's executive vice president (EVP) and chief financial officer (CFO), will be departing effective December 31, 2014. The company will conduct a search for external candidates to fill the position. In the interim, Mr. Helmbrecht will continue as EVP and CFO of the company.

"Steve has provided Itron with strong leadership for more than 12 years. During his tenure as CFO, he has built a highly-skilled global finance team and strengthened controls and processes required to meet the needs of the company," said Philip Mezey, Itron's president and chief executive officer. "The Board and I would like to thank Steve for all of his contributions and for his willingness to remain in his role through the end of the year in order to facilitate a smooth transition. We wish him the best in his future endeavors."

"As Itron continues its evolution," continued Mezey, "we look to build on Steve's success and rapidly accelerate our next phase of growth."

Helmbrecht joined Itron in 2002 as vice president and general manager of international operations. He served as senior vice president and chief financial officer since 2005 and as executive vice president and chief financial officer since March 2013. His contributions include extensive capital markets activities, driving financing transactions and integration activities for more than \$2 billion of acquisitions and delivering added financial transparency for the company's business segments. He has also led the company's global business services and enterprise resource planning system initiatives to streamline administrative processes and reduce expenses.

"Itron has an incredibly rich history of providing innovative technology solutions for customers in the utility industry, and I have enjoyed being a part of Itron for so many years of significant growth and transformation," said Steven Helmbrecht. "I am fully committed to continuing the important work underway at Itron through my departure date and to supporting Philip and the entire team for Itron's continued success."

### About Itron

Itron is a world-leading technology and services company dedicated to the resourceful use of energy and water. We provide comprehensive solutions that measure, manage and analyze energy and water. Our broad product portfolio includes electricity, gas, water and thermal energy measurement devices and control technology; communications systems; software; as well as managed and consulting services. With thousands of employees supporting nearly 8,000 customers in more than 100 countries, Itron applies knowledge and technology to better manage energy and water resources. Together, we can create a more resourceful world. Join us: [www.itron.com](http://www.itron.com).

### CONTACT:

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