

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

FORM 8-K

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

May 8, 2015

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 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))
-

Election of New Directors

On May 8, 2015, the Board of Directors (the Board) of Itron, Inc. (Itron) elected Diana D. Tremblay and Frank Jaehnert as directors, effective June 1, 2015 and serving until the 2016 annual shareholders meeting, at which time both will stand for election by Itron's shareholders.

Diana D. Tremblay - Since 2013, Ms. Tremblay, age 55, has served as Vice President of Global Business Services of General Motors Company (GM). From 1977 until promoted to her current position, she held varying roles of increasing responsibility at GM, including Vice President, Manufacturing - North America from 2012 to 2013 and Global Chief Manufacturing Officer from 2009 to 2012.

Frank M. Jaehnert - From 2003 until his retirement in 2013, Mr. Jaehnert was President and CEO of Brady Corporation, an SEC registrant and global manufacturer of industrial identification and specialty coated material products located in Milwaukee, Wisconsin. Mr. Jaehnert began working for Brady Corporation in 1995 and held positions as Director of Finance, Chief Financial Officer, and President of the Identification Solutions and Specialty Tapes Group. In addition to his service on Itron's Board, Mr. Jaehnert is a non-executive director of the board of Briggs and Stratton Corporation and of the board of Nordson Corporation, both of which are publicly traded companies.

Neither Ms. Tremblay nor Mr. Jaehnert has yet been named to a committee of the Board.

As directors, both Ms. Tremblay and Mr. Jaehnert will each receive an annual retainer of \$165,000, of which \$65,000 is paid in cash, and the remainder is paid in shares of Itron's common stock, which vest immediately. The retainer is paid and issued in equal increments on the first day of each fiscal quarter. In addition, as new directors, each will be granted a restricted stock award equal to 50% of his or her annual cash retainer. These awards will vest equally in one-third increments beginning on the first anniversary of the date of grant.

There are no related party transactions between Itron and Ms. Tremblay or Itron and Mr. Jaehnert that would require disclosure under Item 404(a) of Regulation SK.

Retirement of Director

Graham M. Wilson's term as a director ended on May 8, 2015. Mr. Wilson did not stand for reelection at the annual meeting of shareholders on May 8, 2015 as he has reached age 70, which is the mandatory retirement age as specified in the Board's corporate governance policies. Mr. Wilson has served on Itron's Board since 1990.

Upon the retirement of Mr. Wilson and the elections of Ms. Tremblay and Mr. Jaehnert, the Board was expanded from 11 to 12 members.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit
Number

Description

99.1

Press Release dated May 11, 2015.

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: May 11, 2015

By: /s/ SHANNON M. VOTAVA
 Shannon M. Votava
 Vice President, General Counsel & Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated May 11, 2015

Itron Appoints Two New Members to Board of Directors***General Motors executive Diana Tremblay and manufacturing industry executive Frank Jaehnert to join board, Graham Wilson retires***

LIBERTY LAKE, Wash.--(BUSINESS WIRE)--May 11, 2015--Itron, Inc. (NASDAQ: ITRI), a world-leading technology and services company dedicated to the resourceful use of energy and water, announced today the appointment of Diana Tremblay, vice president of Global Business Services at General Motors (GM) Company, and Frank Jaehnert, former president and chief executive officer of Brady Corporation, to its board of directors effective June 1, 2015. In addition, Graham Wilson retired from the board effective May 8, 2015.

Tremblay brings nearly 40 years of manufacturing experience to the position. She has been with GM since 1977, during which time she has held a variety of positions in engineering, manufacturing and labor relations. Most recently, as leader of GM's newly formed Global Business Services, she is charged with streamlining administrative processes to improve service quality, reduce complexity and achieve cost efficiencies of more than 30 percent by 2017.

Jaehnert served as president and chief executive officer of Brady Corporation, the \$1.2 billion Milwaukee-based global manufacturer of industrial identification and specialty coated material products, from 2003 to 2013. Jaehnert brings 20 years of experience working at a public company where he played a key role in the company's growth via acquisitions, completing some 30 strategically synergistic acquisitions that expanded Brady's global reach.

"Diana Tremblay and Frank Jaehnert are both ideal candidates for Itron's board of directors, bringing diverse experience and fresh perspectives to the board. We look forward to benefiting from Diana's wealth of knowledge in manufacturing and Frank's depth of experience growing an international company," said Jon Eliassen, chairman of Itron's board of directors.

"In anticipation of a number of upcoming board retirements, we have been engaged in very proactive and thoughtful succession planning as we refresh our board. I would like to acknowledge and thank Graham Wilson for his many years of service on the board and welcome Diana and Frank," added Eliassen.

"As Itron continues to focus on adding business value through software and services, Diana will bring tremendous insights and expertise to our company with her strong manufacturing background and experience with GM's services business. We will greatly benefit from Frank's global experience and expertise in strategic acquisitions as we continue to explore growth opportunities," said Philip Mezey, Itron's president and chief executive officer.

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.

CONTACT:

Itron, Inc.

Sharelynn Moore, 509-891-3524

Vice President, Corporate Marketing and Public Affairs

sharelynn.moore@itron.com