

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

July 14, 2016

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))
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Item 8.01**Other Events.**

On July 14, 2016, Itron, Inc. (the Company) and TransData Incorporated (TransData) entered into a settlement agreement under which TransData agreed to dismiss with prejudice all pending litigation in various United States District Courts against Itron and certain Itron customers.

The parties have mutually agreed to dismiss all litigation claims related to TransData's patents. The Company and its customers will not be subject to any further infringement claims in connection with these TransData patents. In addition, the Company will receive a patent license from TransData for the use of the patents in future meter production and sales. Financial terms of the settlement are confidential.

A copy of this press release is attached as Exhibit 99.1.

Item 9.01**Financial Statements and Exhibits.****(d) Exhibits.**

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|------------------------------------|
| 99.1 | Press Release dated July 15, 2016. |

The information presented in this Current Report on Form 8-K may contain forward-looking statements and certain assumptions upon which such forward-looking statements are in part based. Numerous important factors, including those factors identified in Itron, Inc.'s Annual Report on Form 10-K and other of the Company's filings with the Securities and Exchange Commission, and the fact that the assumptions set forth in this Current Report on Form 8-K could prove incorrect, could cause actual results to differ materially from those contained in such forward-looking statements.

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: July 15, 2016

By: /s/ W. Mark Schmitz

W. Mark Schmitz

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|------------------------------------|
| 99.1 | Press release dated July 15, 2016. |

Itron Announces Patent Litigation Settlement

LIBERTY LAKE, Wash.--(BUSINESS WIRE)--July 15, 2016--Itron, Inc. (NASDAQ:ITRI) today announced that it has reached an agreement to settle patent litigation claims brought by TransData, Inc. against Itron and certain Itron customers.

The parties have mutually agreed to dismiss all litigation claims related to TransData's patents. Itron and Itron's customers will not be subject to any further infringement claims in connection with these TransData patents. Financial terms of the settlement were not disclosed. Itron previously recorded a financial reserve in 2015 for estimated settlement costs related to this matter and will record adjustments to the amount in 2016 to reflect the final agreement.

Itron provided the following statement regarding the agreement:

"Itron has a long track record of innovation, including more than 1,000 patents issued and pending. We are pleased to have reached a resolution to this matter on mutually agreeable terms and look forward to continuing to serve our customers as a leader in designing smart communicating meter systems."

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.

Itron® is a registered trademark of Itron, Inc.

Forward-Looking Statements

This release contains forward-looking statements concerning our expectations about operations, financial performance, sales, earnings and cash flows. These statements reflect our current plans and expectations and are based on information currently available. The statements rely on a number of assumptions and estimates, which could be inaccurate, and which are subject to risks and uncertainties that could cause our actual results to vary materially from those anticipated. Risks and uncertainties include the timing and ability to regain compliance with the reporting obligations of the Securities and Exchange Commission within any exemption period granted by NASDAQ, the rate and timing of customer demand for our products, rescheduling of current customer orders, changes in estimated liabilities for product warranties, adverse impacts of litigation, changes in laws and regulations, our dependence on new product development and intellectual property, future acquisitions, changes in estimates for stock-based and bonus compensation, increasing volatility in foreign exchange rates, international business risks and other factors that are more fully described in our Annual Report on Form 10-K for the year ended December 31, 2015 and other reports on file with the Securities and Exchange Commission. Itron undertakes no obligation to update publicly or revise any forward-looking statements, including our business outlook.

CONTACT:

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or

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Vice President, Investor Relations