

**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

September 10, 2013

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))
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Item 2.05 **Costs Associated with Exit or Disposal Activities.**

On September 10, 2013, Itron, Inc.'s (Itron's or the Company's) senior management approved projects to restructure the Company's operations to improve profitability and increase efficiencies. The Company estimates net annualized cost savings of approximately \$30 million as the result of these actions.

Itron is implementing projects to reduce headcount across all functions throughout the Company and to close or consolidate several facilities. Overall, Itron plans to reduce its workforce by approximately 750 positions, or 9%. Based on the anticipated project timing, we expect to complete approximately 60% of the reductions by the end of 2013. Substantially all of the actions will be completed by June 2014.

Itron estimates a pre-tax restructuring charge of \$30 to \$35 million, substantially all of which will be incurred in the third quarter of 2013. Of the total estimated charge, approximately 95% will result in cash expenditures, primarily for severance costs, and the remainder will be non-cash items, related to facility exit costs.

Certain projects are subject to a variety of labor and employment laws, rules, and regulations which could result in implementation delays at some locations.

An FAQ document, which has been posted to Itron's Investor website (investors.itron.com), is attached hereto as Exhibit 99.1.

The information presented in this Current Report on Form 8-K contains 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.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Itron Restructure FAQ dated September 12, 2013.

EXHIBIT INDEX

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99.1	Itron Restructure FAQ dated September 12, 2013.

Itron Restructure FAQ

Q: What did Itron disclose today?

Itron disclosed a plan to restructure our operations. We expect the plan to yield net annualized cost savings of approximately \$30 million when fully realized. As part of the plan, Itron estimates a pre-tax restructuring charge of \$30-\$35 million, to be recorded in Q3 2013. Of the estimated charge, approximately 95% will be cash expenses, primarily for severance, and 5% will be non-cash, facility-related charges.

Q: Why is Itron restructuring?

Itron is restructuring to lower its costs and further align its operations in a changing marketplace. The plan disclosed today continues Itron's ongoing focus on improving profitability and increasing efficiencies.

Q: How are you planning to implement the changes?

The plan includes reducing headcount across all parts of the organization and closure or consolidation of several facilities. This is a global plan and the workforce impact will be across all geographies, business lines and corporate services to improve our operations, efficiencies and profitability.

Q: How many employees will be impacted?

As part of the plan, Itron expects a reduction of 750 positions (which includes regular full time employees and contractors) or approximately 9% of Itron's global workforce.

Q: What is the timing of the restructure?

Reduction activities are already underway, and approximately 60% will be completed by the end of 2013. Substantially all of the activities will be completed by June 2014. While some of these actions are already underway, others involve negotiations with certain labor unions and works councils and may take longer.

Q: Is the company changing its business model or geographic presence?

The restructure will allow the company to shift to more efficient business processes by concentrating Itron's efforts on our core business and reducing investment in non-core functions.

Itron, Inc. Investor contacts:

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<http://investors.itron.com/>