

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
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| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>SCOPIA CAPITAL MANAGEMENT LP</u> (Last) (First) (Middle) <u>152 WEST 57TH STREET, 33RD FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ITRON INC /WA/ [ITRI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2019</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/23/2019 | | s ⁽¹⁾ | | 31,123 | D | \$56.3787 | 3,974,018 | I | See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾ |
| Common Stock | 05/24/2019 | | s ⁽¹⁾ | | 17,272 | D | \$57.3051 | 3,956,746 | I | See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾ |
| Common Stock | | | | | | | | 1,202 | D ⁽⁵⁾ | |
| Common Stock | | | | | | | | 653 | D ⁽⁶⁾ | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
SCOPIA CAPITAL MANAGEMENT LP

 (Last) (First) (Middle)
152 WEST 57TH STREET, 33RD FLOOR

 (Street)
NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Scopia Management, Inc.

 (Last) (First) (Middle)
152 WEST 57TH STREET, 33RD FLOOR

 (Street)
NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SIROVICH MATTHEW

| | | |
|--|---------|----------|
| (Last) | (First) | (Middle) |
| 152 WEST 57TH STREET, 33RD FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10019 |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| <u>MINDICH JEREMY</u> | | |
| (Last) | (First) | (Middle) |
| 152 WEST 57TH STREET, 33RD FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10019 |
| (City) | (State) | (Zip) |

Explanation of Responses:

- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by Scopia Capital Management LP ("Scopia Management") on May 20, 2019.
- Shares of common stock of Itron, Inc. (the "Issuer") that are held in the accounts of several investment funds, including Scopia Long LLC, Scopia Windmill Fund LP, Scopia LB LLC, Scopia International Master Fund LP, Scopia PX LLC, Scopia PX International Master Fund LP, Scopia Partners LLC, Scopia Long International Master Fund LP and Scopia Long QP LLC (together, the "Investment Vehicles") for which Scopia Management serves as the investment manager. Each of the Investment Vehicles individually holds less than 10% of the Issuer's outstanding shares of common stock. Scopia Management, as the investment manager of the Investment Vehicles, may be deemed to indirectly beneficially own the shares of common stock of the Issuer held directly by the Investment Vehicles because Scopia Management has voting and investment power over such securities.
- (Continued from footnote 2) In addition, Scopia Management, Inc. ("Scopia Inc."), as general partner of Scopia Management, and Matthew Sirovich and Jeremy Mindich, as Managing Directors of Scopia Inc., may be deemed to indirectly beneficially own the shares of common stock of the Issuer held directly by the Investment Vehicles because each of Scopia Inc., Mr. Sirovich and Mr. Mindich may be deemed to exercise voting and investment power over such securities. Further, Messrs. Sirovich and Mindich may be deemed to have a pecuniary interest in a portion of the securities held directly by the Investment Vehicles due to the right of an affiliate of Scopia Management to receive performance-based allocations and due to their investments in the Investment Vehicles.
- Each of Scopia Management, Scopia Inc. and Messrs. Sirovich and Mindich disclaims beneficial ownership of the securities held in the accounts of the Investment Vehicles reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any of Scopia Management, Scopia Inc. or Messrs. Sirovich and Mindich is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Shares of common stock of the Issuer held directly by Matthew Sirovich.
- Shares of common stock of the Issuer held directly by Jeremy Mindich.

Remarks:

| | |
|---|-------------------|
| <u>SCOPIA CAPITAL MANAGEMENT LP, By: Scopia Management, Inc., its general partner, Name: /s/ Matthew Sirovich, Title: Managing Director</u> | <u>05/28/2019</u> |
| <u>SCOPIA MANAGEMENT, INC., Name: /s/ Matthew Sirovich, Title: Managing Director</u> | <u>05/28/2019</u> |
| <u>/s/ Matthew Sirovich</u> | <u>05/28/2019</u> |
| <u>/s/ Jeremy Mindich</u> | <u>05/28/2019</u> |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Form 4 Joint Filer Information

Name: Scopia Management, Inc.
Address: 152 West 57th Street, 33rd Floor
New York, NY 10019
Date of Event Requiring Statement: 5/23/19

Name: Matthew Sirovich
Address: 152 West 57th Street, 33rd Floor
New York, NY 10019
Date of Event Requiring Statement: 5/23/19

Name: Jeremy Mindich
Address: 152 West 57th Street, 33rd Floor
New York, NY 10019
Date of Event Requiring Statement: 5/23/19