# 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

	October 7, 2022	
D	Date of Report (Date of Earliest Event Reporte	:d)
	ITRON, INC.	
(Exa	act Name of Registrant as Specified in its Cha	arter)
Washington	000-22418	91-1011792
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
•	,	,
	N. Molter Road, Liberty Lake, Washington ddress of Principal Executive Offices, Zip Co	
(A	duless of Finicipal Executive Offices, Zip CC	ue)
	(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 following provisions:	g is intended to simultaneously satisfy the filing	ng obligation of the registrant under any of the
<ul> <li>□ Written communications pursuant to Rule 425 under</li> <li>□ Soliciting material pursuant to Rule 14a-12 under th</li> <li>□ Pre-commencement communications pursuant to Ru</li> <li>□ Pre-commencement communications pursuant to Ru</li> </ul>	le Exchange Act (17 CFR 240.14a-12) ale 14d-2(b) under the Exchange Act (17 CFR	
_	-	1101150 ((0))
Securities registered pursuant to Section 12(b) of the A	.ct:	
Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, no par value	ITRI	NASDAQ Global Select Market
Indicate by check mark whether the registrant is an emulab-2 of the Securities Exchange Act of 1934 (§240.12		5 of the Securities Act of 1933 (§230.405) or Rule
Emerging growth company $\square$		
If an emerging growth company, indicate by check man or revised financial accounting standards provided pursuits of the company of the compan		

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective October 7, 2022, the Board of Directors (the Board) of Itron, Inc. (the Company) appointed Mary C. Hemmingsen as a new director of the Board, effective immediately. The Board has also determined to appoint Mary Hemmingsen to the Audit/Finance Committee of the Board.

Since 2017, Ms. Hemmingsen, age 58, has served in a variety of board and executive advisory roles for energy industry organizations. From 2013 to 2017, Ms. Hemmingsen was a partner at KPMG in its strategy practice and was power utilities industry lead. From 2009 to 2012, she held senior executive positions in business and project development within the power and utilities group at Brookfield, a global asset management company. In addition, she held several executive and corporate finance positions at BC Hydro Power Authority. She currently serves on the boards of a number of public and private companies in Canada and the U.K.

Ms. Hemmingsen is expected to participate in the Company's standard non-employee director compensation arrangements, as described in the Company's proxy statement for the 2022 annual meeting of shareholders.

There are no arrangements or understandings between Ms. Hemmingsen and any other person pursuant to which she was appointed as a director. Further, she is not a party to any current or proposed transaction with the Company for which disclosure is required under Item 404(a) of Regulation S-K. There is no material plan, contract, or other arrangement to which Ms. Hemmingsen is a party other than as described above.

#### Item 7.01 Regulation FD Disclosure.

On October 11, 2022, the Company announced the appointment of Mary C. Hemmingsen to the Company's Board. A copy of the press release announcing her appointment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

Dated: October 11, 2022

99.1 Press Release Dated October 11, 2022.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

#### **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.

By: /s/ CHRISTOPHER E. WARE

Christopher E. Ware
Vice President, General Counsel and Corporate Secretary

### **Itron Appoints Mary Hemmingsen to Board of Directors**

#### Finance Executive Brings More Than 30 Years of Energy Industry Expertise

LIBERTY LAKE, Wash.--(BUSINESS WIRE)--October 11, 2022--Itron, Inc. (NASDAQ: ITRI), which is innovating the way utilities and cities manage energy and water, announced today the appointment of Mary Hemmingsen, an energy and infrastructure industry executive with deep utility industry expertise, to its board of directors, effective Oct. 7.

Hemmingsen brings more than 30 years of expertise in finance, asset management, project delivery, business development and governance. Since 2017, she has served in a variety of executive advisory roles for energy industry organizations as well as board roles. From 2013 to 2017, Hemmingsen was a global partner and gas, power and utilities industry lead at KPMG. Previously, she held senior executive positions in business and project development within the power and utilities group at Brookfield, a global asset management company, and several executive and corporate finance positions at BC Hydro Power Authority. Hemmingsen joins Itron's board after gaining extensive board experience, including positions with InstarInvest Asset Management, The Crossing Group, EverGen Infrastructure, Graham Construction Income Trust, Spoke Resources Ltd. and Recircle Ltd.

"Hemmingsen's strong business and financial background, including governance and audit acumen, as well as her expertise in integrating strategy, risk and ESG into a sustainable competitive advantage makes her an ideal candidate for Itron's board of directors," said Diana Tremblay, chair of Itron's board of directors.

"We welcome Mary to the board and believe her deep expertise in finance and the utility sector as well as her extensive board experience will be an asset to Itron's board of directors as we drive company performance and create value for shareholders," said Tom Deitrich, Itron's president and chief executive officer.

"I am honored to join Itron's board of directors and look forward to furthering Itron's mission and enhancing shareholder value," said Hemmingsen.

#### **About Itron**

Itron enables utilities and cities to safely, securely and reliably deliver critical infrastructure solutions to communities in more than 100 countries. Our portfolio of smart networks, software, services, meters and sensors helps our customers better manage electricity, gas and water resources for the people they serve. By working with our customers to ensure their success, we help improve the quality of life, ensure the safety and promote the well-being of millions of people around the globe. Itron is dedicated to creating a more resourceful world. Join us: www.itron.com.

Itron® is a registered trademark of Itron, Inc. All third-party trademarks are property of their respective owners and any usage herein does not suggest or imply any relationship between Itron and the third party unless expressly stated.

#### **Contacts**

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