

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

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**FORM 8-K**

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

**January 1, 2014**

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Date of Report (Date of Earliest Event Reported)

**ITRON, INC.**

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(Exact Name of Registrant as Specified in its Charter)

**Washington**

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(State or Other Jurisdiction  
of Incorporation)

**000-22418**

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(Commission File No.)

**91-1011792**

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(IRS Employer  
Identification No.)

**2111 N. Molter Road, Liberty Lake, WA 99019**

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(Address of Principal Executive Offices, Zip Code)

**(509) 924-9900**

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(Registrant's Telephone Number, Including Area Code)

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(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))

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

*Election of New Director*

Effective January 1, 2014, the Board of Directors (the Board) of Itron, Inc. (Itron) elected Michael V. Pulli as a director, serving until the annual shareholders meeting on May 1, 2014, at which time he will stand for election by Itron's shareholders.

Mr. Pulli, age 49, has been chief executive officer of Pace plc (Pace), a world leader in technologies, products, and services for the broadcast and broadband industries, since December 2011. From 2004 until his promotion to CEO, Mr. Pulli was president of the Americas business unit of Pace, where he was responsible for Pace's businesses in the U.S., Canada, and Latin America.

Mr. Pulli has not yet been named to a committee of the Board.

As a director, Mr. Pulli will 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 a new director, Mr. Pulli was granted a restricted stock award equal to 50% of his annual cash retainer. This award 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 Mr. Pulli that require disclosure under Item 404(a) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated January 6, 2014



EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated January 6, 2014

The Itron logo consists of the word "Itron" in a white, sans-serif font, positioned on a red rectangular background. A small yellow lightning bolt icon is placed above the letter 'o'.**FOR IMMEDIATE RELEASE****Itron Appoints Pace CEO Michael Pulli to Board of Directors**

LIBERTY LAKE, Wash. - Jan. 6, 2014 - 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 Michael Pulli, chief executive officer of Pace plc, a world leader in technologies, products and services for the broadcast and broadband industries, to its board of directors, effective Jan. 1, 2014. Mr. Pulli brings nearly 15 years of executive leadership, international business experience and strategy development to the position.

"Mike Pulli will bring tremendous experience and insights to Itron's board. We look forward to benefiting from his longstanding leadership in the broadband industry and his wealth of knowledge in delivering advanced technologies and services," said Jon Eliassen, chairman of Itron's board of directors.

Mr. Pulli was appointed CEO of Pace in December 2011 after nearly eight years as president of Pace Americas. In his role as CEO, Mr. Pulli is responsible for leading Pace's global strategy. As president of Pace Americas, he was responsible for the company's businesses in the United States, Canada and Latin America.

Prior to joining Pace in 2004, Mr. Pulli was CEO of broadcasting company Digital Latin America. Previously, he spent eight years at Motorola in various senior management positions, including vice president of international operations, and served in a variety of financial positions at Allied-Signal, Inc. Mr. Pulli holds a Bachelor's degree in Accounting from Rider University and an MBA from Farleigh Dickinson University.

"Mike Pulli is an ideal candidate for Itron's board of directors. His leadership at a global company that delivers advanced technologies, software and services to consumers will bring valuable insights and help advance our mission to empower consumers and utilities to responsibly manage energy and water," said Philip Mezey, Itron's president and chief executive officer.

"I am honored to join Itron's board of directors and to work with a visionary company that is helping make the most of the world's energy and water resources," said Mr. Pulli. "As a leader of a high-tech manufacturing company that has successfully transitioned to offer software and services, I will bring a unique perspective to this board position. I look forward to the opportunity to help further Itron's vision of creating a more resourceful world."

2111 North Molter Road  
Liberty Lake, WA 99019

1.800.635.5461

[www.itron.com](http://www.itron.com)

## 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](http://www.itron.com).

For additional information, contact:

### **Itron, Inc.**

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