

**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

June 1, 2021

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, Washington 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))

Securities registered pursuant to Section 12(b) of the Act:

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 emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 1, 2021, the Board of Directors (the Board) of Itron, Inc. (the Company) appointed Santiago Perez as a new director of the Board, effective immediately. The Board has also determined to appoint Santiago Perez to the Compensation Committee of the Board at the time of his appointment. Prior to serving on the Board, Santiago Perez, age 56, has been a Senior Advisor at Arsenal Capital Partners LP, a private equity firm focused on the industrial growth and healthcare sectors, since February 2021. From 2017 to 2020, Santiago Perez was Chief Commercial Digital Officer & Senior Vice President U.S. Services & Solutions at Schneider Electric SE, and from 2012 to 2016, as Vice President & General Manager Europe, Middle East, Africa, Latin America, Buildings at Johnson Controls, Inc.

Santiago Perez is expected to participate in the Company's standard non-employee director compensation arrangements, as described in the Company's proxy statement for the 2021 annual meeting of shareholders.

There are no arrangements or understandings between Santiago Perez and any other person pursuant to which Santiago Perez was appointed as a director. Santiago Perez 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 Santiago Perez is a party other than as described above.

Item 7.01 Regulation FD Disclosure.

On June 3, 2021, the Company announced the appointment of Santiago Perez to the Company's Board. A copy of the press release announcing the appointment of Santiago Perez to the Board 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
99.1	Press Release Dated June 3, 2021.
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/ SARAH E. HLAVINKA

Dated: June 3, 2021

Sarah E. Hlavinka
Senior Vice President, General Counsel and Corporate Secretary

Itron Appoints Santiago Perez to Board of Directors

Former Schneider Electric Executive Brings Nearly 35 Years of High-Tech Expertise

LIBERTY LAKE, Wash.--(BUSINESS WIRE)--June 3, 2021--Itron, Inc. (NASDAQ: ITRI), which is innovating the way utilities and cities manage energy and water, announced today the appointment of Santiago Perez, a senior advisor at Arsenal Capital Partners and former executive at Schneider Electric, to its board of directors, effective June 1.

Perez brings nearly 35 years of sales, product management and service operations experience in high-tech industries, including the energy, building automation and industrial automation sectors. Prior to his engagement with Arsenal, Perez served as chief commercial digital officer and senior vice president of U.S. services and solutions at Schneider Electric from 2017 to 2020. He also held several leadership roles at Johnson Controls between 1999 and 2016. These included vice president and general manager for Europe, Middle East, Africa and Latin America, where he led the company's sales, distribution, contracting and service operations, as well as vice president of global business lines and operations, leading the company's global supply chain, product management, development and engineering.

"Santiago is an ideal candidate for Itron's board of directors. His diverse background and expertise in technology sectors will be an asset to the board as we drive company performance and create value for shareholders," said Lynda Ziegler, chair of Itron's board of directors.

"As Itron continues our journey as a leader in the industrial IoT (IIoT), we will greatly benefit from Santiago's depth of leadership expertise in sales, product management and service operations for high-tech sectors. We welcome him to our board," said Tom Deitrich, Itron's president and chief executive officer.

"It is an honor to join Itron's board of directors. I look forward to helping further the company's mission and pursuit to create a more resourceful world while ensuring shareholder value," said Perez.

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

Itron, Inc.

Alison Mallahan
Senior Manager, Corporate Communications
509-891-3802
PR@Itron.com

Kenneth P. Gianella
Vice President, Investor Relations
669-770-4643