

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

July 18, 2023

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 Number)

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 the 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 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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.**

Effective July 18, 2023, the Board of Directors (the Board) of Itron, Inc. (the Company) appointed Sanjay Mirchandani as a new director of the Board, effective immediately. The Board has not yet appointed Mr. Mirchandani to a Committee.

Since February 2019, Mr. Mirchandani, age 59, has served as President and CEO of Commvault Systems, Inc., a Nasdaq listed company. From May 2016 to January 2019, he served at Puppet, a private IT automation company based in Portland, Oregon, in the roles of President & COO and subsequently CEO. From October 2013 to April 2016, Mr. Mirchandani served as SVP & General Manager of VMware, Inc. (an NYSE listed company), where he led its Asia Pacific Japan region. Mr. Mirchandani held various roles of increasing responsibility at EMC Corporation from 2006 to October 2013.

Mr. Mirchandani is expected to participate in the Company's standard non-employee director compensation arrangements, as described in the Company's proxy statement for the 2023 annual meeting of shareholders.

There are no arrangements or understandings between Mr. Mirchandani and any other person pursuant to which he was appointed as a director. Further, he 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 Mr. Mirchandani is a party other than as described above.

Item 7.01 **Regulation FD Disclosure.**

On July 24, 2023, the Company announced the appointment of Sanjay Mirchandani to the Company's Board. A copy of the press release announcing his appointment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release Dated July 24, 2023.
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

Dated: July 24, 2023

Itron Appoints Sanjay Mirchandani to Board of Directors

Technology Executive Brings More Than 30 Years of Expertise in Cybersecurity, Data Protection and Customer Service

LIBERTY LAKE, Wash.--(BUSINESS WIRE)--July 24, 2023--Itron, Inc. (NASDAQ: ITRI), which is innovating the way utilities and cities manage energy and water, announced today the appointment of Sanjay Mirchandani, CEO of Commvault, to its board of directors, effective July 18, 2023.

Mirchandani has more than 30 years of experience in cybersecurity, data protection, customer service and technology, most recently as CEO of Commvault, the recognized leader in data backup and recovery. Since joining Commvault, Mirchandani has innovated Commvault's industry-recognized portfolio, launching Metallic, an award-winning SaaS offering, and strengthened the company's robust partner ecosystem. Prior to joining Commvault, Mirchandani served as the CEO of Puppet, an IT automation company, from September 2016 to January 2019. He joined Puppet in May 2016 as president and chief operating officer. Mirchandani has a wealth of international business experience from his diverse career in technology.

"Itron's board of directors and Itron's customers recognize the importance of data protection and deep knowledge of cybersecurity. That's why we are delighted to welcome Sanjay to our board and benefit from his expertise in cybersecurity, data protection and customer service," said Diana Tremblay, chair of Itron's board of directors.

"Sanjay's strong background in the technology sector coupled with his deep expertise in cybersecurity, data protection and customer service will be an asset to Itron's board of directors and to our customers. We welcome Sanjay to the board and look forward to collaborating to drive our business and our industry forward," said Tom Deitrich, Itron's president and chief executive officer.

"It's an honor to join Itron's board of directors, and I look forward to bringing my experience to help further Itron's corporate strategy and enhance shareholder value," said Mirchandani.

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.

Paul Vincent

Vice President, Investor Relations

(512) 560-1172