

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**

**May 12, 2022**

Date of Report (Date of earliest event reported)

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**ITRON, INC.**

(Exact name of registrant as specified in its charter)

<b>Washington</b> (State or other jurisdiction of incorporation)	<b>000-22418</b> (Commission File Number)	<b>91-1011792</b> (IRS Employer Identification No.)
<b>2111 N. Molter Road</b>	<b>Liberty Lake, WA</b>	<b>99019</b>
(Address of principal executive offices, Zip Code)		
<b>(509) 924-9900</b>		
(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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Itron, Inc. (the Company) held its 2022 Annual Meeting of Shareholders (the Annual Meeting) on May 12, 2022. Three proposals were voted upon at the Annual Meeting. The proposals are described in detail in the Company's proxy statement filed with the Securities and Exchange Commission on March 22, 2022. Each of the proposals passed. The final results for the votes regarding each proposal are set forth below.

Proposal One: The following nominees for Director were elected until their successors are duly elected and qualified:

<b>NOMINEE</b>	<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
Lynda L. Ziegler	32,488,815	7,180,910	11,641	2,086,325
Diana D. Tremblay	38,917,715	752,520	11,131	2,086,325
Santiago Perez	39,286,713	378,487	16,166	2,086,325

Santiago Perez was elected to hold office in Class 2 until the Company's 2024 Annual Meeting.

Diana D. Tremblay and Lynda L. Ziegler were elected to hold office in Class 3 for a term of three years until the Company's 2025 Annual Meeting.

All independent Directors, except for the Board Chair, serve on at least one committee. For further information regarding the composition of such committees, refer to Itron's investor relations website, at <https://investors.itron.com/corporate-governance/committee-composition>.

Proposal Two: Approval of the advisory (non-binding) resolution relating to executive compensation.

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
36,040,247	3,600,523	40,596	2,086,325

Proposal Three: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2022.

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
40,556,904	1,196,416	14,371	—

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**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.

Dated: May 12, 2022

By:

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/s/ CHRISTOPHER E. WARE

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