

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 11, 2023**

Date of Report (Date of earliest event reported)

**ITRON, INC.**

(Exact name of registrant as specified in its charter)

<b>Washington</b> <small>(State or other jurisdiction of incorporation)</small>	<b>000-22418</b> <small>(Commission File Number)</small>	<b>91-1011792</b> <small>(IRS Employer Identification No.)</small>
<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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 2023 Annual Meeting of Shareholders (the Annual Meeting) on May 11, 2023. Five 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 21, 2023. 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>
Mary C. Hemmingsen	41,471,513	224,784	9,678	1,777,036
Jerome J. Lande	41,346,163	345,005	14,807	1,777,036
Frank M. Jaehnert	37,763,271	3,927,744	14,960	1,777,036

Mary C. Hemmingsen was elected to hold office in Class 3 for a term of two years until the Company's 2025 Annual Meeting.

Jerome J. Lande and Frank M. Jaehnert were elected to hold office in Class 1 for a term of three years until the Company's 2026 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>
38,166,872	3,478,063	61,040	1,777,036

Proposal Three: Approval of the advisory vote on frequency of future advisory votes on executive compensation.

<b>1 YEAR</b>	<b>2 YEARS</b>	<b>3 YEARS</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
39,410,367	5,488	2,280,672	9,448	1,777,036

Proposal Four: Approval of the amendment of the Itron, Inc. 2012 Employee Stock Purchase Plan.

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
41,378,226	323,266	4,483	1,777,036

Proposal Five: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2023 fiscal year.

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>
42,386,065	1,086,990	9,956

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**Item 8.01 Other Events.**

***Approval of Share Repurchase Program***

Effective May 11, 2023, the Board of Directors of Itron, Inc. (Itron) authorized a new share repurchase program of up to \$100 million of Itron's common stock over an 18-month period. Repurchases will be made in the open market and pursuant to the terms of any Rule 10b5-1 plans that Itron may enter into, and in accordance with applicable securities laws. The repurchase program is intended to comply with Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended. Depending on market conditions and other factors, these repurchases may be commenced or suspended from time to time without prior notice.

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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 11, 2023

By:

/s/ CHRISTOPHER E. WARE

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