

**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**

Date of Report (Date of earliest event reported): November 14, 2025

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

(I.R.S. 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 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.

Item 1.01. Entry into a Material Definitive Agreement.

On November 14, 2025, Itron, Inc. (Itron) entered into a Share Purchase Agreement (the Agreement) to acquire 100 percent of the outstanding equity of Locusview, Ltd. and subsidiaries (collectively, Locusview) a privately held utility-focused software and services company that is based in the United States and Israel. The acquisition provides value to Itron through the leverage of Locusview’s digital construction management solutions to enhance Itron’s Resiliency Solutions offerings to its customers. The acquisition is expected to close in early January 2026.

The purchase price for the acquisition is \$525 million, with adjustment for final working capital and other closing considerations to be determined following the transaction’s close. The purchase will be funded through cash on hand.

Item 7.01. Regulation FD Disclosure.

On November 17, 2025, Itron announced the acquisition of Locusview. A copy of the press release 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>
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99.1	Press release dated November 17, 2025.
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.

Date: November 17, 2025

By: /s/ JOAN S. HOOPER

Joan S. Hooper

Senior Vice President and Chief Financial Officer



Itron Signs Definitive Agreement to Acquire Locusview, Ltd.

LIBERTY LAKE, Wash., Nov. 17, 2025 (GLOBE NEWSWIRE) -- Itron, Inc. (NASDAQ: ITRI), which is innovating new ways for utilities and cities to manage energy and water, announced today the signing of a definitive agreement to acquire Locusview, Ltd. and subsidiaries ("Locusview"), a privately held utility-focused software and services company that is based in the United States and Israel. The purchase price for the acquisition is \$525 million and will be funded through cash on hand. The transaction is expected to close during January of 2026.

"Locusview's digital construction management platform further expands Itron's Resiliency Solutions offerings to our customers," commented Tom Deitrich, Itron's president and CEO. "Locusview's scalable SaaS based business is purpose-built and helps critical infrastructure providers improve the productivity and management of construction projects. Given the need to dramatically increase grid build out and the efficiency of operations, the combination of Itron and Locusview creates an exciting platform for the future. We look forward to welcoming Shahar and his team to Itron and accelerating the growth of this innovative platform."

Shahar Levi, co-founder and CEO of Locusview, remarked, "I've had the privilege of watching our team turn an idea into an industry-focused and category leading platform that is now trusted across the utility industry. We set out to pioneer digital construction management — to give operators of critical infrastructure a tool built for their world, one that brings planning, execution, and close-out into a single, real-time, enterprise-scale workflow. This acquisition marks a pivotal moment for Locusview and our customers where we can scale our operations and accelerate our mission to support the critical needs of infrastructure providers globally. We share Itron's vision for a connected, intelligent, and sustainable network. Together, we will empower utilities to plan smarter, build faster, and operate safer - with real-time data driving every decision from the field to the boardroom. We are poised to drive the next wave of digital transformation in how the grid and networks that power our daily lives are built, maintained, and modernized."

About Itron

Itron is transforming how the world manages energy, water and city services. Our trusted intelligent infrastructure solutions help utilities and cities improve efficiency, build resilience and deliver safe, reliable and affordable service. With edge intelligence, we connect people, data insights and devices so communities can better manage the essential resources they rely on to live and thrive. Join us as we create a more resourceful world: www.itron.com.

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About Locusview

Locusview's mission is to empower critical infrastructure providers to scale construction operations and optimize their capital investments. We provide an enterprise-scale Digital Construction Management platform to infrastructure operators to scale capital projects by automating the capture of high-precision data in real-time in the field to provide visibility, automate close out, and bridge the gap between design and systems of record. To learn more about Locusview, visit: <https://www.locusview.com/>.

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Additional Resources

- LinkedIn: <https://linkedin.com/company/itroninc>

- X: <https://x.com/ItronInc>
- Newsroom: <https://na.itron.com/newsroom>
- Blog: <https://blogs.itron.com>