

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

**FORM 8-K/A**  
(Amendment No. 1)

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**March 16, 2016**

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, WA 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))
-

## Explanatory Note

The registrant is filing this amendment to the Reports on Form 8-K filed on March 17, 2016 and May 13, 2016 to update Item 3.01.

### **Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

This is an amendment to the Reports on Form 8-K filed by Itron, Inc. (the "Company") on March 17, 2016 and May 13, 2016, disclosing that the Company had been notified by The Nasdaq Stock Market that it was not in compliance with Listing Rule 5250(c)(1) regarding periodic filing requirements.

On September 2, 2016, The Nasdaq Stock Market notified the Company that, based on the filing of its Form 10-Q for the period ended June 30, 2016, The Nasdaq Stock Market has determined that the Company is now in compliance with Listing Rule 5250(c)(1) regarding periodic filing requirements.

In addition, the Company is also current with lender covenant obligations regarding the delivery of annual audited financial statements and quarterly unaudited financial statements.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated September 7, 2016.

**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: September 7, 2016

By: /s/ W. Mark Schmitz

W. Mark Schmitz

---

Executive Vice President and Chief Financial Officer

---

## EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release dated September 7, 2016.

## Itron Regains Compliance with NASDAQ Listing Requirements

LIBERTY LAKE, Wash.--(BUSINESS WIRE)--September 7, 2016--Itron, Inc. (NASDAQ:ITRI) announced today that on Sept. 2, 2016 it received a notification from The Nasdaq Stock Market, LLC ("Nasdaq") stating that the company has regained compliance with Nasdaq Listing Rule 5250(c)(1) requirement for timely financial filings.

On March 16, 2016, Itron received notice it was not in compliance with Nasdaq Listing Rule 5250(c)(1) regarding periodic filing requirements. On Sept. 2, 2016, Itron filed its Quarterly Report on Form 10-Q for the period ended June 30, 2016 and is now current on all of its SEC filings.

In addition, the company is also current with lender covenant obligations regarding the delivery of annual audited financial statements and quarterly unaudited financial statements.

Philip Mezey, Itron's president and chief executive officer, said, "We are grateful to our investors for their patience and support while the management team and board of directors worked to regain compliance as quickly as possible. With this matter now resolved, we remain focused on driving growth and profitability to create value for shareholders."

### About Itron

Itron is a world-leading technology and services company dedicated to the resourceful use of energy and water. We provide comprehensive solutions that measure, manage and analyze energy and water. Our broad product portfolio includes electricity, gas, water and thermal energy measurement devices and control technology; communications systems; software; as well as managed and consulting services. With thousands of employees supporting nearly 8,000 customers in more than 100 countries, Itron applies knowledge and technology to better manage energy and water resources. Together, we can create a more resourceful world. Join us: [www.itron.com](http://www.itron.com).

Itron® is a registered trademark of Itron, Inc.

### CONTACT:

#### **Itron, Inc.**

Barbara Doyle, 509-891-3443

Vice President, Investor Relations

or

Sharelynn Moore, 509-891-3524

Vice President, Corporate Marketing and Public Affairs