

ITRON INC /WA/
Form 8-K
January 06, 2014
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

January 1, 2014

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 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of New Director

Effective January 1, 2014, the Board of Directors (the Board) of Itron, Inc. (Itron) elected Michael V. Pulli as a director, serving until the annual shareholders meeting on May 1, 2014, at which time he will stand for election by Itron's shareholders.

Mr. Pulli, age 49, has been chief executive officer of Pace plc (Pace), a world leader in technologies, products, and services for the broadcast and broadband industries, since December 2011. From 2004 until his promotion to CEO, Mr. Pulli was president of the Americas business unit of Pace, where he was responsible for Pace's businesses in the U.S., Canada, and Latin America.

Mr. Pulli has not yet been named to a committee of the Board.

As a director, Mr. Pulli will receive an annual retainer of \$165,000, of which \$65,000 is paid in cash, and the remainder is paid in shares of Itron's common stock, which vest immediately. The retainer is paid and issued in equal increments on the first day of each fiscal quarter. In addition, as a new director, Mr. Pulli was granted a restricted stock award equal to 50% of his annual cash retainer. This award will vest equally in one-third increments beginning on the first anniversary of the date of grant.

There are no related party transactions between Itron and Mr. Pulli that require disclosure under Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number

Description

99.1 Press Release dated January 6, 2014

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/ Shannon M. Votava
Shannon M. Votava
Vice President, General Counsel
and Corporate Secretary

Dated: January 6, 2014

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|-------------------------------------|
| 99.1 | Press Release dated January 6, 2014 |