

ITRON INC /WA/
Form 8-K
May 16, 2018

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

May 10, 2018

Date of report
(Date of earliest
event reported)

ITRON, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------|--------------------------------------|
| Washington | 000-22418 | 91-1011792 |
| (State or Other Jurisdiction of Incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

2111 N. Molter Road, Liberty Lake, WA 99019
(Address of principal executive offices including 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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.

Itron, Inc. (the Company) held its 2018 Annual Meeting of Shareholders (the Annual Meeting) on May 10, 2018. 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 23, 2018. 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:

| NOMINEE | VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------------|------------|---------------|-------------|---------------------|
| Philip C. Mezey | 34,869,410 | 126,159 | 83,779 | 1,921,257 |
| Daniel S. Pelino | 34,861,237 | 201,574 | 16,537 | 1,921,257 |
| Timothy M. Leyden | 34,867,406 | 195,255 | 16,687 | 1,921,257 |

All nominees are to hold office in Class 2 for a term of three years until the Company's 2021 Annual Meeting.

Each independent Director serves on at least one committee of the Board of Directors. For further information regarding the composition of such committees, refer to Itron's investor relations website, at <http://investors.itron.com/investor-relations>.

Proposal Two: Approval of the advisory (non-binding) resolution on executive compensation:

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|--------------|------------------|-------------|---------------------|
| 33,395,119 | 1,579,887 | 104,342 | 1,921,257 |

Proposal Three: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2018 fiscal year:

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|--------------|------------------|-------------|---------------------|
| 36,517,381 | 463,364 | 19,860 | — |

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

Dated: May 15, 2018

Shannon M. Votava

Senior Vice President, General Counsel and Corporate Secretary