

ITRON INC /WA/  
Form 8-K  
May 01, 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

May 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))

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

(e)

**Itron's Amended and Restated 2010 Stock Incentive Plan**

Itron, Inc. (Itron or the Company) held its 2014 Annual Meeting of Shareholders on May 1, 2014 (the Annual Meeting). At the Annual Meeting, the Company's shareholders approved the Itron, Inc. Amended and Restated 2010 Stock Incentive Plan (the 2010 SIP). The 2010 SIP was previously approved and adopted by Itron's Board of Directors on February 21, 2014, subject to shareholder approval.

Additional information regarding the 2010 SIP is summarized on pages 11 through 19 in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 13, 2014 (the Proxy Statement), under the heading "Proposal Two--Approval of the Itron, Inc. Amended and Restated 2010 Stock Incentive Plan" and is incorporated herein by reference. The summary of the 2010 SIP set forth in the Proxy Statement is qualified in its entirety by the full text of the 2010 SIP, a complete copy of which is set forth as Appendix A to the Proxy Statement and is filed as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Four proposals were voted upon at the Annual Meeting. The proposals are described in detail in the Proxy Statement. All 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 for three-year terms ending in 2017:**

| NOMINEE                 | VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|-------------------------|------------|---------------|-------------|---------------------|
| Jon E. Eliassen         | 30,943,576 | 1,398,322     | 324,328     | 2,700,743           |
| Gary E. Pruitt          | 31,591,892 | 749,434       | 324,900     | 2,700,743           |
| Michael V. Pulli        | 31,629,145 | 711,683       | 325,398     | 2,700,743           |
| Charles H. Gaylord, Jr. | 31,585,318 | 756,108       | 324,800     | 2,700,743           |

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/committees.cfm>.

**Proposal Two: Approval of the Amended and Restated 2010 Stock Incentive Plan.**

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|---------------|-------------|---------------------|
| 24,565,907 | 7,769,043     | 331,276     | 2,700,743           |

**Proposal Three: Approval of the advisory (non-binding) resolution on executive compensation.**

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|---------------|-------------|---------------------|
| 24,732,049 | 7,447,759     | 486,418     | 2,700,743           |

**Proposal Four: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2014 fiscal year.**

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER |
|-----------|---------------|-------------|--------|
|-----------|---------------|-------------|--------|

34,805,893

222,306

338,770

NON-VOTES

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 10.1           | Itron, Inc. Amended and Restated 2010 Stock Incentive Plan (incorporated by reference to Appendix A to Itron, Inc's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 13, 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: May 1, 2014

EXHIBIT INDEX

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