

ITRON INC /WA/  
Form 8-K  
May 04, 2012

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 4, 2012

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 5.07 Submission of Matters to a Vote of Security Holders.

Itron, Inc. (the Company) held its 2012 Annual Meeting of Shareholders on May 4, 2012. Four 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 16, 2012. 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 2015:

| NOMINEE          | VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------------|------------|---------------|-------------|---------------------|
| Kirby A. Dyess   | 25,138,731 | 3,109,989     | 535,461     | 4,115,899           |
| LeRoy D. Nosbaum | 26,901,030 | 1,349,519     | 533,632     | 4,115,899           |
| Graham M. Wilson | 24,195,172 | 4,052,373     | 536,636     | 4,115,899           |

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

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|---------------|-------------|---------------------|
| 14,641,953 | 13,592,266    | 549,962     | 4,115,899           |

Proposal Three: Approval of the adoption of the Itron, Inc. 2012 Employee Stock Purchase Plan.

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|---------------|-------------|---------------------|
| 27,781,890 | 193,454       | 808,837     | 4,115,899           |

Proposal Four: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2012 fiscal year.

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|---------------|-------------|---------------------|
| 32,246,039 | 138,790       | 515,251     | —                   |

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/ STEVEN M. HELMBRECHT  
Steven M. Helmbrecht  
Sr. Vice President and Chief Financial Officer

Dated: May 4, 2012