

ITRON INC /WA/
Form 3
February 08, 2016

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â SCOPIA CAPITAL
MANAGEMENT LP

(Last) (First) (Middle)

152 WEST 57TH
STREET, Â 33RD FLOOR

(Street)

NEW YORK, Â NY Â 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
02/03/2016

3. Issuer Name **and** Ticker or Trading Symbol
ITRON INC /WA/ [ITRI]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
___ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock (1) (2)

3,790,239

I

See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Cash-Settled Total Return Swap	Â (4)	12/08/2016	Common Stock	11,316	\$ 37.398 (5)	I	See Footnote (3)
Cash-Settled Total Return Swap	Â (4)	12/08/2016	Common Stock	161,487	\$ 35.5452 (5)	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOPIA CAPITAL MANAGEMENT LP 152 WEST 57TH STREET 33RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Scopia Management, Inc. 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
SIROVICH MATTHEW C/O SCOPIA CAPITAL MANAGEMENT LP 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
MINDICH JEREMY C/O SCOPIA CAPITAL MANAGEMENT LP 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

Scopia Capital Management LP; By: Scopia Management, Inc.; By: /s/ Matthew Sirovich, Managing Director	02/08/2016
__Signature of Reporting Person	Date
Scopia Management, Inc.; By: /s/ Matthew Sirovich, Managing Director	02/08/2016
__Signature of Reporting Person	Date
/s/ Matthew Sirovich	02/08/2016
__Signature of Reporting Person	Date
/s/ Jeremy Mindich	02/08/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 3 is filed jointly by Scopia Capital Management LP ("Scopia Management"), Scopia Management, Inc. ("Scopia Inc."), Matthew Sirovich and Jeremy Mindich. The securities reported in this Form 3 are held in the accounts of several investment funds,

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including Scopia Long LLC, Scopia Windmill Fund LP, Scopia LB LLC, Scopia International Master Fund LP, Scopia PX LLC, Scopia PX International Master Fund LP, Scopia Partners LLC, Scopia LB International Master Fund LP, Scopia Long International Master Fund LP and Scopia Long QP LLC, and a certain managed account (together, the "Investment Vehicles") for which Scopia Management serves as the investment manager and each of which individually owns less than 10% of the Issuer's outstanding shares of Common Stock. The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock.

- (2) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (3) Securities held in the accounts of the Investment Vehicles. Each of Scopia Management, as the investment manager of the Investment Vehicles, Scopia Inc. as the general partner of Scopia Management, and Messrs. Sirovich and Mindich, as the Managing Directors of Scopia Inc., may be deemed to beneficially own the securities held by the Investment Vehicles.

- (4) Represent certain cash-settled total return swap agreements (the "Swap Agreements") with an unaffiliated third party financial institution, which provide economic exposure to an aggregate of 172,803 notional shares. The Swap Agreements provide the Investment Vehicles with economic results that are comparable to the economic results of ownership but do not provide the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Swap Agreements (the "Subject Shares"). The Reporting Persons expressly disclaim beneficial ownership of the Subject Shares except to the extent of his or its pecuniary interest therein.

- (5) Represents the reference price associated with the applicable Swap Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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