

ITRON INC /WA/  
Form 8-K/A  
September 07, 2016

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

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**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**March 16, 2016**

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 the 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))



**Explanatory Note**

The registrant is filing this amendment to the Reports on Form 8-K filed on March 17, 2016 and May 13, 2016 to update Item 3.01.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

This is an amendment to the Reports on Form 8-K filed by Itron, Inc. (the “Company”) on March 17, 2016 and May 13, 2016, disclosing that the Company had been notified by The Nasdaq Stock Market that it was not in compliance with Listing Rule 5250(c)(1) regarding periodic filing requirements.

On September 2, 2016, The Nasdaq Stock Market notified the Company that, based on the filing of its Form 10-Q for the period ended June 30, 2016, The Nasdaq Stock Market has determined that the Company is now in compliance with Listing Rule 5250(c)(1) regarding periodic filing requirements.

In addition, the Company is also current with lender covenant obligations regarding the delivery of annual audited financial statements and quarterly unaudited financial statements.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit

Number Description

99.1 Press release dated September 7, 2016.

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**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.

Dated: September 7, 2016 By: /s/ W. Mark Schmitz  
W. Mark Schmitz  
Executive Vice President  
and Chief Financial  
Officer

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**EXHIBIT INDEX**

Exhibit Number	Description
99.1	Press release dated September 7, 2016.