

As filed with the Securities and Exchange Commission on May 9, 2024

Registration No. 333-40356
Registration No. 333-97571
Registration No. 333-115987
Registration No. 333-125461
Registration No. 333-134749
Registration No. 333-143048
Registration No. 333-166601
Registration No. 333-193970
Registration No. 333-195633
Registration No. 333-218086
Registration No. 333-226020

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

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-40356
Post-Effective Amendment No. 1 to Form S-8 Registration Statement, No. 333-97571
Post-Effective Amendment No. 1 to Form S-8 Registration Statement, No. 333-115987
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Post-Effective Amendment No. 2 to Form S-8 Registration Statement, No. 333-226020

UNDER THE SECURITIES ACT OF 1933

Itron, Inc.

(Exact name of Registrant as specified in its charter)

Washington

(State or other jurisdiction of
incorporation or organization)

91-1011792

(I.R.S. Employer
Identification No.)

2111 N. Molter Road
Liberty Lake, Washington 99019
(Address of principal executive offices, including zip code)

ITRON, INC. AMENDED AND RESTATED 2000 STOCK INCENTIVE PLAN
ITRON, INC. THIRD AMENDED AND RESTATED 2010 STOCK INCENTIVE PLAN
(Full title of the plan)

Joan S. Hooper
Senior Vice President and Chief Financial Officer

Itron, Inc.
2111 N. Molter Road
Liberty Lake, Washington 99019

(509) 924-9900

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Itron, Inc., a Washington corporation (“Itron” or the “Registrant”), previously registered the offering of shares of the Registrant’s common stock, no par value per share (the “Common Stock”), issuable under the Itron, Inc. Amended and Restated 2000 Stock Incentive Plan (the “2000 Plan”).

In connection with the 2000 Plan, the Registrant has previously filed with the Securities and Exchange Commission (the “Commission”) a Form S-8 Registration Statement, No. 333-40356, on June 28, 2000; a Form S-8 Registration Statement, No. 333-97571, on August 2, 2002; a Form S-8 Registration Statement, No. 333-115987, on May 28, 2004; a Form S-8 Registration Statement, No. 333-125461, on June 3, 2005; a Form S-8 Registration Statement, No. 333-134749, on June 6, 2006; a Form S-8 Registration Statement, No. 333-143048, on May 17, 2007; and in connection with the Itron, Inc. Third Amended and Restated 2010 Stock Incentive Plan (the “2010 Plan”), a Form S-8 Registration Statement, No. 333-166601, on May 6, 2010; a Form S-8 Registration Statement, No. 333-193970, on February 14, 2014; a Form S-8 Registration Statement, No. 333-195633, on May 1, 2014; a Form S-8 Registration Statement, No. 333-218086, on May 18, 2017; and a Form S-8 Registration Statement, No. 333-226020, on June 29, 2018 (collectively, the “Prior Registration Statements”);

The 2010 Plan, which was originally approved on May 4, 2010, replaced the 2000 Plan and no further awards were able be made under the 2000 Plan. The 2010 Plan was most recently amended on May 9, 2024 (the “Effective Date”) to reserve an additional 3,000,000 shares for issuance under the 2010 Plan (the “New Shares”) and also provides for the reallocation of shares of Common Stock previously subject to awards under the 2000 Plan that are forfeited, expire or are otherwise cancelled or settled in cash after the initial adoption of the 2010 Plan to the 2010 Plan, which number of shares equals 634,000 shares of Common Stock (the “2000 Carryover Shares”).

Therefore, in addition to filing this Post-Effective Amendment to Form S-8 to the Prior Registration Statements (the “Post-Effective Amendment”), pursuant to the undertaking in Item 512(a)(1)(iii) of Regulation S-K that the Registrant disclose a material change in the plan of distribution as it was originally disclosed in the Prior Registration Statements and Commission Compliance and Disclosure Interpretation 126.43, the Registrant is filing this Post-Effective Amendment to reflect that, as of the Effective Date, the 2000 Carryover Shares may be issued under the 2010 Plan and to file as an exhibit hereto a copy of the 2010 Plan and a new opinion as to the validity of the 2000 Carryover Shares that may be issued under the 2010 Plan. This Post-Effective Amendment amends and supplements the items contained in the Prior Registration Statements. All other items of the Prior Registration Statements are incorporated herein by reference without change.

The Registrant is concurrently filing a separate registration statement on Form S-8 to register the New Shares for offer or sale pursuant to the 2010 Plan, excluding the 2000 Carryover Shares.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent and delivered to participants as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are hereby incorporated by reference in this Registration Statement:

- The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023, filed on February 26, 2024;
- The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed on May 2, 2024;
- The Registrant’s Current Reports on Form 8-K filed on March 5, 2024 and May 9, 2024, provided that any portions of such reports that are deemed furnished and not filed pursuant to instructions to Form 8-K shall not be incorporated by reference into this Registration Statement; and
- The description of the Registrant’s Common Stock as set forth as Exhibit 4.12 in the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022, filed on February 27, 2023.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date hereof (other than those Current Reports on Form 8-K which “furnish” information pursuant to Item 2.02 or Item 7.01 of such report and exhibits furnished in connection therewith), and prior to the filing of a post-effective amendment, which indicates that the securities offered hereby have been sold or which deregisters the securities covered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such documents are filed.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Company will furnish without charge to you, upon written or oral request, a copy of any or all of the documents described above, except for exhibits to those documents, unless the exhibits are specifically incorporated by reference into those documents. Requests for copies should be addressed to:

Itron, Inc.
2111 N. Molter Road
Liberty Lake, Washington 99019
Attention: Investor Relations
(509) 924-9900

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Under the Washington Business Corporation Act, a corporation may indemnify directors against reasonable expenses for liability incurred in the defense of any proceeding to which such individuals were a party because of their position with the corporation. The director must have acted in good faith and reasonably believed that the conduct in the individual's official capacity was in the best interests of the corporation and in all other cases that the conduct at least was not opposed to the corporation's best interests. Indemnity is available for criminal proceedings if the individual had no reasonable cause to believe the conduct was unlawful. The Washington Business Corporation Act prohibits indemnification, however, in connection with any proceeding by or in the right of the corporation in which the individual is adjudged liable to the corporation or in connection with any other proceeding in which the individual was charged with and found liable for receiving an improper personal benefit. Washington law also provides for discretionary indemnification of officers. Under no circumstances, however, may any director or officer be indemnified for:

- acts or omissions finally adjudged to be intentional misconduct or a knowing violation of the law;
- conduct of a director or officer finally adjudged to be an unlawful distribution; or
- any transaction with respect to which it was finally adjudged that the director or officer personally received a benefit in money, property, or services to which the director or officer was not legally entitled.

Section 9 of Itron's amended and restated bylaws provide this indemnification to directors and officers to the full extent of the law. This right to indemnification includes the right to advancement of expenses upon an undertaking by the director or officer to repay the expenses if it is later determined that such indemnitee was not entitled to indemnification. Under Itron's amended and restated bylaws, this right to indemnification is a contract right. Itron's amended and restated bylaws provide that it may maintain insurance to protect any director or officer against any loss, liability or expense whether or not Itron would have the power to indemnify such person against such loss, liability or expense under the Washington Business Corporation Act.

Itron's amended and restated bylaws also authorize Itron to enter into contracts with any director or officer in furtherance of the provisions of the restated bylaws regarding indemnification and to create a trust fund, grant a security interest or use other means to ensure the payment of amounts necessary to effect this indemnification.

Unless limited by the corporation's articles of incorporation, Washington law requires indemnification if the director or officer is wholly successful on the merits of the action or otherwise. Any indemnification of a director in a derivative action must be reported to the shareholders in writing with or before notice of the next shareholders' meeting. Article 9 of Itron's amended and restated articles of incorporation provides that a director will not be liable to Itron or its shareholders for monetary damages for conduct as a director to the full extent of Washington law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1	<u>Itron, Inc. Third Amended and Restated 2010 Stock Incentive Plan (incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on March 19, 2024)</u>
4.2	<u>Amended and Restated Articles of Incorporation of Itron, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as filed with the Commission on March 27, 2023)</u>
4.3	<u>Amended and Restated Bylaws of Itron, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as filed with the Commission on February 28, 2022)</u>
5.1	<u>Opinion of Perkins Coie LP regarding legality of the Common Stock being registered (filed herewith)</u>
23.1	<u>Consent of Deloitte & Touche LLP (filed herewith)</u>
23.2	<u>Consent of Perkins Coie LLP (included in Opinion of Perkins Coie LP filed as Exhibit 5.1)</u>
24.1	<u>Power of Attorney (see signature page)</u>

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference herein.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Liberty Lake, State of Washington, on the 9th day of May, 2024.

Itron, Inc.

/s/ JOAN S. HOOPER

Joan S. Hooper
Senior Vice President and
Chief Financial Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes Thomas L. Deitrich and Joan S. Hooper, or either of them, as attorneys-in-fact, with full power of substitution, to execute in the name and on the behalf of each person, individually and in each capacity stated below, and to file, any and all amendments to the Registration Statement, including any and all post-effective amendments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on the 9th day of May, 2024.

Signature	Title
/s/ THOMAS L. DEITRICH Thomas L. Deitrich	President and Chief Executive Officer, Director (Principal Executive Officer)
/s/ JOAN S. HOOPER Joan S. Hooper	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/S/ DIANA D. TREMBLAY Diana D. Tremblay	Chair of the Board, Director
/s/ MARY C. HEMMINGSEN Mary C. Hemmingsen	Director
/s/ FRANK M. JAEHNERT Frank M. Jaehnert	Director
/s/ JEROME J. LANDE Jerome J. Lande	Director
/s/ TIMOTHY M. LEYDEN Timothy M. Leyden	Director
/s/ SANJAY MIRCHANDANI Sanjay Mirchandani	Director
/s/ SANTIAGO PEREZ Santiago Perez	Director
/s/ LYNDA L. ZIEGLER Lynda L. Ziegler	Director



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PerkinsCoie.com

May 9, 2024
Itron, Inc.
2111 N. Molter Road
Liberty Lake, WA 99019

Re: Post-Effective Amendments to Registration Statements on Form S-8 of Shares of Common Stock, no par value per share, of Itron, Inc.

Ladies and Gentlemen:

We have acted as special counsel to you to render this opinion in connection with the Post-Effective Amendments to the following Registration Statements on Form S-8 (together, the "Post-Effective Amendment") under the Securities Act of 1933, as amended (the "Act"), which you are filing with the Securities and Exchange Commission (the "Commission") with respect to 634,000 shares of Itron, Inc. common stock, no par value (the "2000 Carryover Shares"), that were forfeited, expired or are otherwise cancelled or settled in cash after the initial adoption of the Third Amended and Restated 2010 Stock Incentive Plan (the "2010 Plan"), were originally registered for issuance under the Itron, Inc. Amended and Restated 2000 Stock Incentive Plan, and are being reallocated for issuance pursuant to the 2010 Plan.

- Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-40356
- Post-Effective Amendment No. 1 to Form S-8 Registration Statement, No. 333-97571
- Post-Effective Amendment No. 1 to Form S-8 Registration Statement, No. 333-115987
- Post-Effective Amendment No. 1 to Form S-8 Registration Statement, No. 333-125461
- Post-Effective Amendment No. 1 to Form S-8 Registration Statement, No. 333-134749
- Post-Effective Amendment No. 3 to Form S-8 Registration Statement, No. 333-143048
- Post-Effective Amendment No. 2 to Form S-8 Registration Statement, No. 333-166601
- Post-Effective Amendment No. 2 to Form S-8 Registration Statement, No. 333-193970
- Post-Effective Amendment No. 2 to Form S-8 Registration Statement, No. 333-195633
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- Post-Effective Amendment No. 2 to Form S-8 Registration Statement, No. 333-226020

We have examined the Post-Effective Amendment and such documents and records of Itron, Inc. as we have deemed necessary for the purpose of this opinion. In giving this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with originals of all instruments presented to us as copies and the genuineness of all signatures.

Based upon and subject to the foregoing, we are of the opinion that any original issuance 2000 Carryover Shares that may be issued pursuant to the 2010 Plan, upon the registration by the registrar of such 2000 Carryover Shares and the issuance thereof by Itron, Inc. in accordance with the terms of the 2010 Plan, and the receipt of consideration therefor in accordance with the terms of the 2010 Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Post-Effective Amendment. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Perkins Coie LLP



Deloitte & Touche LLP

1015 Second Avenue
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendments to Registration Statements No. 333-40356, No. 333-97571, No. 333-115987, No. 333-125461, No. 333-134749, No. 333-143048, No. 333-166601, No. 333-193970, No. 333-195633, No. 333-218086 and No. 333-226020 on Form S-8 of our reports dated February 26, 2024 relating to the financial statements of Itron, Inc. and the effectiveness of Itron, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Itron, Inc. for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington
May 9, 2024