

ITRON INC /WA/  
Form 8-K  
August 08, 2011

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

August 5, 2011

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.)
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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))
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Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On August 5, 2011, Itron, Inc. (the Company) entered into a new credit agreement providing for committed credit facilities in the amount of \$800 million U.S. dollars. The credit agreement consists of a U.S. dollar term loan facility (the term loan) with a principal amount of \$300 million and a multicurrency revolving credit facility (the revolver) with a principal amount of up to \$500 million.

Funding of the credit agreement occurred on August 8, 2011, at which time the balance of the term loan was \$300 million, and the revolver was drawn in the amount of \$190 million. The proceeds of the term loan and the revolver were used to refinance all of the Company's current and long-term debt, except for the remaining balance of \$38.8 million of the Company's convertible senior subordinated notes. Upon funding, approximately \$40 million of the revolver was committed to support outstanding standby letters of credit, resulting in \$270 million being available for additional borrowings. The revolver permits the Company and certain foreign subsidiaries to borrow in U.S. dollars, euros, British Pounds Sterling, or, with lender approval, other currencies readily convertible into U.S. dollars. The revolver will be used for working capital and general corporate purposes, as well as to issue letters of credit.

Scheduled principal repayments for the term loan are due quarterly in the amounts of \$3.75 million from September 2011 through June 2013, \$5.625 million from September 2013 through June 2014, \$7.5 million from September 2014 through June 2016, and the remainder due at maturity on August 5, 2016. Amounts borrowed under the revolver are due at maturity on August 5, 2016, but may be repaid and reborrowed prior to such date. Interest on the term loan and the revolver is based on the index rate and the applicable margin, which is determined by the Company's total leverage ratio, as outlined in the pricing grid of the credit agreement attached hereto as Exhibit 4.1 and incorporated by reference herein. At inception, the interest rate for the term loan and the revolver is LIBOR plus 1.50%.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
4.1	Credit Agreement dated August 5, 2011 among Itron, Inc. and a syndicate of banks led by Wells Fargo Bank, National Association, JPMorgan Chase Bank, N.A., and J.P. Morgan Europe Limited
4.2	Security Agreement dated August 5, 2011 among Itron, Inc. and Wells Fargo Bank, National Association

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: August 8, 2011

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

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EXHIBIT INDEX

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