

# SECURITIES AND EXCHANGE COMMISSION

## FORM POS AM

Post-Effective amendments for registration statement

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### FILER

#### **ITRON INC /WA/**

CIK: **780571** | IRS No.: **911011792** | State of Incorpor.: **WA** | Fiscal Year End: **1231**  
Type: **POS AM** | Act: **33** | File No.: **333-41573** | Film No.: **99671251**  
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address	Business Address
2818 NORTH SULLIVAN ROAD SPOKANE WA 99216	2818 N SULLIVAN RD SPOKANE WA 99216 5098913339

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE  
AMENDMENT NO. 1 TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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ITRON, INC.

(Exact name of registrant as specified in its charter)

Washington 91-1011792  
(State or other jurisdiction (I.R.S. Employer Identification Number)  
of incorporation or organization)

2818 N. Sullivan Road  
P.O. Box 15288  
Spokane, Washington 99216  
(509) 924-9900

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

David G. Remington  
Vice President and Chief Financial Officer  
Itron, Inc.  
2818 N. Sullivan Road  
P.O. Box 15288  
Spokane, Washington 99216  
(509) 924-9900

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

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Copies to:  
Linda A. Schoemaker  
Perkins Coie  
1201 Third Avenue, 48th Floor  
Seattle, Washington 98101-3099  
(206) 583-8888

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Approximate date of commencement of proposed sale to the public: From time to

time as soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  X

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

#### DEREGISTRATION OF SECURITIES

On June 3, 1997, Itron, Inc. ("Itron") filed a registration statement on Form S-3 (No. 333-41573) (the "Form S-3"), which registered \$63,400,000 of its 6 3/4 % Convertible Subordinated Notes Due 2004 (the "Original Notes"), an indeterminate number of shares of its Common Stock issuable upon conversion of the Original Notes (the "Conversion Shares"), and 2,638,600 shares of its outstanding Common Stock (the "Shares"). With this Post-Effective Amendment No. 1 to the Form S-3, Itron Inc. hereby deregisters all of the Original Notes, Conversion Shares, and Shares that were registered on the Form S-3 but remain unsold.

#### 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 a post-effective amendment to Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Spokane, State of Washington, on the 27th day of July, 1999.

/S/ DAVID G. REMINGTON  
By: David G. Remington  
Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated below on the 27th day of July, 1999.

Signature	Title
* JOHNNY M. HUMPHREYS	Chairman of the Board
----- Johnny M. Humphreys	
/S/ MICHAEL J. CHESSER	President and Chief Executive Officer (Principal Executive Officer)
----- Michael J. Chesser	
/S/ DAVID G. REMINGTON	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
----- David G. Remington	
* MICHAEL B. BRACY	Director
----- Michael B. Bracy	
* TED C. DEMERRITT	Director
----- Ted C. DeMerritt	
* JON E. ELIASSEN	Director
----- Jon E. Eliassen	
* MARY ANN PETERS	Director
----- Mary Ann Peters	
* PAUL A. REDMOND	Director

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Paul A. Redmond

\* STUART EDWARD WHITE

Director

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Stuart Edward White

\* GRAHAM M. WILSON

Director

-----  
Graham M. Wilson

/S/ DAVID G. REMINGTON

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\* By: David G. Remington  
Attorney-in-Fact