

ITRON INC /WA/
Form SC 13D/A
October 16, 2015

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 2)1

Itron, Inc.

(Name of Issuer)

Common Stock, no par value per share
(Title of Class of Securities)

465741106

(CUSIP Number)

JEROME J. LANDE
COPPERSMITH CAPITAL MANAGEMENT, LLC
1 World Trade Center, 85th Floor
New York, New York 10007
(212) 804-8001

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

October 14, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

COPPERSMITH VALUE PARTNERS II, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 160,000 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 160,000 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

160,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%*

14 TYPE OF REPORTING PERSON

PN

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

COPPERSMITH CAPITAL PARTNERS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 160,000 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 160,000 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

160,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%*

14 TYPE OF REPORTING PERSON

OO

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

COPPERSMITH CAPITAL MANAGEMENT, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 920,259 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 920,259 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

920,259

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.4%*

14 TYPE OF REPORTING PERSON

OO

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

JEROME J. LANDE

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | - 0 - |
| | 8 | SHARED VOTING POWER |
| | | 920,259 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 920,259 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

920,259

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.4%*

14 TYPE OF REPORTING PERSON

IN

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

CRAIG ROSENBLUM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | - 0 - |
| | 8 | SHARED VOTING POWER |
| | | 920,259 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 920,259 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

920,259

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.4%*

14 TYPE OF REPORTING PERSON

IN

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA LONG LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 22,202 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 22,202 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,202

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%*

14 TYPE OF REPORTING PERSON

OO

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA LB LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 34,121 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 34,121 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,121

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%*

14 TYPE OF REPORTING PERSON

OO

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA PX LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 628,816 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 628,816 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

628,816

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.6%*

14 TYPE OF REPORTING PERSON

OO

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CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA PARTNERS LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 18,519 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 18,519 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,519

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%*

14 TYPE OF REPORTING PERSON

OO

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CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA WINDMILL FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 442,486 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 442,486 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

442,486

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%*

14 TYPE OF REPORTING PERSON

PN

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CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA INTERNATIONAL MASTER FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 120,784 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 120,784 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

120,784

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%*

14 TYPE OF REPORTING PERSON

PN

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA PX INTERNATIONAL MASTER FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 837,598 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 837,598 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

837,598

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2%*

14 TYPE OF REPORTING PERSON

PN

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CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA LB INTERNATIONAL MASTER FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 92,095 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 92,095 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

92,095

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%*

14 TYPE OF REPORTING PERSON

PN

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CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

2 SCOPIA LONG INTERNATIONAL MASTER FUND LP
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
 GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | | 93,168 |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | |
| REPORTING | | - 0 - |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | |
| | 10 | 93,168 |
| | | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

93,168

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%*

14 TYPE OF REPORTING PERSON

PN

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA CAPITAL GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 2,289,789 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 2,289,789 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,289,789

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.0%*

14 TYPE OF REPORTING PERSON

OO

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA CAPITAL MANAGEMENT LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 2,347,843 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 2,347,843 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,347,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%*

14 TYPE OF REPORTING PERSON

PN

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

SCOPIA MANAGEMENT, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 2,347,843 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 2,347,843 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,347,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%*

14 TYPE OF REPORTING PERSON

CO

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

MATTHEW SIROVICH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | - 0 - |
| | 8 | SHARED VOTING POWER |
| | | 2,347,843 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 2,347,843 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,347,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%*

14 TYPE OF REPORTING PERSON

IN

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

1 NAME OF REPORTING PERSON

JEREMY MINDICH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | - 0 - |
| | 8 | SHARED VOTING POWER |
| | | 2,347,843 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 2,347,843 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,347,843

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%*

14 TYPE OF REPORTING PERSON

IN

* An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

CUSIP NO. 465741106

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein. An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Coppersmith Value II and held in the Coppersmith Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 160,000 Shares beneficially owned by Coppersmith Value II is approximately \$4,760,874, including brokerage commissions. The aggregate purchase price of the 760,259 Shares held in the Coppersmith Accounts is approximately \$24,999,999, including brokerage commissions.

The Shares purchased by each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and held in the Managed Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein.

The aggregate purchase price of the 22,202 Shares beneficially owned by Scopia Long is approximately \$711,353, excluding brokerage commissions.

The aggregate purchase price of the 34,121 Shares beneficially owned by Scopia LB is approximately \$1,088,497, excluding brokerage commissions.

The aggregate purchase price of the 628,816 Shares beneficially owned by Scopia PX is approximately \$20,025,491, excluding brokerage commissions.

The aggregate purchase price of the 18,519 Shares beneficially owned by Scopia Partners is approximately \$590,183, excluding brokerage commissions.

The aggregate purchase price of the 442,486 Shares beneficially owned by Scopia Windmill is approximately \$14,112,479, excluding brokerage commissions.

The aggregate purchase price of the 120,784 Shares beneficially owned by Scopia International is approximately \$3,850,407, excluding brokerage commissions.

The aggregate purchase price of the 837,598 Shares beneficially owned by Scopia PX International is approximately \$26,686,590, excluding brokerage commissions.

The aggregate purchase price of the 92,095 Shares beneficially owned by Scopia LB International is approximately \$2,919,694, excluding brokerage commissions.

The aggregate purchase price of the 93,168 Shares beneficially owned by Scopia Long International is approximately \$2,984,248, excluding brokerage commissions.

CUSIP NO. 465741106

The aggregate purchase price of the 58,054 Shares held in the Managed Account is approximately \$1,850,428, excluding brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 38,138,896 Shares outstanding as of July 31, 2015, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on August 6, 2015.

A. Coppersmith Value II

(a) As of the close of business on October 15, 2015, Coppersmith Value II beneficially owned 160,000 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 160,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 160,000
 4. Shared power to dispose or direct the disposition: 0

(c) Coppersmith Value II has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

B. Coppersmith Partners

(a) Coppersmith Partners, as the general partner of Coppersmith Value II, may be deemed the beneficial owner of the 160,000 Shares owned by Coppersmith Value II.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 160,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 160,000
 4. Shared power to dispose or direct the disposition: 0

(c) Coppersmith Partners has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

C. Coppersmith Capital

(a) As of the close of business on October 15, 2015, 760,259 Shares were held in the Coppersmith Accounts. Coppersmith Capital, as the Investment Manager of Coppersmith Value II and the Coppersmith Accounts, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

CUSIP NO. 465741106

- (b)
 - 1. Sole power to vote or direct vote: 920,259
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 920,259
 - 4. Shared power to dispose or direct the disposition: 0

(c)Coppersmith Capital has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

D. Mr. Lande

(a)Mr. Lande, as the Managing Member of each of Coppersmith Partners and Coppersmith Capital, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

- (b)
 - 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 920,259
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 920,259

(c)Mr. Lande has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

E. Mr. Rosenblum

(a)Mr. Rosenblum, as a Member of each of Coppersmith Partners and Coppersmith Capital, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

- (b)
 - 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 920,259
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 920,259

(c)Mr. Rosenblum has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

F. Scopia Long

(a) As of the close of business on October 15, 2015, Scopia Long beneficially owned 22,202 Shares.

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: 22,202
 - 2. Shared power to vote or direct vote: 0

3. Sole power to dispose or direct the disposition: 22,202
4. Shared power to dispose or direct the disposition: 0

CUSIP NO. 465741106

(c)The transactions in the Shares by Scopia Long since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

G. Scopia LB

(a) As of the close of business on October 15, 2015, Scopia LB beneficially owned 34,121 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 34,121
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 34,121
 4. Shared power to dispose or direct the disposition: 0

(c)The transactions in the Shares by Scopia LB since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

H. Scopia PX

(a) As of the close of business on October 15, 2015, Scopia PX beneficially owned 628,816 Shares.

Percentage: Approximately 1.6%

- (b)
1. Sole power to vote or direct vote: 628,816
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 628,816
 4. Shared power to dispose or direct the disposition: 0

(c)The transactions in the Shares by Scopia PX since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

I. Scopia Partners

(a) As of the close of business on October 15, 2015, Scopia Partners beneficially owned 18,519 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 18,519
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 18,519
 4. Shared power to dispose or direct the disposition: 0

(c)The transactions in the Shares by Scopia Partners since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 465741106

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: 92,095
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 92,095
 - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia LB International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

N. Scopia Long International

(a) As of the close of business on October 15, 2015, Scopia Long International beneficially owned 93,168 Shares.

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: 93,168
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 93,168
 - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

O. Scopia Capital

(a) Scopia Capital, as the Managing Member of each of Scopia Long, Scopia LB, Scopia PX and Scopia Partners, and the general partner of each of Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; and (ix) 93,168 Shares owned by Scopia Long International.

Percentage: Approximately 6.0%

- (b)
 - 1. Sole power to vote or direct vote: 2,289,789
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,289,789
 - 4. Shared power to dispose or direct the disposition: 0

(c) Scopia Capital has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 465741106

P. Scopia Management

(a) As of the close of business on October 15, 2015, 58,054 Shares were held in the Managed Account. Scopia Management, as the Investment Manager of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and the Managed Account, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 2,347,843
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,347,843
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Management through the Managed Account and on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

Q. Scopia Inc.

(a) Scopia Inc., as the general partner of Scopia Management, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 2,347,843
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,347,843
 4. Shared power to dispose or direct the disposition: 0

(c) Scopia Inc. has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 465741106

R. Mr. Sirovich

(a) Mr. Sirovich, as a Managing Member of Scopia Capital and Managing Director of Scopia Inc., may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 2,347,843
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 2,347,843

(c) Mr. Sirovich has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

S. Mr. Mindich

(a) Mr. Mindich, as a Managing Member of Scopia Capital and Managing Director of Scopia Inc., may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 2,347,843
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 2,347,843

(c) Mr. Mindich has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 465741106

An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D.

The Reporting Persons, as members of a “group” for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Person. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

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CUSIP NO. 465741106

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 16, 2015

COPPERSMITH VALUE PARTNERS II, LP

By: Coppersmith Capital Partners, LLC
General Partner

By: /s/ Jerome J. Lande
Name: Jerome J. Lande
Title: Managing Member

COPPERSMITH CAPITAL PARTNERS, LLC

By: /s/ Jerome J. Lande
Name: Jerome J. Lande
Title: Managing Member

COPPERSMITH CAPITAL MANAGEMENT, LLC

By: /s/ Jerome J. Lande
Name: Jerome J. Lande
Title: Managing Member

/s/ Jerome J. Lande
JEROME J. LANDE

/s/ Craig Rosenblum
CRAIG ROSENBLUM

CUSIP NO. 465741106

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 LONG INTERNATIONAL
MASTER FUND LP

SCOPIA LB INTERNATIONAL MASTER
FUND LP

By: Scopia Capital
Management LP
Investment
Manager

By: Scopia
Management, Inc.
General
Partner

By: /s/ Matthew
Sirovich
Name: Matthew
Sirovich
Title: Managing
Director

SCOPIA CAPITAL MANAGEMENT LP

By: Scopia Management, Inc.
General Partner

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director

SCOPIA CAPITAL GP LLC

SCOPIA MANAGEMENT, INC.

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Member

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director

/s/ Matthew Sirovich

MATTHEW SIROVICH

/s/ Jeremy Mindich
JEREMY MINDICH

CUSIP NO. 465741106

SCHEDULE A

Transactions in the Shares Since the Filing of Amendment No. 1 to the Schedule 13D

| Shares of Common Stock Purchased/(Sold) | Price Per Share(\$) | Date of Purchase / Sale |
|--|------------------------|----------------------------|
| SCOPIA LONG LLC | | |
| 258 | 31.4897 | 09/30/2015 |
| 406 | 31.5477 | 10/01/2015 |
| 404 | 31.4220 | 10/02/2015 |
| 663 | 33.5953 | 10/06/2015 |
| 352 | 33.7244 | 10/07/2015 |
| 281 | 34.7750 | 10/08/2015 |
| 204 | 34.8369 | 10/09/2015 |
| 204 | 34.7311 | 10/12/2015 |
| 326 | 34.6741 | 10/13/2015 |
| 401 | 34.4706 | 10/14/2015 |
| 197 | 34.7384 | 10/15/2015 |
| SCOPIA LB LLC | | |
| 387 | 31.4897 | 09/30/2015 |
| 621 | 31.5477 | 10/01/2015 |
| 619 | 31.4220 | 10/02/2015 |
| 2,868 | 32.9233 | 10/05/2015 |
| 759 | 33.5953 | 10/06/2015 |
| 388 | 33.7244 | 10/07/2015 |
| 310 | 34.7750 | 10/08/2015 |
| 225 | 34.8369 | 10/09/2015 |
| 225 | 34.7311 | 10/12/2015 |
| 359 | 34.6741 | 10/13/2015 |
| 441 | 34.4706 | 10/14/2015 |
| 217 | 34.7384 | 10/15/2015 |
| SCOPIA PX LLC | | |
| 7,958 | 31.4897 | 09/30/2015 |
| 13,428 | 31.5477 | 10/01/2015 |
| 13,364 | 31.4220 | 10/02/2015 |
| 8,106 | 33.5953 | 10/06/2015 |
| 12,428 | 33.7244 | 10/07/2015 |
| 9,923 | 34.7750 | 10/08/2015 |
| 7,198 | 34.8369 | 10/09/2015 |
| 7,198 | 34.7311 | 10/12/2015 |
| 11,518 | 34.6741 | 10/13/2015 |
| 14,146 | 34.4706 | 10/14/2015 |

6,968

34.7384

10/15/2015

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CUSIP NO. 465741106

SCOPIA PARTNERS LLC

| | | |
|-----|---------|------------|
| 236 | 31.4897 | 09/30/2015 |
| 390 | 31.5477 | 10/01/2015 |
| 389 | 31.4220 | 10/02/2015 |
| 155 | 33.5953 | 10/06/2015 |
| 366 | 33.7244 | 10/07/2015 |
| 292 | 34.7750 | 10/08/2015 |
| 212 | 34.8369 | 10/09/2015 |
| 212 | 34.7311 | 10/12/2015 |
| 339 | 34.6741 | 10/13/2015 |
| 417 | 34.4706 | 10/14/2015 |
| 205 | 34.7384 | 10/15/2015 |

SCOPIA WINDMILL FUND LP

| | | |
|--------|---------|------------|
| 5,453 | 31.4897 | 09/30/2015 |
| 9,093 | 31.5477 | 10/01/2015 |
| 9,049 | 31.4220 | 10/02/2015 |
| 16,022 | 32.9233 | 10/05/2015 |
| 13,744 | 33.5953 | 10/06/2015 |
| 7,016 | 33.7244 | 10/07/2015 |
| 5,602 | 34.7750 | 10/08/2015 |
| 4,064 | 34.8369 | 10/09/2015 |
| 4,064 | 34.7311 | 10/12/2015 |
| 6,502 | 34.6741 | 10/13/2015 |
| 7,986 | 34.4706 | 10/14/2015 |
| 3,934 | 34.7384 | 10/15/2015 |

SCOPIA INTERNATIONAL MASTER FUND LP

| | | |
|-------|---------|------------|
| 1,525 | 31.4897 | 09/30/2015 |
| 2,590 | 31.5477 | 10/01/2015 |
| 2,577 | 31.4220 | 10/02/2015 |
| 1,731 | 33.5953 | 10/06/2015 |
| 2,387 | 33.7244 | 10/07/2015 |
| 1,906 | 34.7750 | 10/08/2015 |
| 1,383 | 34.8369 | 10/09/2015 |
| 1,383 | 34.7311 | 10/12/2015 |
| 2,212 | 34.6741 | 10/13/2015 |
| 2,717 | 34.4706 | 10/14/2015 |
| 1,338 | 34.7384 | 10/15/2015 |

SCOPIA PX INTERNATIONAL MASTER FUND LP

| | | |
|--------|---------|------------|
| 10,585 | 31.4897 | 09/30/2015 |
| 17,933 | 31.5477 | 10/01/2015 |
| 17,847 | 31.4220 | 10/02/2015 |

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| | | |
|--------|---------|------------|
| 11,577 | 33.5953 | 10/06/2015 |
| 16,557 | 33.7244 | 10/07/2015 |
| 13,218 | 34.7750 | 10/08/2015 |
| 9,587 | 34.8369 | 10/09/2015 |
| 9,587 | 34.7311 | 10/12/2015 |
| 15,342 | 34.6741 | 10/13/2015 |
| 18,843 | 34.4706 | 10/14/2015 |
| 9,283 | 34.7384 | 10/15/2015 |

CUSIP NO. 465741106

SCOPIA LB INTERNATIONAL MASTER FUND LP

| | | |
|--------|---------|------------|
| 805 | 31.4897 | 09/30/2015 |
| 2,576 | 31.5477 | 10/01/2015 |
| 2,563 | 31.4220 | 10/02/2015 |
| 22,701 | 32.9233 | 10/05/2015 |
| 2,050 | 33.5953 | 10/06/2015 |
| 1,046 | 33.7244 | 10/07/2015 |
| 836 | 34.7750 | 10/08/2015 |
| 606 | 34.8369 | 10/09/2015 |
| 606 | 34.7311 | 10/12/2015 |
| 970 | 34.6741 | 10/13/2015 |
| 1,191 | 34.4706 | 10/14/2015 |
| 587 | 34.7384 | 10/15/2015 |

SCOPIA LONG INTERNATIONAL MASTER FUND LP

| | | |
|-------|---------|------------|
| 1,079 | 31.4897 | 09/30/2015 |
| 1,713 | 31.5477 | 10/01/2015 |
| 1,705 | 31.4220 | 10/02/2015 |
| 13 | 32.9233 | 10/05/2015 |
| 2,895 | 33.5953 | 10/06/2015 |
| 1,477 | 33.7244 | 10/07/2015 |
| 1,180 | 34.7750 | 10/08/2015 |
| 856 | 34.8369 | 10/09/2015 |
| 856 | 34.7311 | 10/12/2015 |
| 1,369 | 34.6741 | 10/13/2015 |
| 1,681 | 34.4706 | 10/14/2015 |
| 828 | 34.7384 | 10/15/2015 |

SCOPIA CAPITAL MANAGEMENT LP
(Through the Managed Account)

| | | |
|-------|---------|------------|
| 734 | 31.4897 | 09/30/2015 |
| 1,250 | 31.5477 | 10/01/2015 |
| 1,244 | 31.4220 | 10/02/2015 |
| 910 | 33.5953 | 10/06/2015 |
| 1,147 | 33.7244 | 10/07/2015 |
| 916 | 34.7750 | 10/08/2015 |
| 665 | 34.8369 | 10/09/2015 |
| 665 | 34.7311 | 10/12/2015 |
| 1,063 | 34.6741 | 10/13/2015 |
| 1,306 | 34.4706 | 10/14/2015 |
| 643 | 34.7384 | 10/15/2015 |

