

**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

**March 31, 2020 (March 25, 2020)**  
Date of Report (Date of earliest event reported)

---



**GREIF INC.**  
(Exact name of registrant as specified in its charter)

---

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-00566</b> (Commission File Number)	<b>31-4388903</b> (IRS Employer Identification No.)
<b>425 Winter Road</b> (Address of principal executive offices)	<b>Delaware Ohio</b>	<b>43015</b> (Zip Code)

**Registrant's telephone number, including area code: (740) 549-6000**

**Not Applicable**  
(Former name or former address, if changed since last report.)

---

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

---

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock	GEF	New York Stock Exchange
Class B Common Stock	GEF-B	New York Stock Exchange

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 (see General Instruction A.2. below):

- 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))
-

## Section 5 – Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

#### Item 5.02(d)

In accordance with the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors of Greif, Inc. (the “Company”), on March 25, 2020, the Company’s Board of Directors elected Robert M. Patterson as a director to fill a vacancy on the Board and to serve until the Company’s next annual meeting of stockholders (expected to occur in February 2021) and until his successor is elected and qualified.

There were no arrangements or understandings between Mr. Patterson and any other person pursuant to which Mr. Patterson was selected as a director of the Company.

Mr. Patterson has not been appointed to any Board Committees as of the date of the filing of this Form 8-K.

The press release announcing Mr. Patterson’s election as director is attached as Exhibit 99.1 to this Current Report on Form 8-K.

### Item 5.03 Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.

#### Item 5.03(a)

On March 25, 2020, the Company’s Board of Directors adopted an amendment to Article II, Section 1 the Company’s Second Amended and Restated By-Laws that increased the number of directors of the Company from nine to ten.

The amendment to the Second Amended and Restated By-Laws is attached as Exhibit 99.2 to this Current Report on Form 8-K.

## Section 9 – Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press release issued by Greif, Inc. on March 25 announcing that Robert M. Patterson was elected to Greif, Inc. Board of Directors.
<a href="#">99.2</a>	Amendment of Second and Restated By-Laws of Greif, Inc.

## SIGNATURES

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.

Date: March 31, 2020

GREIF, INC.

By /s/ Gary R. Martz

Gary R. Martz  
Executive Vice President, General Counsel and Secretary

**Press Release: Greif, Inc. Announces new Board member**

On March 25, 2020 Greif, Inc., a world leader in industrial packaging products and services, announced the election of Robert M. Patterson, Chairman, President and Chief Executive Officer of PolyOne Corporation, to the Greif Board of Directors effective immediately.

Mr. Patterson has extensive financial and global operational experience in manufacturing and distribution businesses with expertise aligned to Greif's end markets. He has been the Chairman, President and Chief Executive Officer of PolyOne Corporation, a premier provider of specialized polymer materials, services and solutions, since May 2016. He formerly served as Executive Vice President and Chief Operating Officer and as Executive Vice President and Chief Financial Officer at PolyOne. Prior to joining PolyOne, Mr. Patterson served in leadership roles at Novelis, Inc., an aluminum rolled products manufacturer, and at SPX Corporation, a multi-industry manufacturer and developer. He earned his bachelor's degree in business administration and master's degree in accounting from the University of Michigan.

"Bob's deep financial and global operational experience will be a valuable asset to Greif," said Mike Gasser, Chairman of Greif's Board of Directors. "The values Bob has helped to instill at PolyOne - collaboration, innovation and excellence - and his customer-centric mentality make him an ideal Board member and we are honored to have him join us."

**About Greif, Inc.**

Greif is a global leader in industrial packaging products and services and is pursuing its vision: In industrial packaging, be the best performing customer service company in the world. The Company produces steel, plastic and fibre drums, intermediate bulk containers, reconditioned containers, flexible products, containerboard, uncoated recycled paperboard, coated recycled paperboard, tubes and cores and a diverse mix of specialty products. The Company also manufactures packaging accessories and provides filling, packaging and other services for a wide range of industries. In addition, Greif manages timber properties in the southeastern United States. The Company is strategically positioned in over 40 countries to serve global as well as regional customers. Additional information is on the Company's website at [www.greif.com](http://www.greif.com).

For more information, please contact:

Investors: Matt Eichmann, Vice President, Investor Relations & Corporate Communications, 740-549-6067

**Amendment of Second Amended and Restated By-Laws (effective March 25, 2020)**

Article II, Section 1 of the Second Amended and Restated By-Laws of Greif, Inc. is deleted and the following provision is inserted in lieu thereof:

“Article II, Section 1. Number of Directors. Until changed in accordance with the provisions of Article IX, below, the number of Directors of the Corporation shall be ten (10).”