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

**POST-EFFECTIVE AMENDMENT NO. 1
to
FORM S-8**

**REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

GREIF, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

425 Winter Road, Delaware, Ohio
(Address of principal executive offices)

31-4388903
(IRS Employer Identification No.)

43015
(Zip Code)

Greif Bros. Corporation (nka Greif, Inc.) Incentive Stock Option Plan
(Full title of the plan)

Gary R. Martz, Esq.
Executive Vice President, General Counsel and Secretary
Greif, Inc.
425 Winter Road
Delaware, Ohio 43015
(740) 549-6000

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

with copies to

Joseph P. Boeckman, Esq.
Baker & Hostetler LLP
200 Civic Center Drive, Suite 1200
Columbus, Ohio 43215
(614) 462-4737

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

- | | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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.

EXPLANATORY NOTE

Greif, Inc. (fka Greif Bros. Corporation) (the “**Company**”) filed a registration statement on Form S-8, Registration Number 333-26767 (the “**Form S-8 Registration Statement**”), with the Securities and Exchange Commission on May 9, 1997, to register a total of 1,000,000 shares of Class A Common Stock, without par value, of the Company (the “**Class A Common Stock**”) for issuance under the Company’s Incentive Stock Option Plan (the “**Plan**”). Also registered was an indeterminable number of additional shares of Class A Common Stock that could become issuable pursuant to antidilution adjustment provisions of the Plan. On February 7, 2007, the Company’s Board of Directors declared a 2-for-1 stock split of the Class A Common Stock, thereby increasing to 2,000,000 the total number of shares of Class A Common Stock registered under the Form S-8 Registration Statement.

The Plan terminated in accordance with its terms on February 25, 2005, and no stock options issued under the Plan remain outstanding. In accordance with the undertaking made by the Company in the Form S-8 Registration Statement to remove from registration by means of a post-effective amendment any of the securities that remain unsold at the termination of the offering, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement is being filed to remove from registration the shares of Class Common Stock in the Plan not heretofore issued pursuant to the Form S-8 Registration Statement, and the Form S-8 Registration Statement is hereby amended to reflect the deregistration of such shares of Class A Common Stock.

ITEM 8. EXHIBITS

The following documents are filed as exhibits to this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement:

| Exhibit No. | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Previously Filed with SEC |
|--------------------|--|---|
| 24 | Powers of Attorney for Vicki L. Avril-Groves, Bruce A. Edwards, Mark A. Emkes, John F. Finn, Michael J. Gasser, Daniel J. Gunsett, Judith D. Hook and John W. McNamara | Included herein. |

GREIF, INC.

POWER OF ATTORNEY
For Form S-8 Registration Statements

The undersigned, a director of Greif, Inc., a Delaware corporation (the “**Company**”), hereby constitutes and appoints Peter G. Watson and each of his successors to the office of Chief Executive Officer of the Company, and each of them, my true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for me and in my name, place, and stead, in my capacity as director or officer of the Company, to execute any and all of the Company’s Registration Statements on Form S-8, and any and all amendments thereto (including post-effective amendments), to register under the Securities Act of 1933, as amended (the “**Securities Act**”), any shares of Class A Common Stock or Class B Common Stock of the Company for sale under, and pursuant to, any and all of the Company’s current or hereafter adopted or approved stock option plans or other “employee benefit plans” (as such term is defined under Rule 405 promulgated under the Securities Act), as such plans are currently amended or shall hereafter be amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

The undersigned has executed and delivered this Power of Attorney in the capacity and on the date set forth opposite the undersigned’s signature.

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|---|---|----------------------------------|
| <u>/s/ VICKI L. AVRIL-GROVES</u> Vicki L. Avril-Groves | <u>Director</u> Position(s) with the Company | <u>December 16, 2019</u> Date |
| <u>/s/ BRUCE A. EDWARDS</u> Bruce A. Edwards | <u>Director</u> Position(s) with the Company | <u>December 16, 2019</u> Date |
| <u>/s/ MARK A. EMKES</u> Mark A. Emkes | <u>Director</u> Position(s) with the Company | <u>December 16, 2019</u> Date |
| <u>/s/ JOHN F. FINN</u> John F. Finn | <u>Director</u> Position(s) with the Company | <u>January 1, 2020</u> Date |
| <u>/s/ MICHAEL J. GASSER</u> Michael J. Gasser | <u>Director</u> Position(s) with the Company | <u>December 16, 2019</u> Date |
| <u>/s/ DANIEL J. GUNSETT</u> Daniel J. Gunsett | <u>Director</u> Position(s) with the Company | <u>December 16, 2019</u> Date |
| <u>/s/ JUDITH D. HOOK</u> Judith D. Hook | <u>Director</u> Position(s) with the Company | <u>December 16, 2019</u> Date |
| <u>/s/ JOHN W. MCNAMARA</u> John W. McNamara | <u>Director</u> Position(s) with the Company | <u>December 21, 2019</u> Date |