
**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.) 1996 Directors 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

EXPLANATORY NOTE

Greif, Inc. (fka Greif Bros. Corporation) (the “**Company**”) filed a registration statement on Form S-8, Registration Number 333-26977 (the “**Form S-8 Registration Statement**”), with the Securities and Exchange Commission on May 13, 1997, to register a total of 100,000 shares of Class A Common Stock, without par value, of the Company (the “**Class A Common Stock**”) for issuance under the Company’s 1996 Directors 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 200,000 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 September 6, 2006, 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:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>	<u>If Incorporated by Reference, Document with which Exhibit was Previously Filed with SEC</u>
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.

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 this Post-Effective No. 1 to the Form S-8 Registration Statement and has duly caused this Post Effective No. 1 to the Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Delaware, State of Ohio, on January 10, 2020.

GREIF, INC.

By: /s/ PETER G. WATSON
Name: Peter G. Watson
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement has been signed on its behalf by the following persons in the capacities indicated on January 10, 2020.

/s/ PETER G. WATSON
Peter G. Watson
President and Chief Executive Officer
Member of Board of Directors
(principal executive officer)

/s/ LAWRENCE A. HILSHEIMER
Lawrence A. Hilsheimer
Executive Vice President and Chief Financial Officer
(principal financial officer)

/s/ DAVID C. LLOYD
David C. Lloyd
Vice President, Corporate Financial Controller
(principal accounting officer)

MICHAEL J. GASSER*
Michael J. Gasser
Chairman
Member of Board of Directors

VICKI L. AVRIL-GROVES*
Vicki L. Avril-Groves
Member of Board of Directors

BRUCE A. EDWARDS*
Bruce A. Edwards
Member of Board of Directors

MARK A. EMKES*
Mark A. Emkes
Member of Board of Directors

JOHN F. FINN*
John F. Finn
Member of Board of Directors

DANIEL J. GUNSETT*
Daniel J. Gunsett
Member of Board of Directors

JUDITH D. HOOK*
Judith D. Hook
Member of Board of Directors

JOHN W. MCNAMARA*
John W. McNamara
Member of Board of Directors

* The undersigned, Peter G. Watson, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement on behalf of each of the above-named persons pursuant to powers of attorney duly executed by such persons and filed as exhibits to this Post-Effect Amendment No. 1 to the Form S-8 Registration Statement.

/s/ Peter G. Watson
Peter G. Watson, Attorney-in-Fact

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.

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