

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

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 or organization)

31-4388903

(I.R.S. Employer Identification No.)

425 Winter Road, Delaware, Ohio

(Address of principal executive offices)

43015

(Zip Code)

Greif, Inc.
Amended and Restated Long-Term Incentive 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) 228-1541

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Class A Common Stock, without par value	750,000	\$41.59	\$31,192,500.00	\$4,049.00

- (1) Represents additional shares of Class A Common Stock issuable pursuant to the Amended and Restated Long-Term Incentive Plan, as amended (the “Plan”).
 - (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminable number of additional shares of Class A Common Stock that may become issuable pursuant to the anti-dilution provisions of the Plan.
 - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act and computed on the basis of \$41.59 per share for the Class A Common Stock, which was the average of the high and low sale prices of the Class A Common Stock as reported on the New York Stock Exchange on February 20, 2020.
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REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (this "Registration Statement") of Greif, Inc. (the "Company" or the "Registrant") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, to register 750,000 additional shares of the Company's Class A Common Stock, without par value (the "Class A Common Stock"), under the Company's Amended and Restated Long-Term Incentive Plan, as amended (the "Plan"). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Company's registration statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on June 6, 2008 (Registration No. 333-151475).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- (1) The Registrant's Annual Report on Form 10-K filed with the Commission on December 18, 2019 (File No. 001-00566);
- (2) The Registrant's Current Report on Form 8-K filed with the Commission on December 12, 2019 (other than Items 2.02 and 9.01 contained therein, which have been furnished, but not filed, with the Commission); and
- (3) All other reports filed by the Registrant pursuant to Sections 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Annual Report on Form 10-K referenced in (1), above.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following is a list of all exhibits filed as a part of this Registration Statement, including those incorporated by reference:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>	<u>If Incorporated by Reference, Document with which Exhibit was Previously Filed with SEC</u>
4.1	Greif, Inc. Amended and Restated Long-Term Incentive Plan.	Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2006, File No. 001-00566 (see Exhibit 10.1 therein).
4.2	Amendment No. 1 to Greif, Inc. Amended and Restated Long-Term Incentive Plan.	Annual Report on Form 10-K for the fiscal year ended October 31, 2014, File No. 001-00566 (see Exhibit 10.8 therein).
4.3	Amendment No. 2 to Greif, Inc. Amended and Restated Long-Term Incentive Plan.	Annual Report on Form 10-K for the fiscal year ended October 31, 2018, File No. 001-00566 (see Exhibit 10.8 therein).
4.4	Amendment No. 3 to Greif, Inc. Amended and Restated Long-Term Incentive Plan.	Included herein.
5	Opinion of Baker & Hostetler LLP.	Included herein.
23(a)	Consent of Baker & Hostetler LLP.	Contained in Exhibit 5.
23(b)	Consent of Deloitte & Touche LLP.	Included herein.
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.	Post-Effective Amendment No. 1 to Registration on Form S-8, File No. 333-26767 (see Exhibit 24 therein).

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 Form S-8 Registration Statement and has duly caused this 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 February 25, 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 Form S-8 Registration Statement has been signed on its behalf by the following persons in the capacities indicated on February 25, 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 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 Form S-8 Registration Statement.

/s/ Peter G. Watson

Peter G. Watson, Attorney-in-Fact

AMENDMENT NO. 3

TO THE
GREIF, INC.

AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN

The Greif, Inc. Amended and Restated Long-Term Incentive Plan (the “Plan”) is hereby amended pursuant to the following provisions:

1. Definitions: For the purposes of the Plan and this amendment, all capitalized terms used in this amendment which are not otherwise defined herein shall have the respective meanings given such terms in the Plan.

2. Amendments:

(a) Article 2A is hereby added to the Plan, immediately following Article 2 of the Plan:

“Article 2A. Shares subject to the Plan

2A.1. Overall Number of Shares Available for Delivery. The total number of Shares reserved and available for issuance in connection with Awards under the Plan shall be 750,000 (the “Share Pool”). The total number of Shares available is subject to adjustment as provided in Section 2A.3. Any Shares delivered under the Plan shall consist of authorized and unissued shares or treasury shares.

2A.2. Share Counting Rules. The Committee may adopt reasonable counting procedures to ensure appropriate counting, avoid double counting (as, for example, in the case of tandem or substitute awards) and make adjustments in accordance with this Section 2A.2.

2A.3. Adjustments. In the event that any large, special and non-recurring dividend or other distribution (whether in the form of cash or property other than Shares), recapitalization, forward or reverse stock split, stock dividend, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange, liquidation, dissolution or other similar corporate transaction or event affects the Shares, then the Committee shall, in an equitable manner as determined by the Committee, adjust any or all of (a) the number and kind of Shares or other securities of the Company or other issuer which are subject to the Plan, (b) the number and kind of Shares or other securities of the Company or other issuer by which annual per-person Award limitations are measured under Article 4, and (c) the number and kind of Shares or other securities of the Company or other issuer subject to or deliverable in respect of outstanding Awards; or, if deemed appropriate, the Committee may make provision for a payment of cash or property to the holder of an outstanding Award.”

3. Effective Date; Construction: The effective date of this amendment is February 25, 2020 and this amendment shall be deemed to be part of the Plan as of such date. In the event of any inconsistencies between the provisions of the Plan and this amendment, the provisions of this amendment shall control. Except as modified by this amendment, the Plan shall continue in full force and effect without change.

OPINION OF

BAKER & HOSTETLER LLP
200 Civic Center Drive
Suite 1200
Columbus, Ohio 43215

February 25, 2020

Greif, Inc.
425 Winter Road
Delaware, Ohio 43015

Ladies and Gentlemen:

We have acted as counsel to Greif, Inc., a Delaware corporation (the “Company”), in connection with its Registration Statement on Form S-8 (the “Registration Statement”) being filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, to register 750,000 shares of the Company’s Class A Common Stock, without par value (the “Shares”) for offer and sale under, and pursuant to, the Company’s Amended and Restated Long-Term Incentive Plan, as amended (collectively, the “Plan”).

In connection therewith, we have examined the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws, each as in effect on the date hereof, and the records, as exhibited to us, of the corporate proceedings of the Company; a copy of the Plan; and such other documents and records, including a certificate from the Secretary of the Company, as we have considered necessary for purposes of this opinion. In rendering this opinion, we have assumed the genuineness, without independent investigation, of all signatures on all documents examined by us, the conformity to original documents of all documents submitted to us as certified or facsimile copies, and the authenticity of all such documents.

Based upon the foregoing, we are of the opinion that the Shares, when sold and paid for in the manner contemplated by the Plan, will have been validly issued and will be fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Baker & Hostetler LLP
BAKER & HOSTETLER LLP

CONSENT OF BAKER & HOSTETLER LLP

Contained in Exhibit 5

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated December 18, 2019, relating to the financial statements of Greif, Inc. and the effectiveness of Greif, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Greif, Inc. for the year ended October 31, 2019.

/s/ Deloitte & Touche LLP

Columbus, Ohio
February 25, 2020