

**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 3, 2023 **(February 27, 2023)**
Date of Report (Date of earliest event reported)



GREIF INC.

(Exact name of registrant as specified in its charter)

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

On February 27, 2023, the Board of Directors of Greif, Inc. (the “Company”) accepted the resignation of Roel Vestjens as a director. Mr. Vestjens’ resignation was submitted pursuant to the Company’s Corporate Governance Guidelines and was the result of a material change in the employment of Mr. Vestjens. Mr. Vestjens’ resignation was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. In addition, Mr. Vestjens was not nominated for election as a director at the Annual Meeting referenced below.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders (the "Annual Meeting") of the Company was held on February 28, 2023. At the Annual Meeting, the holders of the Company's Class B Common Stock voted on the following proposals and cast their votes as described below.

Proposal 1

To elect the following persons as directors for one-year terms Ole G. Rosgaard, Vicki L. Avril-Groves, Bruce A. Edwards, Mark A. Emkes, Daniel J. Gunsett, John W. McNamara, Frank C. Miller, Karen A. Morrison, Robert M. Patterson and Kimberly T. Scott, the ten persons nominated by the Company's Board of Directors.

PROPOSAL 001 ELECTION OF DIRECTORS

***	FOR	WITHHELD
Ole G. Rosgaard	18,865,360	19,593
Vicki L. Avril-Groves	18,762,783	122,170
Bruce A. Edwards	18,357,408	527,545
Mark A. Emkes	18,851,222	33,731
Daniel J. Gunsett	18,238,959	645,994
John W. McNamara	18,442,668	442,285
Frank C. Miller	18,808,060	76,893
Karen A. Morrison	18,872,912	12,041
Robert M. Patterson	18,818,198	66,755
Kimberly T. Scott	18,840,482	44,471

Proposal 2

To consider and vote upon the following resolution concerning the compensation of the Company's named executive officers:

"Resolved, that the Class B Common Stockholders hereby approve, on an advisory basis, the compensation, as disclosed in the Compensation Discussion and Analysis section and compensation tables, as well as the other narrative executive compensation disclosures, contained in the Company's Proxy Statement for its 2023 Annual Meeting of Stockholders (the "Proxy Statement"), of the Company's named executive officers identified in the Proxy Statement."

PROPOSAL 002 ADVISORY VOTE ON APPROVAL OF COMPENSATION OF NAMED EXECUTIVE OFFICERS

***	FOR	AGAINST	ABSTAIN
TOTAL SHARES VOTED	18,624,889	24,348	235,716

Proposal 3

To consider and vote upon the frequency of conducting future advisory votes concerning the approval of the compensation of the Company's named executive officers.

PROPOSAL 003 ADVISORY VOTE ON THE FREQUENCY OF VOTES ON EXECUTIVE COMPENSATION

***	1 YEAR	2 YEARS	3 YEARS	ABSTAIN
TOTAL SHARES VOTED	8,020,760	26,049	8,725,354	1,961,127

Proposal 4

To consider and vote upon the proposal to approve amendments to the Company's 2005 Outside Directors Equity Award Plan.

PROPOSAL 004 APPROVAL OF AMENDED & RESTATED OUTSIDE DIRECTORS EQUITY AWARD PLAN

***	FOR	AGAINST	ABSTAIN
TOTAL SHARES VOTED	16,033,631	2,611,669	239,653

Proposal 5

To consider and vote upon the proposal to approve the Greif, Inc. Colleague Stock Purchase Plan.

PROPOSAL 005 APPROVAL OF COLLEAGUE STOCK PURCHASE PLAN

***	FOR	AGAINST	ABSTAIN
TOTAL SHARES VOTED	18,625,790	26,650	232,513

Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

On February 28, 2023, the Company issued a press release announcing the election of Bruce Edwards as the Chairman of the Board of the Company, the election of Frank C. Miller as a director, and other changes.

The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit

Exhibit No. Description

[99.1](#) Press release issued by Greif, Inc. on February 28, 2023.

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 3, 2023

GREIF, INC.

By /s/ Gary R. Martz

Gary R. Martz

Executive Vice President and General Counsel

Bruce Edwards Elected Chairman of Greif, Inc. Board of Directors; Greif Announces Election of New Board Member and Other Changes

Greif, Inc. (NYSE: GEF, GEF.B), a global leader in industrial packaging products and services, announced today the election of Bruce Edwards, former Global Chief Executive Officer DHL Supply Chain, as Chairman of the Board of Directors of Greif. Bruce has served on the Board of Directors since 2006, most recently as Chair of the Audit Committee. His extensive global operating experience, deep knowledge of global supply chains, and overall counsel have been an invaluable part of the continued success of Greif. We thank Bruce for his continued service and look forward to his leadership as Chairman.

Pete Watson has retired as a director and Chairman of the Board of Directors at Greif in accordance with his planned transition from Chief Executive Officer. Greif would like to thank Pete for his unparalleled vision and servant leadership. Under Pete's direction, Greif firmly solidified its position as a customer service leader in the packaging industry, enabling the broadening of our vision under Ole Rosgaard to be the best performing customer service company in the world. We thank Pete for his tireless efforts both as Chief Executive Officer and Chairman of the Board.

John Finn has also retired from the Board. John has served on the Board for 15 years, and Greif thanks John for his excellent support, wisdom and counsel.

Additionally, Greif announced today that Frank Miller, Partner at Baker & Hostetler LLP, was elected to the Board. Prior to rejoining that firm, Frank served for 10 years as senior counsel for Kaiser Permanente in Oakland, California.

Greif also announced the resignation of Roel Vestjens from the Board.

About Greif, Inc.

Greif is a global leader in industrial packaging products and services and is pursuing its vision: to be the best performing customer service company in the world. The Company produces steel, plastic and fibre drums, intermediate bulk containers, reconditioned containers, jerrycans and other small plastics, 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 35 countries to serve global as well as regional customers. Additional information is on the Company's website at www.greif.com.

Investor Contact:

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