

**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 43015
(Address of Principal Executive Offices)

43015
(Zip Code)

Amended and Restated Outside Directors Equity Award Plan
(Full title of the plan)

Dennis Hoffman
Senior Vice President, General Counsel and Secretary
Greif, Inc.
425 Winter Road
Delaware, Ohio 43015
(Name and address of agent for service)

(740) 549-6000
(Telephone number, including area code, of agent for service)

with copies to

Joseph P. Boeckman, Esq.
Janet A. Spreen, 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, a smaller reporting company or an emerging growth 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

Non-accelerated filer

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is filed by Greif, Inc. (the “Company” or the “Registrant”) for the purpose of registering 200,000 additional shares of the Registrant’s Class A Common Stock, without par value (the “Class A Common Stock”), issuable pursuant to the Amended and Restated Outside Directors Equity Award Plan, approved by the stockholders at the Company’s annual meeting on February 28, 2023, which amends and restates the 2005 Outside Directors Equity Award Plan (the “Amended and Restated Directors Plan”). Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-123133, filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on March 4, 2005 relating to the Directors Plan.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in “Item 1. Plan Information” and “Item 2. Registrant Information and Employee Plan Annual Information” of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”), either as part of this registration statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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-KT filed with the Commission on November 19, 2025 (File No. 001-00566);
- (2) The description of the Registrant’s Class A Common Stock contained in Exhibit 4.3 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended October 31, 2019 (File No. 001-00566), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement (in each case excluding any information furnished and not filed according to applicable rules, such as information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K) and to be part hereof from the date of filing of such documents.

Any statement contained in this registration statement or in a document incorporated or deemed to be incorporated by reference into this registration statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this registration statement modifies or supersedes such prior statement. Any statement contained in this registration statement or in a document incorporated or deemed to be incorporated by reference in this registration statement,

which is so modified or superseded, shall be deemed not to constitute a part of this registration statement except as so modified or superseded.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters with respect to the validity of the Registrant's shares of Class A Common Stock being registered pursuant to this registration statement have been passed upon by Baker & Hostetler LLP, Columbus, Ohio. Frank C. Miller, a partner in Baker & Hostetler LLP, is a director of the Registrant. As of January 8, 2026, Mr. Miller was the owner of 6,931 shares of Class A Common Stock and 1,000 shares of Class B Common Stock.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") sets forth conditions and limitations governing the indemnification of officers, directors and other persons. Indemnification is permitted in third party actions where the indemnified person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and in criminal actions where he or she had no reasonable cause to believe his or her conduct was unlawful. Indemnification is also permitted in lawsuits brought by or on behalf of the corporation if the standards of conduct described above are met, except that no indemnification is permitted in respect to any matter in which the person is adjudged to be liable to the corporation unless a court shall determine that indemnification is fair and reasonable in view of all the circumstances of the case. In cases where indemnification is permissive, a determination as to whether the person met the applicable standard of conduct must be made either by the court, by disinterested directors, by independent legal counsel, or by the stockholders. Indemnification against expenses (including legal fees) actually and reasonably incurred by directors, officers, employees and agents is required under Section 145 of the DGCL in those cases where the person to be indemnified has been successful on the merits or otherwise in defense of a lawsuit of the type described above. Such indemnification rights are specifically not deemed to be exclusive of other rights of indemnification by agreement or otherwise and the corporation is authorized to advance expenses incurred prior to the final disposition of a matter upon receipt of an undertaking to repay such amounts on a determination that indemnification was not permitted in the circumstances of the case.

Article V of the Registrant's By-Laws in effect as of the date hereof (the "By-Laws") contains certain indemnification provisions adopted pursuant to authority contained in Section 145 of the DGCL. The By-Laws provide that each director, officer, employee or agent of the Registrant is to be indemnified by the Registrant and saved harmless, whether or not then employed or in office (and his or her heirs, executors and administrators) against all losses, expenses and damages sustained or reasonably incurred by him or her in connection with any action, suit or proceeding commenced or threatened, to which he or she may be a party by reason of his or her being or having been a director, officer, employee or agent of the Registrant, except in relation to matters as to which he or she is finally adjudged in such action, suit or proceeding to be liable to the Registrant for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent to the Registrant, unless, and only to the extent that the Delaware Court of Chancery, or the court in which such proceeding has been brought, determines on application that, despite the adjudication of liability, but in view of all circumstances of the case, such director, officer, employee or agent of the Registrant is fairly and reasonably entitled to indemnity of such expenses as the Delaware Court of Chancery or such other court deems proper. The foregoing indemnification is not exclusive as to any other rights to which a director, officer, employee or agent may be entitled as a matter of law or otherwise.

Under Section 145 of the DGCL and Section 5.8 of the By-Laws, the Registrant may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, or agent of the Registrant, or who, while serving in such capacity, is or was at the request of the Registrant, a director, officer, employee or agent of another corporation or legal entity or of an employee benefit plan, against liability asserted against or incurred by such person in any such capacity whether or not the corporation would have the power to provide indemnity under Section 145. The Registrant maintains standard policies of insurance under which coverage is provided to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, while acting in their capacity as directors and officers of the Registrant.

There is no litigation pending or, to the best of the Registrant's knowledge, threatened which could reasonably be expected to result in a claim for indemnification by a director or officer.

The foregoing summaries are necessarily subject to the DGCL and the full text of the By-Laws and to the other arrangements referred to above, and are qualified in their entirety by reference thereto.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement:

Exhibit No.	Description of Exhibit	If Incorporated by Reference, Document with which Exhibit was Previously Filed with Commission
4.1	Amended and Restated Certificate of Incorporation of Greif, Inc.	Annual Report on Form 10-K for the fiscal year ended October 31, 1997, File No. 001-00566 (see Exhibit 3(a) therein).
4.2	Amendment to Amended and Restated Certificate of Incorporation of Greif, Inc.	Definitive Proxy Statement on Form 14A dated January 27, 2003, File No. 001-00566 (see Exhibit A therein).
4.3	Amendment to Amended and Restated Certificate of Incorporation of Greif, Inc.	Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2007, File No. 001-00566 (see Exhibit 3.1 therein).
4.4	Third Amended and Restated By-Laws of Greif, Inc.	Current Report on Form 8-K dated September 3, 2021, File No. 001-00566 (see Exhibit 99.2 therein).
4.5	Amendment to Third Amended and Restated By-Laws of Greif, Inc.	Current Report on Form 8-K dated December 11, 2023, File No. 001-00566 (see Exhibit 99.3 therein).
4.6	Greif, Inc. Amended and Restated Outside Directors Equity Award Plan.	Definitive Proxy Statement on Form 14A dated January 13, 2023, File No. 001-00566 (see Exhibit A therein).
4.7	Stock Option Award Agreement for the Greif, Inc. Amended and Restated Outside Directors Equity Award Plan.	Registration Statement on Form S-8 filed on March 3, 2005, File No. 333-123133 (see Exhibit 4(c) therein).
4.8	Restricted Share Award Agreement for the Greif, Inc. Amended and Restated Outside Directors Equity Award Plan.	Registration Statement on Form S-8 filed on March 3, 2005, File No. 333-123133 (see Exhibit 4(d) therein).
5.1	Opinion of Baker & Hostetler LLP.	Included herein.
23.1	Consent of Baker & Hostetler LLP.	Contained in Exhibit 5.1.
23.2	Consent of Deloitte & Touche LLP.	Included herein.
24.1	Powers of Attorney.	Included in the signature page hereto.
107	Filing Fee Table.	Included herein.

Item 9. Undertakings.

A. The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs A(1)(i) and A(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- B. The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 of this Part II, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Delaware, State of Ohio, on January 9, 2026.

GREIF, INC.

By: /s/ Ole G. Rosgaard
Ole G. Rosgaard
President and Chief Executive
Officer

Each person whose signature appears below constitutes and appoints Ole G. Rosgaard as his or her true and lawful attorney-in-fact and agent with full power of substitution and re-substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file a new registration statement under Rule 462(b), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

/s/ OLE G. ROSGAARD

Ole G. Rosgaard
President and Chief Executive Officer
Member of the Board of Directors
(principal executive officer)

/s/ LAWRENCE A. HILSHEIMER

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

/s/ MICHAEL J. TAYLOR

Michael J. Taylor
Vice President, Corporate Financial Controller
(principal accounting officer)

BRUCE A. EDWARDS

Bruce A. Edwards
Chairman
Member of the Board of Directors

B. ANDREW ROSE

B. Andrew Rose
Member of the Board of Directors

FRANK C. MILLER

Frank C. Miller
Member of the Board of Directors

JILLIAN C. EVANKO

Jillian C. Evanko
Member of the Board of Directors

JOHN W. MCNAMARA

John W. McNamara
Member of the Board of Directors

KAREN A. MORRISON
Karen A. Morrison
Member of the Board of Directors

KIMBERLY T. SCOTT
Kimberly T. Scott
Member of the Board of Directors

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

ROBERT M. PATTERSON
Robert M. Patterson
Member of the Board of Directors

Each of the above signatures is affixed as of January 9, 2026.

Calculation of Filing Fee Tables

Form S-8
(Form Type)

GREIF, INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1) (2)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee(3)
Equity	Common Stock, par value \$0.001 per share	457(c) and 457(h)	200,000	\$ 69.20	\$ 13,840,000.00	0.00013810	\$ 1,911.30
Total Offering Amounts					\$ 13,840,000.00		\$ 1,911.30
Total Fees Previously Paid							N/A
Total Fee Offsets							N/A
Net Fee Due							\$ 1,911.30

- (1) Consists of 200,000 additional shares of the Registrant's Class A Common Stock, without par value (the "Class A Common Stock"), issuable pursuant to the Amended and Restated Outside Directors Equity Award Plan, approved by the stockholders at the Company's annual meeting on February 28, 2023, which amends and restates the Directors Plan (collectively, the "Shares").
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A Common Stock that become issuable pursuant to the Shares by reason of any stock split, stock dividend or other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of outstanding Class A Common Stock.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is calculated on the basis of \$69.20, the average of the high and low price of the Class A Common Stock as reported on the New York Stock Exchange on January 5, 2026, which is within five business days prior to filing of this Registration Statement.

OPINION OF

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

January 9, 2026

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 200,000 additional shares of the Registrant’s Class A Common Stock, without par value (the “Class A Common Stock”), issuable pursuant to the Amended and Restated Outside Directors Equity Award Plan (the “Amended and Restated Directors Plan”), approved by the stockholders at the Company’s annual meeting on February 28, 2023, which amends and restates the 2005 Outside Directors Equity Award Plan (collectively, the “Shares”).

In connection therewith, we have examined the Company’s Certificate of Incorporation and By-Laws, each as in effect on the date hereof, and the records, as exhibited to us, of the corporate proceedings of the Company; copies of the Amended and Restated 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 Amended and Restated Directors 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 INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated November 19, 2025, 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-KT of Greif, Inc. for the year ended September 30, 2025.

/s/ Deloitte & Touche LLP

Columbus, Ohio
January 9, 2026