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
November 18, 2026 (November 16, 2026)
Date of Report (Date of earliest event reported)



GREIF, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-00566	31-4388903
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

425 Winter Road, Delaware Ohio	43015
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (740) 549-6000
Former name, former address and former fiscal year, if changed since last report: Not Applicable

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:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
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)

Transition of Chief Financial Officer

On November 16, 2026, Lawrence A. Hilsheimer, Executive Vice President and Chief Financial Officer of Greif, Inc. (the "Company"), notified the Company of his decision to conclude his tenure as Executive Vice President and Chief Financial Officer. Mr. Hilsheimer will continue to serve in his current positions with the Company until December 31, 2026. Mr. Hilsheimer has agreed to then serve as a special advisor and assist in the transition to the new chief financial officer. The Company will pay Mr. Hilsheimer his current compensation, along with any benefits for which he is eligible, through September 30, 2027. Mr. Hilsheimer's decision to conclude his tenure is not due to any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

The Company also announced that William D'Onofrio, currently the Company's Chief Transformation Officer and Vice President, Investor Relations and Corporate Development, will become a Senior Vice President and the Chief Financial Officer of the Company, effective as of January 1, 2027. Mr. D'Onofrio will succeed Mr. Hilsheimer as the Company's principal financial officer.

Mr. D'Onofrio, 47, joined the Company in August 2014 and currently serves as Chief Transformation Officer and Vice President, Investor Relations and Corporate Development. He has served as Vice President, Investor Relations and Corporate Development since November 2024 and as Chief Transformation Officer since March 2025. Previously, he served as Vice President, FP&A, Data and Analytics from November 2020 to October 2024.

There are no arrangements or understandings between Mr. D'Onofrio and any other person pursuant to which he was selected as an officer, other than arrangements or understandings with directors or officers of the Company acting solely in their capacities as such. Mr. D'Onofrio has no family relationship with any director or executive officer of the Company or any person nominated or chosen to become a director or executive officer of the Company, and there are no transactions involving Mr. D'Onofrio requiring disclosure under Item 404(a) of Regulation S-K.

Compensation Arrangements

In connection with his appointment, effective January 1, 2027, Mr. D'Onofrio will receive an annual base salary of $525,000, a target annual incentive opportunity under the Company's Short-Term Incentive Plan equal to 75% of his base salary ($393,750), and a target award opportunity under the Company's Long-Term Incentive Plan equal to 190% of his base salary ($997,500). The LTIP target opportunity will be allocated 40% to time-based restricted stock units ("RSUs") and 60% to performance stock units ("PSUs"). The LTIP awards, to the extent vested and earned, will be settled in shares of the Company's Class A common stock, subject to the applicable plan and award terms.

The RSUs generally vest approximately three years after grant and carry dividend-equivalent rights payable only upon vesting. The PSUs are earned over a three-year performance period based on the Company's achievement of EBITDA performance goals, with a modifier based on the Company's total shareholder return relative to the Russell 2000 Index that can increase or decrease the number of PSUs earned by up to 20%. PSU payouts range from 0% to 200% of target, subject to the applicable plan and award terms.

Section 7 – Regulation FD

Item 7.01. Regulation FD Disclosure.

On November 17, the Company issued a press release announcing the transition described in Item 5.02 of this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as expressly set forth by specific reference in such a filing.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated November 17, 2026, furnished herewith, if included under Item 7.01.

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.

GREIF, INC.

Date: November 18, 2026

By /s/ L. Dennis Hoffman

L. Dennis Hoffman,
Senior Vice President, General Counsel and Secretary

Greif Announces Planned CFO Succession

November 17, 2026

DELAWARE, Ohio, Nov. 17, 2026 (GLOBE NEWSWIRE) -- Greif, Inc. (NYSE: GEF, GEF.B), a global leader in performance packaging products and services, announced today that Larry Hilsheimer has decided to conclude his tenure as Executive Vice President and Chief Financial Officer, capping more than a decade of leadership that reshaped the company's financial foundation and business portfolio.

Bill D'Onofrio, currently Chief Transformation Officer and Vice President, Investor Relations and Corporate Development, will succeed Mr. Hilsheimer as the Chief Financial Officer, effective January 1, 2027. Mr. D'Onofrio has worked closely with Mr. Hilsheimer over the past 12 years and brings deep knowledge of Greif's portfolio, capital priorities, and investors. Mr. Hilsheimer will remain with Greif as an advisor to advise on process redesign efforts related to Greif's cost optimization commitments and ensure continuity through the transition.

"Larry has been a transformational force at Greif," said Ole Rosgaard, President and Chief Executive Officer. "He understands that our results begin with our people and our customers, and he built a finance organization that lives that belief. We thank him for his exceptional service and leadership. Bill knows our business and our investors, and I am confident he is the right leader for this next chapter."

"I am honored to take on this role," said Mr. D'Onofrio. "I look forward to working with Ole, our Board of Directors, and our colleagues to build on Larry's work and continue to deliver results for our customers and shareholders."

"I am extraordinarily proud of what we have accomplished together and of the strength of Greif and its leadership team today," said Mr. Hilsheimer. "Bill is exceptionally well prepared to lead our finance organization, and I look forward to supporting him, Ole, and the Board through this transition."

The appointment reflects Greif's disciplined approach to succession planning and its commitment to developing leaders from within.

About Greif

Founded in 1877, Greif is a global leader in performance packaging located in over 35 countries. The company delivers trusted, innovative and tailored solutions that support some of the world's most demanding and fastest-growing industries. With a commitment to legendary customer service, operational excellence and global sustainability, Greif packages life's essentials—and creates lasting value for its colleagues, customers and other stakeholders. Learn more about the company's Customized Polymer, Sustainable Fiber, Durable Metal and Innovative Closure Solutions at www.greif.com and follow Greif on Instagram and LinkedIn.

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