SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL |
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| | | | of Section 50(n) of the investment Company Act of 1940 | | | | | | |
|------------------------------------|-------------|---------------------|---|--|--|--|--|--|--|
| 1. Name and Addr | 1 0 | Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>GREIF, INC</u> [GEF, GEFB] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| Petitti Nicholas Joseph | | | <u></u> [] | Director X 10% Owner | | | | | |
| | | | _ | Officer (give title Other (specify | | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/27/2022 | below) below) | | | | | |
| BAKER & HO | STETLER LLF | | 10/27/2022 | | | | | | |
| 200 CIVIC CENTER DRIVE, SUITE 1200 | | SUITE 1200 | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | | | | X Form filed by One Reporting Person | | | | | |
| COLUMBUS | ОН | 43215 | _ | Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|--------|---------------|--------------------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class B Common Stock | 10/27/2022 | | S ⁽¹⁾ | | 4,542 | D | \$72.15 ⁽²⁾ | 2,261,198 | Ι | See footnote ⁽³⁾ |
| Class B Common Stock | 10/28/2022 | | S ⁽¹⁾ | | 4,537 | D | \$ 73.15 ⁽⁴⁾ | 2,256,661 | Ι | See footnote ⁽³⁾ |
| Class B Common Stock | | | | | | | | 404,463 | D | |
| Class B Common Stock | | | | | | | | 260,296 | Ι | See footnote ⁽⁵⁾ |
| Class A Common Stock | | | | | | | | 19,591 | Ι | See footnote ⁽⁵⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|--|---|--|---|------------------------------|---|-------------|--------------------------|---------------------|---|--|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of Deriv | r osed) : 3, 4 | | e and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Amount or Number of Title Shares | | | | | |

Explanation of Responses:

1. The sales reported in this Form 4 were made pursuant to a Rule 10b5-1(c)(1) sales plan adopted by the reporting person on July 7, 2022. The primary purpose of these sales is to provide liquidity for the payment of estate taxes in connection with the estate of Judith D. Hook.

2. A total of 4,542 shares were sold at an average price of \$72.15 per share. A total of 175 individual trades were executed at prices ranging from \$70.99 to \$73.35 per share.

3. These shares are owned directly by the 2021 Amended and Restated Revocable (now Irrevocable) Trust Created by Judith D. Hook (the "JDH 2021 Trust"), a ten percent owner of the Issuer, and indirectly by Nicholas J. Petitti as successor trustee of the JDH 2021 Trust.

4. A total of 4,537 shares were sold at an average price of \$73.15 per share. A total of 176 individual trades were executed at prices ranging from \$70.81 per share to \$73.94 per share.

5. The shares are owned directly by irrevocable or family trusts created by Ms. Hook and indirectly by Mr. Petitti as trustee or successor trustee.

| ee of successor dastee. | |
|----------------------------------|------------|
| /s/ Nicholas J. Petitti | 10/31/2022 |
| /s/ Nicholas J. Petitti, Trustee | 10/31/2022 |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.