

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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 16, 2007 (January 11, 2007)**

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**GREIF, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-00566**  
(Commission File Number)

**31-4388903**  
(IRS Employer  
Identification No.)

**425 Winter Road, Delaware, Ohio**  
(Address of principal executive offices)

**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.)

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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))
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**ITEM 7.01 Regulation FD Disclosure.**

On January 11, 2007, Greif, Inc. announced the commencement of an offer to purchase any and all of its outstanding 8 <sup>7</sup>/<sub>8</sub> percent Senior Subordinated Notes due 2012 and the related solicitation of consents to certain proposed amendments to the senior subordinated notes and the indenture pursuant to which the subordinated notes were issued. A copy of the press release relating to such announcement, dated January 11, 2007, is attached hereto as Exhibit 99.1.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Greif, Inc. on January 11, 2007, announcing Greif, Inc. commencement offer to purchase and consent solicitation.

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: January 16, 2007

By /s/ Donald S. Huml

Donald S. Huml, Executive Vice President  
and Chief Financial Officer

EXHIBIT INDEX

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**GREIF, INC. COMMENCES OFFER TO PURCHASE AND CONSENT SOLICITATION**

DELAWARE, Ohio (Jan. 11, 2007) – Greif, Inc. (NYSE: GEF, GEF.B) the global leader in industrial packaging, today announced that it is commencing an offer to purchase and consent solicitation for any and all of its outstanding 8<sup>7/8</sup> percent Senior Subordinated Notes due 2012. The aggregate principal amount of notes currently outstanding is approximately \$242.6 million.

The offer to purchase will expire at midnight, New York City time, on Feb. 8, 2007, unless extended. The consent solicitation will expire at 5 p.m., New York City time, on Jan. 25, 2007, unless extended.

Holder tendering their notes will be deemed to have delivered their consent to certain proposed amendments to the notes and the indenture governing the notes, which will eliminate, among other things, substantially all of the restrictive covenants and certain events of default in the indenture.

The purchase price for each \$1,000 principal amount of notes tendered and not validly withdrawn on or prior to the expiration date of the offer to purchase will be \$1,028.36 plus unpaid interest on the principal amount of the notes accruing to, but not including, the payment date. In addition to the purchase price, Greif will make a consent payment of \$30.00 for each \$1,000 principal amount of notes for which consents have been delivered and not validly withdrawn on or prior to the expiration date of the consent solicitation. Holders who validly tender their notes after the expiration date of the consent solicitation will receive only the purchase price for the notes but not the consent payment.

The terms of the offer to purchase and consent solicitation, including the conditions to Greif's obligations to accept tendered notes and consents delivered and to pay the purchase price and consent payments, are set forth in Greif's offer to purchase and consent solicitation statement, dated Jan. 11, 2007. The conditions include a majority of the aggregate principal amount of notes outstanding being tendered on or prior to the consent date, a refinancing condition, and the execution of a supplemental indenture on or prior to the acceptance date implementing the proposed amendments.

Deutsche Bank Securities Inc. is the dealer manager for the offer to purchase and the solicitation agent for the consent solicitation. Questions or requests for assistance and documentation may be directed to Deutsche Bank Securities Inc., 60 Wall Street, New York, NY 10005, Attn: Christopher White at (212) 250-6008, or to the information agent for the offer to purchase and consent solicitation, MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016, at (800) 322-2885 or (212) 929-5500 (call collect), or to [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).

This news release does not constitute an offer or solicitation to purchase or a solicitation of consents with respect to the notes. That offer or solicitation will be made only by means of the offer to purchase and consent solicitation statement.

This news release contains forward-looking statements within the meaning of the federal securities laws relating to Greif's plans to consummate an offer to purchase and consent solicitation with respect to the notes. These statements are based upon the current expectations and beliefs of Greif's management and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include market conditions and other factors beyond Greif's control and the risk factors and other cautionary statements discussed in Greif's filings with the Securities and Exchange Commission.

#### **About Greif**

Greif is the world leader in industrial packaging products and services. The Company produces steel, plastic, fibre, corrugated and multiwall containers, protective packaging and containerboard, and provides blending and packaging services for a wide range of industries. Greif also manages timber properties in North America. The Company is strategically positioned in more than 40 countries to serve global as well as regional customers. Additional information is on the Company's website at [www.greif.com](http://www.greif.com).

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