

GREIF INC  
Form 8-K  
March 01, 2013

**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

Date of Report (Date of earliest event reported): March 1, 2013 (February 25, 2013)

**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.)

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 2 Financial Information

### Item 2.02. Results of Operations and Financial Condition.

On February 27, 2013, Greif, Inc. (the Company) issued a press release (the Earnings Release) announcing the financial results for its first quarter ended January 31, 2013. The full text of the Earnings Release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The Earnings Release included the following non-GAAP financial measures (the non-GAAP Measures):

- (i) EBITDA of the Company on a consolidated basis, which is equal to net income plus interest expense, net plus income tax expense less equity earnings of unconsolidated affiliates, net of tax plus depreciation, depletion and amortization, each on a consolidated basis;
- (ii) EBITDA for each of the Company's business segments, which is equal to that business segment's operating profit less that segment's other expense (income), net plus that segment's depreciation, depletion and amortization expense, as applicable to that segment;
- (iii) net working capital of the Company on a consolidated basis, which is equal to current assets less current liabilities less cash and cash equivalents, each on a consolidated basis;
- (iv) free cash flows of the Company on a consolidated basis, which is equal to cash provided by (used in) operating activities less purchases of properties, plants, equipment and timber properties; and
- (v) net debt of the Company on a consolidated basis, which is equal to long-term debt plus the current portion of long-term debt plus short-term borrowings less cash and cash equivalents, each on a consolidated basis.

Management of the Company uses the non-GAAP Measures to evaluate ongoing operations and believes that these non-GAAP Measures are useful to enable investors to perform meaningful comparisons of current and historical performance of the Company. Management of the Company also believes that the non-GAAP Measures provide a more stable platform on which to compare the historical performance of the Company than the most nearly equivalent GAAP data.

## Section 5 Corporate Governance and Management

### 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 25, 2013. At the Annual Meeting, the holders of the Company's Class B Common Stock (the Class B Stockholders) voted on the following proposal and cast their votes as described below.

#### Proposal 1

At the Annual Meeting of Stockholders, each of the following nominees was elected to the Company's Board of Directors for a one-year term. The inspectors of election certified the following vote tabulation as to the shares of the Class B Stockholders.

	For	Withheld
Vicki L. Avril	18,231,229	129,658
Bruce A. Edwards	18,235,679	125,208
Mark A. Emkes	18,354,492	6,395

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John F. Finn	18,239,699	121,188
David B. Fischer	18,354,242	6,645
Michael J. Gasser	18,347,957	12,930
Daniel J. Gunsett	18,054,819	306,068
Judith D. Hook	18,353,487	7,400
John W. McNamara	18,234,774	126,113
Patrick J. Norton	18,354,542	6,345

**Section 7 Regulation FD**

**Item 7.01. Regulation FD Disclosure.**

On February 28, 2013, management of the Company held a conference call with interested investors and financial analysts to discuss the Company's financial results for its first quarter ended January 31, 2013. The file transcript is attached as Exhibit 99.2 to this Current Report on Form 8-K.

**Section 8 Other Events**

**Item 8.01 Other Events.**

Exhibit 99.3 to this Form 8-K includes certain quarterly statistical information for Greif, Inc. and its subsidiaries for the fiscal years ended October 31, 2011 and October 31, 2012 and the quarter ended January 31, 2013. This information is being disclosed under both Items 7.01 and 8.01 of this Form 8-K and shall be considered furnished under Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

**Section 9 Financial Statements and Exhibits**

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by Greif, Inc. on February 27, 2013 announcing the financial results for its first quarter ended January 31, 2013.
99.2	File transcript of conference call held by management of Greif, Inc. on February 28, 2013.
99.3	Greif, Inc. certain quarterly statistical information for the fiscal years ended October 31, 2010, 2011 and 2012 and the quarter ended January 31, 2013.

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: March 1, 2013

By /s/ Robert M. McNutt  
Robert M. McNutt,

Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

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