

GREENBRIER COMPANIES INC  
Form S-8 POS  
April 04, 2014

As filed with the Securities and Exchange Commission on April 4, 2014

Registration No. 333-116102

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

**POST-EFFECTIVE**  
**AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**The Greenbrier Companies, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Oregon**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**93-0816972**  
**(IRS Employer**  
**Identification No.)**

**One Centerpointe Drive, Suite 200**  
**Lake Oswego, Oregon**  
**(Address of principal executive offices)**

**97035**  
**(Zip Code)**

**2009 Employee Stock Purchase Plan**

**(Full title of the plan)**

**William A. Furman**

**President and Chief Executive Officer**

**The Greenbrier Companies, Inc.**

**One Centerpointe Drive, Suite 200**

**Lake Oswego, Oregon 97035**

**(503) 684-7000**

**(Name, address and telephone number of agent for service)**

*Copy to:*

**Sherrill A. Corbett**

**Tonkon Torp LLP**

**1600 Pioneer Tower**

**888 S.W. Fifth Avenue**

**Portland, Oregon 97204**

**(503) 221-1440**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**DEREGISTRATION OF SHARES**

This Post-Effective Amendment No. 1 is filed by The Greenbrier Companies, Inc., an Oregon corporation (the Registrant ), to amend Registration Statement No. 333-116102 on Form S-8 (the Registration Statement ), pursuant to which the Registrant registered 750,000 shares of its common stock, no par value (the Stock ), for sale under the Registrant s 2009 Employee Stock Purchase Plan (the Plan ). The Plan expired on February 28, 2014. In accordance with the undertakings contained in the Registration Statement, the Registrant hereby deregisters the shares of the Stock that remained unsold under the Plan as of February 28, 2014.

[Signature pages follow]

### 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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Lake Oswego, Oregon, on April 1, 2014.

**THE GREENBRIER COMPANIES, INC.**

By /s/ William A. Furman  
William A. Furman  
President and Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints William A. Furman his true and lawful attorney-in-fact and agent, with full power of substitution for him in any and all capacities, to sign any and all amendments or post-effective amendments to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney and agent full power and authority to do any and all acts and things necessary or advisable in connection with such matters, and hereby ratifying and confirming all that the attorney and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed by the following persons in the capacities and on the date(s) indicated:

**Principal Executive Officers:**

**Date:**

/s/ WILLIAM A. FURMAN  
William A. Furman  
President, Chief Executive Officer and Director

April 1, 2014

/s/ MARK J. RITTENBAUM  
Mark J. Rittenbaum  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

April 1, 2014

/s/ ADRIAN J. DOWNES  
Adrian J. Downes  
Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

April 2, 2014

**Directors:**

/s/ GRAEME A. JACK April 1, 2014  
Graeme A. Jack

/s/ DUANE C. MCDUGALL April 1, 2014  
Duane C. McDougall

/s/ VICTORIA MCMANUS April 1, 2014  
Victoria McManus

/s/ A. DANIEL O NEAL, JR. April 1, 2014  
A. Daniel O Neal, Jr.

/s/ CHARLES J. SWINDELLS April 1, 2014  
Charles J. Swindells

/s/ WENDY L. TERAMOTO April 1, 2014  
Wendy L. Teramoto

/s/ C. BRUCE WARD April 1, 2014  
C. Bruce Ward

/s/ DONALD A. WASHBURN April 1, 2014  
Donald A. Washburn