

GREIF INC
Form S-8 POS
July 30, 2009

As filed with the Securities and Exchange Commission on July 30, 2009
Registration No. 333-106337

**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**

GREIF, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

31-4388903

(State or other jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification No.)

425 Winter Road, Delaware, Ohio

43015

(Address of principal executive offices)

(Zip Code)

American Flange & Manufacturing Co., Inc. Employees Retirement Savings Plan

(Full title of the plan)

Gary R. Martz, Esq.

Senior Vice President, General Counsel and Secretary

Greif, Inc.

425 Winter Road

Delaware, Ohio 43015

(740) 549-6000

Name, address and telephone number, including
area code, of agent for service)

with copies to

Joseph P. Boeckman, Esq.

Baker & Hostetler LLP

65 East State Street, Suite 2100

Columbus, Ohio 43215-4260

(614) 228-1541

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

On June 20, 2003, Greif, Inc. (the Company) filed a registration statement on Form S-8, Registration Number 333-106337, with the Securities and Exchange Commission to register participation interests in the American Flange & Manufacturing Co., Inc. Employees Retirement Saving Plan (the Plan) and shares of Class A Common Stock, without par value, of the Company (the Shares).

On December 31, 2003, the Plan was merged into the Greif 401(k) Retirement Plan, and the Plan ceased to exist. For that reason, the Company hereby requests that all unsold Shares be deregistered.

ITEM 8. EXHIBITS.

The following documents are filed as exhibits to this Post-Effective Amendment No. 1 to Form S-8 Registration Statement:

| Exhibit No. | Description of Exhibit | If Incorporated by Reference, Document with which Exhibit was Previously Filed with SEC |
|-------------|--|---|
| 24 | Powers of Attorney for Vicki L. Avril, Bruce A. Edwards, Mark A. Emkes, John F. Finn, Daniel J. Gunsett, Judith D. Hook and Patrick Norton | Included herein. |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Delaware, State of Ohio, on July 30, 2009.

GREIF, INC.

By /s/ Michael J. Gasser
Michael J. Gasser, Chairman of the
Board of
Directors and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities indicated on July 30, 2009.

| Signature | Title |
|--|--|
| /s/ Michael J. Gasser Michael J. Gasser | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) |
| /s/ Donald S. Huml Donald S. Huml | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Kenneth B. Andre III Kenneth B. Andre III | Vice President, Corporate Controller (Principal Accounting Officer) |
| Vicki L. Avril* Vicki L. Avril | Director |
| Bruce A. Edwards* Bruce A. Edwards | Director |
| Mark A. Emkes* Mark A. Emkes | Director |
| John F. Finn* John F. Finn | Director |
| Daniel J. Gunsett* Daniel J. Gunsett | Director |

Judith D. Hook*

Director

Judith D. Hook

Patrick J. Norton*

Director

Patrick J. Norton

* The undersigned, Michael J. Gasser, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to Form S-8 Registration Statement on behalf of each of the above-named persons pursuant to powers of attorney duly executed by such persons and filed as exhibits to this Post-Effective Amendment No. 1 to Form S-8 Registration Statement.

/s/ Michael J. Gasser
Michael J. Gasser, Attorney-in-Fact