

GREIF INC  
Form NT 10-K  
December 30, 2014

SECURITY NUMBER

CUSTOMER NUMBER

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):     Form 10-K     Form 20-F     Form 11-K     Form 10-Q  
                   Form 10-D     Form N-SAR     Form N-CSR

For Period Ended: October 31, 2014

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

**Greif, Inc.**

**Full Name of Registrant**

**Former Name if Applicable**

**425 Winter Road**

**Address of Principal Executive Office (*Street and Number*)**

**Delaware, OH 43015**

**City, State and Zip Code**

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- x (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- x (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- .. (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Greif, Inc. (the Company) is unable to file its Form 10-K for the fiscal year ended October 31, 2014 (the 2014 Form 10-K) within the prescribed time period without unreasonable effort or expense due to the reasons described below.

As previously reported in its Form 8-K filings, the Company engaged a new independent registered public accounting firm during the fourth quarter of 2014. Also as previously reported, as a result of impairment indicators that occurred during the fourth quarter of 2014, the Company expects to record a non-cash impairment charge as of October 31, 2014 that may represent a material portion of the goodwill associated with its Flexible Products & Services segment. The extensive analysis and assessment of this non-cash impairment charge and its financial statement impact, despite diligent efforts, has not been completed as of the date hereof. Lastly, the Company is finalizing the assessment of differences arising from the reconciliation of deferred tax accounts for a variety of international locations. This analysis has also not been completed as of the date hereof.

Due to the issues noted above, the Company has not completed its financial statements for the fiscal year ended October 31, 2014. The Company currently expects to file the 2014 Form 10-K within 15 calendar days from the prescribed due date.

(Attach extra Sheets if Needed)

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Lawrence A. Hilsheimer**  
(Name)

**740**  
(Area Code)

**549-6000**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Greif, Inc.**

**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date December 30, 2014

By /s/ Lawrence A. Hilsheimer  
Name Lawrence A. Hilsheimer  
Executive Vice President and Chief Financial  
Title Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

SEC 1344 (04-09) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**