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

FORM 8-K/A

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

Date of Report (Date of earliest event reported): September 3, 2014 (August 29, 2014)



GREIF, INC.

(Exact name of registrant as specified in its charter)

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))
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Explanatory Note

This Form 8-K/A amends the Report on Form 8-K filed by Greif, Inc. (the “Company”) on July 8, 2014, regarding the effective date of resignation of Ernst & Young LLP (“EY”) as the Company’s independent registered public accounting firm.

Section 4 – Matters Related to Accountants and Financial Statements

Item 4.01 Changes in Registrant’s Certifying Accountant.

- (a) (1) On July 3, 2014, Ernst & Young LLP (“EY”), at that time Greif, Inc.’s (the “Company”) independent registered public accounting firm, informed the Company that it was resigning as the Company’s independent public accounting firm effective after the Company filed its Form 10-Q for its fiscal quarter ending July 31, 2014 (the “2014 Third Quarter Form 10-Q”). On August 29, 2014, the Company filed the 2014 Third Quarter Form 10-Q. Accordingly, EY’s effective date of resignation was August 29, 2014.
- (2) For the two fiscal years ended October 31, 2013, the reports of EY on the Company’s consolidated financial statements did not contain an adverse opinion, or a disclaimer of opinion, nor were any such reports qualified or modified as to uncertainty, audit scope, or accounting principles.
- (3) In connection with the audits of consolidated financial statements for each of the Company’s two fiscal years ended October 31, 2013 and the subsequent period through August 29, 2014, there were no disagreements between EY and the Company regarding any matters of accounting principles or practices, financial statement disclosure or auditing scope which, if not resolved to the satisfaction of EY, would have caused it to make reference thereto in its reports on the financial statements for such years.
- (4) As disclosed in the Company’s Annual Reports on Form 10-K for the years ended October 31, 2013 and 2012 (the “2013 and 2012 Form 10-Ks”) and in the 2014 Third Quarter Form 10-Q, management has concluded that the Company did not maintain effective internal control over financial reporting as of October 31, 2013 and 2012 and July 31, 2014 as a result of material weaknesses described in Item 9A of the 2013 and 2012 Form 10-Ks and in Item 4 of the 2014 Third Quarter Form 10-Q, which disclosure is incorporated herein by reference. EY issued an adverse opinion on the effectiveness of internal controls over financial reporting as of October 31, 2013 and 2012 as a result of these material weaknesses. The Company’s Audit Committee has discussed the material weaknesses in the Company’s internal control over financial reporting with EY and has authorized EY to respond fully to the inquiries from the Company’s new independent public accounting firm concerning such material weaknesses.
- (5) The Company has provided a copy of this Form 8-K/A to EY and has requested that EY furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements in this item 4.01(a). A copy of such letter, dated September 3, 2014, is filed as Exhibit 16(b) to this Form 8-K/A.

Section 9 – Financial Statements and Exhibits**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
16(a)	Letter from Ernst & Young LLP dated July 8, 2014.*
16(b)	Letter from Ernst & Young LLP September 3, 2014.*

* Included herein.

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: September 3, 2014

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
16(a)	Letter from Ernst & Young LLP dated July 8, 2014.*
16(b)	Letter from Ernst & Young LLP dated September 3, 2014.*

* Included herein.

Previously filed as Exhibit 16 to the Form 8-K filed on July 8, 2014

July 8, 2014

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Ladies and Gentlemen:

We have read Item 4.01 of Form 8-K dated July 8, 2014 of Greif, Inc. and are in agreement with the statements contained in Item 4.01(a). We have no basis to agree or disagree with other statements of the registrant contained therein.

Regarding the registrant's statement concerning the material weaknesses in internal control over financial reporting included in the fourth paragraph in Item 4.01(a), we had considered such matters in determining the nature, timing, and extent of procedures performed in our audit of the registrant's 2013 and 2012 financial statements.

/S/ Ernst & Young LLP

September 3, 2014

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Ladies and Gentlemen:

We have read Item 4.01 of Form 8-K/A dated September 3, 2014 of Greif, Inc. and are in agreement with the statements contained in Item 4.01 (a). We have no basis to agree or disagree with other statements of the registrant contained therein.

Regarding the registrant's statement concerning the material weaknesses in internal control over financial reporting included in the fourth paragraph in Item 4.01(a), we had considered such matters in determining the nature, timing, and extent of procedures performed in our audit of the registrant's 2013 and 2012 financial statements.

/s/ Ernst & Young LLP