

GREIF INC
Form 10-Q/A
November 17, 2010

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

**FORM 10-Q/A
Amendment No. 1**

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

**For the quarterly period ended April 30, 2010
Commission File Number 001-00566**

GREIF, INC.

(Exact name of registrant as specified in its charter)

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

**31-4388903
(I.R.S. 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, former address and former fiscal year, if changed since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of each of the issuer's classes of common stock at the close of business on May 31, 2010:

Class A Common Stock
Class B Common Stock

24,657,074 shares
22,462,266 shares

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Explanatory Note

This Quarterly Report on Form 10-Q/A, Amendment No. 1 (this **Amendment**), amends the Quarterly Report on Form 10-Q of Greif, Inc. (the **Company**) for the quarterly period ended April 30, 2010 that was originally filed on June 9, 2010 (the **Original Form 10-Q**). This Amendment is being filed solely to provide a revised copy of Exhibit 10(p) that was included with the Original Form 10-Q. The only change that has been made to Exhibit 10(p) is that certain information that was previously omitted from Schedules 5.15 and 7.02 of the Exhibit 10(p) filed with the Original Form 10-Q pursuant to a request for confidential treatment has now been included in the Exhibit 10(p) filed with this Amendment.

No other changes have been made to the Original Form 10-Q by this Amendment. This Amendment speaks as of the original filing date of the Original Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original Form 10-Q.

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ITEM 6. EXHIBITS

(a.) Exhibits

Exhibit No.	Description of Exhibit
10(p)	Credit Agreement dated as of February 19, 2009, among Greif, Inc. and Greif International Holding B.V., as borrowers, a syndicate of financial institutions, as lenders, Bank of America, N.A., as administrative agent, L/C issuer and swing line lender, Banc of America Securities LLC and J.P. Morgan Securities Inc., as joint lead arrangers and joint book managers, JPMorgan Chase Bank, N.A., as syndication agent, and KeyBank, National Association and U.S. Bank, National Association, as co-documentation agents.*
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a 14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a 14(a) of the Securities Exchange Act of 1934.

* Certain portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Securities and Exchange Commission.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

Greif, Inc.

(Registrant)

November 17, 2010

/s/ Donald S. Huml

Donald S. Huml,

Executive Vice President and Chief Financial Officer

(Duly Authorized Signatory)