

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

November 12, 2019

Date of Report (Date of earliest event reported)



OWENS-ILLINOIS, INC.
OWENS-ILLINOIS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware (Owens-Illinois, Inc.)
Delaware (Owens-Illinois Group, Inc.)
(State or other jurisdiction
of incorporation)

1-9576
33-13061
(Commission
File Number)

22-2781933
34-1559348
(IRS Employer
Identification No.)

One Michael Owens Way
Perrysburg, Ohio
(Address of principal executive offices)

43551-2999
(Zip Code)

(567) 336-5000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$.01 par value per share, of Owens-Illinois Group Inc.	OI	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01 OTHER EVENTS.

On November 12, 2019, Owens-Illinois Group, Inc. (“OI Group”), the wholly-owned subsidiary of Owens-Illinois, Inc., issued a press release (the “Press Release”) announcing that its wholly-owned subsidiary, OI European Group B.V. (“OI Europe”), had delivered (i) a notice of redemption to holders of OI Europe’s outstanding 6.75% senior notes due 2020 (the “2020 Notes”) calling for the redemption of the remaining €250 million aggregate principal amount of outstanding 2020 Notes and (ii) a notice of partial redemption to holders of OI Europe’s outstanding 4.875% senior notes due 2021 (the “2021 Notes” and, together with the 2020 Notes, the “Notes”) calling for the redemption of €212 million aggregate principal amount of the outstanding 2021 Notes. Following the partial redemption of the 2021 Notes, €118 million aggregate principal amount of the 2021 Notes will remain outstanding.

The redemption date for each redemption will be November 22, 2019. In accordance with the terms of (i) the 2020 Notes and the Indenture, dated as of September 15, 2010 (the “2020 Notes Indenture”), among OI Europe, the guarantors named therein, Deutsche Trustee Company Limited, as trustee, Deutsche Bank AG, London Branch, as principal paying agent and transfer agent, and Deutsche Bank Luxembourg S.A., as registrar, Luxembourg paying agent and transfer agent, and (ii) the 2021 Notes and the Indenture, dated as of March 22, 2013 (the “2021 Notes Indenture” and, together with the 2020 Notes Indenture, the “Indentures”), among OI Europe, the guarantors named therein, Deutsche Trustee Company Limited, as trustee, Deutsche Bank AG, London Branch, as principal paying agent and transfer agent, and Deutsche Bank Luxembourg S.A., as registrar and Luxembourg transfer agent, each series of Notes will be redeemed at a price equal to the sum of the principal amount of the Notes to be redeemed, the applicable premium calculated in accordance with the terms of the applicable series of Notes and the related Indenture, and the accrued and unpaid interest on the applicable series of Notes up to, but not including, the redemption date. The Company intends to fund each redemption with proceeds from the previously announced offering by OI Europe of €500 million aggregate principal amount of 2.875% senior notes due 2025.

A copy of the Press Release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit

No.	Description
99.1	Press Release, dated November 12, 2019.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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.

OWENS-ILLINOIS, INC.

Date: November 12, 2019

By: /s/ John A. Haudrich

Name: John A. Haudrich

Title: Senior Vice President and Chief Financial Officer

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.

OWENS-ILLINOIS GROUP, INC.

Date: November 12, 2019

By: /s/ John A. Haudrich

Name: John A. Haudrich

Title: President and Chief Financial Officer

OI: HONEST, PURE, ICONIC GLASS

FOR IMMEDIATE RELEASE

OI European Group B.V. Issues Notice of Full Redemption for 6.75% Senior Notes due 2020 and Notice of Partial Redemption for 4.875% Senior Notes due 2021

PERRYSBURG, Ohio / SCHIEDAM, the Netherlands (November 12, 2019)— Owens-Illinois Group, Inc. (the “Company”) announced that its wholly-owned subsidiary, OI European Group B.V. (“OI Europe”), has delivered (i) a notice of redemption to holders of OI Europe’s outstanding 6.75% senior notes due 2020 (the “2020 Notes”) calling for the redemption of the remaining €250 million aggregate principal amount of outstanding 2020 Notes and (ii) a notice of partial redemption to holders of OI Europe’s outstanding 4.875% senior notes due 2021 (the “2021 Notes” and, together with the 2020 Notes, the “Notes”) calling for the redemption of €212 million aggregate principal amount of the outstanding 2021 Notes. Following the partial redemption of the 2021 Notes, €118 million aggregate principal amount of the 2021 Notes will remain outstanding.

The redemption date for each redemption will be November 22, 2019. In accordance with the terms of the Notes and the related indentures under which the Notes were issued, each series of Notes will be redeemed at a price equal to the sum of the principal amount of the Notes to be redeemed, the applicable premium calculated in accordance with the terms of the applicable Notes and the related indenture, and the accrued and unpaid interest on the applicable Notes up to, but not including, the redemption date. The Company intends to fund each redemption with proceeds from the previously announced offering by OI Europe of €500 million aggregate principal amount of 2.875% senior notes due 2025.

Questions relating to the notices of redemption and related materials should be directed to Deutsche Bank AG, London Branch, in its capacity as paying agent for the redemptions of the Notes (the “Paying Agent”), at tss-gds.row@db.com. The address of the Paying Agent is Winchester House, 1 Great Winchester Street, London EC2N 2DB, UK.

This news release shall not constitute an offer to sell, or the solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

This announcement contains inside information by the Company and OI Europe under Regulation (EU) 596/2014 (16 April 2014).

###

About O-I

At Owens-Illinois, Inc. (NYSE: OI), we love glass and we’re proud to make more of it than any other glass bottle or jar producer in the world. We love that it’s beautiful, pure and completely recyclable. With global headquarters in Perrysburg, Ohio, we are the preferred partner for many of the world’s leading food and beverage brands. Working hand and hand with our customers, we give our passion and expertise to make their bottles iconic and help build their brands around the world. With more than 26,500 people at 78 plants in 23 countries, O-I has a global impact, achieving revenues of \$6.9 billion in 2018. For more information, visit o-i.com.

###

Forward-Looking Statements

This press release contains “forward-looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Section 27A of the Securities Act of 1933. Forward-looking statements reflect the Company’s current expectations and projections about future events at the time, and thus involve uncertainty and risk. The words “believe,” “expect,” “anticipate,” “will,” “could,” “would,” “should,” “may,” “plan,” “estimate,” “intend,” “predict,” “potential,” “continue,” and the negatives of these words and other similar expressions generally identify forward-looking statements.

It is possible the Company’s future financial performance may differ from expectations due to a variety of factors including, but not limited to the following: (1) foreign currency fluctuations relative to the U.S. dollar, (2) changes in capital availability or cost, including interest rate fluctuations and the ability of the Company to refinance debt at favorable terms, (3) the general political, economic and competitive conditions in markets and countries where the Company has operations, including uncertainties related to Brexit, economic and social conditions, disruptions in the supply chain, competitive pricing pressures, inflation or deflation, and changes in tax rates and laws, (4) the Company’s ability to generate sufficient future cash flows to ensure the Company’s goodwill is not impaired, (5) consumer preferences for alternative forms of packaging, (6) cost and availability of raw materials, labor, energy and transportation, (7) the Company’s ability to manage its cost structure, including its success in implementing restructuring or other plans aimed at improving the Company’s operating efficiency and working capital management, achieving cost savings, and remaining well-positioned to address the Company’s legacy liabilities, (8) consolidation among competitors and customers, (9) the Company’s ability to acquire or divest businesses, acquire and expand plants, integrate operations of acquired businesses and achieve expected benefits from acquisitions, divestitures or expansions, (10) unanticipated expenditures with respect to data privacy, environmental, safety and health laws, (11) unanticipated operational disruptions, including higher capital spending, (12) the Company’s ability to further develop its sales, marketing and product development capabilities, (13) the failure of the Company’s joint venture partners to meet their obligations or commit additional capital to the joint venture, (14) the ability of the Company and the third parties on which it relies for information technology system support to prevent and detect security breaches related to cybersecurity and data privacy, (15) changes in U.S. trade policies, (16) the Company’s ability to achieve its strategic plan, and the other risk factors discussed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018 and any subsequently filed Quarterly Reports on Form 10-Q or the Company’s other filings with the Securities and Exchange Commission.

SOURCE: Owens-Illinois Group, Inc.

For further information, please contact:

Chris Manuel
Vice President, Investor Relations
567-336-2600
chris.manuel@o-i.com
