

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

OWENS-ILLINOIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

22-2781933
(I.R.S. Employer Identification No.)

**One Michael Owens Way
Perrysburg, Ohio 43551-2999**
(Address of Principal Executive Offices) (Zip Code)

OWENS-ILLINOIS, INC. AMENDED AND RESTATED 2017 INCENTIVE AWARD PLAN
(Full title of the plan)

MaryBeth Wilkinson
**Senior Vice President, General
Counsel and Corporate Secretary**
Owens-Illinois, Inc.
One Michael Owens Way
Perrysburg, Ohio 43551-2999
(567) 336-5000

Copy to:
Julia A. Thompson
Latham & Watkins LLP
555 11th Street, NW
Suite 1000
Washington, DC 20004
202-637-2200

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount of Shares to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Amount of Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.01 par value per share, reserved for issuance under the Owens-Illinois, Inc. Amended and Restated 2017 Incentive Award Plan	6,000,000	\$ 17.58	\$ 105,480,000	\$ 12,784.18

- (1) This Registration Statement registers 6,000,000 additional shares of common stock, \$0.01 par value per share (the "Common Stock"), of Owens-Illinois, Inc. (the "Company") pursuant to the Owens-Illinois, Inc. Amended and Restated 2017 Incentive Award Plan (the "Plan"). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock of the Company.
- (2) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee. The Proposed Maximum Offering Price Per Share is based upon the average of the high and low prices for the Company's Common Stock as reported on the New

York Stock Exchange on July 26, 2019 (\$17.58).

EXPLANATORY NOTE

On March 23, 2017, the Company's Board of Directors (the "Board") approved the Owens-Illinois, Inc. 2017 Incentive Award Plan (the "Original Plan"), subject to the approval of the Company's stockholders. On May 11, 2017, the Company's stockholders approved the Original Plan, and the Company filed a Registration Statement on [Form S-8 \(File No. 333-217896\)](#) (the "Prior Registration Statement") to register 5,500,000 shares of Common Stock that may be offered or sold to participants under the Original Plan. The contents of the Prior Registration Statement are incorporated by reference herein to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

On March 21, 2019, the Board approved the Plan, subject to the approval of the Company's stockholders, which amends and restates the Original Plan, and on May 16, 2019, the Company's stockholders approved the Plan, including the increase of the number of shares of Common Stock authorized for issuance under the Plan by 6,000,000 additional shares. This Registration Statement on Form S-8 (the "Registration Statement") is being filed in order to register the 6,000,000 additional shares of Common Stock that may be offered or sold to participants under the Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information

Not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

We have filed the following documents with the Securities and Exchange Commission which are hereby incorporated by reference in this Registration Statement:

1. The Company's [Annual Report on Form 10-K for the fiscal year ended December 31, 2018](#), filed with the Securities and Exchange Commission on February 14, 2019, including portions of the Definitive [Proxy Statement on Schedule 14A](#) specifically incorporated by reference into the Form 10-K, filed with the Securities and Exchange Commission on April 2, 2019;
2. The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019 [filed on May 2, 2019](#) and [August 1, 2019](#), respectively;
3. The Company's Current Reports on Form 8-K filed on [April 4, 2019](#), [May 17, 2019](#), [June 26, 2019](#) and [July 3, 2019](#); and
4. The description of Common Stock contained in the Company's Registration Statement on Form 8-A filed on December 3, 1991, as amended.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part of this Registration Statement from the date of the filing of such documents, except as to any portion of any document, including

portions of a Current Report furnished under Items 2.02 or 7.01 of Form 8-K, that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement is deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law provides that a corporation shall have the power, and in some cases is required, to indemnify an agent, including an officer or director, who was or is a party or is threatened to be made a party to any proceedings, against certain expenses, judgments, fines, settlements and other amounts under certain circumstances. Article IV, Section 16 of our Fourth Amended and Restated By-laws provides for indemnification of our officers and directors to the full extent permitted by the General Corporation Law of the State of Delaware, and we maintain insurance covering certain liabilities of our directors and officers and the directors and officers of our subsidiaries.

Item 8. Exhibits

Exhibit Number	Description
3.1	<u>Third Restated Certificate of Incorporation of the Company, dated May 10, 2012 (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012).</u>
3.2	<u>Fourth Amended and Restated By-laws of Owens-Illinois, Inc., effective as of July 12, 2017 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on July 13, 2017).</u>
5.1	<u>Opinion of Latham & Watkins LLP.</u>
23.1	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1).</u>
23.2	<u>Consent of Independent Registered Public Accounting Firm.</u>
24.1	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>
99.1	<u>Owens-Illinois, Inc. Amended and Restated 2017 Incentive Award Plan (incorporated by reference to Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, filed on April 2, 2019).</u>

<u>/s/ Hari N. Nair</u> Hari N. Nair	Director	August 1, 2019
<u>/s/ Hugh H. Roberts</u> Hugh H. Roberts	Director	August 1, 2019
<u>/s/ Joseph D. Rupp</u> Joseph D. Rupp	Director	August 1, 2019
<u>/s/ John H. Walker</u> John H. Walker	Director	August 1, 2019
<u>/s/ Carol A. Williams</u> Carol A. Williams	Director	August 1, 2019
<u>/s/ Dennis K. Williams</u> Dennis K. Williams	Director	August 1, 2019

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LATHAM & WATKINS LLP

August 1, 2019

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Owens-Illinois, Inc.
 One Michael Owens Way
 Perrysburg, Ohio 43551-2999
 Attention: MaryBeth Wilkinson

Re: Registration Statement on Form S-8; 6,000,000 shares of common stock, \$0.01 par value per share

Ladies and Gentlemen:

We have acted as special counsel to Owens-Illinois, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of up to 6,000,000 shares of common stock, \$0.01 par value per share (the "Shares"). The Shares are issuable under the Company's Amended and Restated 2017 Incentive Award Plan (the "Plan"), pursuant to a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on August 1, 2019 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipient and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plan, assuming in each case that the individual grants or awards under the Plan are duly

authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Owens-Illinois, Inc. Amended and Restated 2017 Incentive Award Plan of our reports dated February 14, 2019, with respect to the consolidated financial statements and schedule of Owens-Illinois, Inc. and the effectiveness of internal control over financial reporting of Owens-Illinois, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Ernst & Young LLP

Toledo, Ohio
August 1, 2019
