

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

**FORM S-8  
REGISTRATION STATEMENT**

UNDER  
THE SECURITIES ACT OF 1933

**O-I GLASS, 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)

**AMENDED AND RESTATED 1997 EQUITY PARTICIPATION PLAN OF OWENS-ILLINOIS, INC.  
SECOND AMENDED AND RESTATED OWENS-ILLINOIS, INC. 2005 INCENTIVE AWARD PLAN  
OWENS-ILLINOIS, INC. AMENDED AND RESTATED 2017 INCENTIVE AWARD PLAN  
SEVENTH AMENDED AND RESTATED OWENS-ILLINOIS, INC. LONG-TERM SAVINGS PLAN  
EIGHTH AMENDED AND RESTATED OWENS-ILLINOIS, INC. STOCK PURCHASE AND SAVINGS  
PROGRAM**  
(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, of O-I Glass, Inc.	6,000,000	\$ 13.39	\$ 80,340,000.00	\$ 10,428.14

(1) O-I Glass, Inc., a Delaware corporation (the "Company" or the "Registrant") is the successor issuer to Owens-Illinois, Inc., a Delaware corporation ("O-I"). This Registration Statement registers 6,000,000 additional shares of common stock, \$0.01 par value per share (the "Common Stock"), of the Company to be issued pursuant to the following plans (in each case, as amended and/or restated) that the Company assumed from O-I: (i) the Amended and Restated 1997 Equity Participation Plan of Owens-Illinois, Inc., (ii) the Second Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award

Plan, (iii) the Owens-Illinois, Inc. Amended and Restated 2017 Incentive Award Plan, (iv) the Seventh Amended and Restated Owens-Illinois, Inc. Long-Term Savings Plan and (v) the Eighth Amended and Restated Owens-Illinois, Inc. Stock Purchase and Savings Program (collectively, the “Plans”). 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 Plans 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 February 18, 2020 (\$13.39).
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## EXPLANATORY NOTE

This Registration Statement is being filed in order to register 6,000,000 additional shares of Common Stock that may be offered or sold to participants under the Plans. The Company assumed the Plans from O-I in connection with the reorganization of O-I into a new holding company structure that was completed on December 27, 2019.

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**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, 2019, filed with the Securities and Exchange Commission on February 21, 2020;](#)
2. [The Company's Current Report on Form 8-K filed on February 5, 2020; and](#)
3. The description of the Company's Common Stock contained in O-I'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.

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**Item 4. Description of Securities.**

Not required to be filed with this Registration Statement.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**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 the Company's 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 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

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<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>2.1</u></a>	<a href="#"><u>Agreement and Plan of Merger, dated December 26, 2019, by and among Owens-Illinois, Inc., O-I Glass, Inc. and Paddock Enterprises, LLC (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed on December 27, 2019).</u></a>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Amended and Restated Certificate of Incorporation of O-I Glass, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed on December 27, 2019).</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Amended and Restated By-Laws of O-I Glass, Inc. (incorporated by reference to Exhibit 3.3 of the Company's Current Report on Form 8-K filed on December 27, 2019).</u></a>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Latham &amp; Watkins LLP.</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Assignment and Assumption Agreement, dated December 26, 2019, by and among Paddock Enterprises, LLC and O-I Glass, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on December 27, 2019).</u></a>
<a href="#"><u>10.2</u></a>	<a href="#"><u>Amended and Restated 1997 Equity Participation Plan of Owens-Illinois, Inc. (filed as Exhibit 10.1 to Owens-Illinois, Inc.'s Form 10-Q for the quarter ended June 30, 1999, File No. 1-9576, and incorporated herein by reference).</u></a>
<a href="#"><u>10.3</u></a>	<a href="#"><u>First Amendment to Amended and Restated 1997 Equity Participation Plan of Owens-Illinois, Inc. (filed as Exhibit 10.1 to Owens-Illinois, Inc.'s Form 10-Q for the quarter ended June 30, 2002, File No. 1-9576, and incorporated herein by reference).</u></a>
<a href="#"><u>10.4</u></a>	<a href="#"><u>Second Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan (filed as Appendix B to Owens-Illinois, Inc.'s Definitive Proxy Statement on Schedule 14A filed March 31, 2014, File No. 1-9576, and incorporated herein by reference).</u></a>

- [10.5](#) [Owens-Illinois, Inc. Amended and Restated 2017 Incentive Award Plan \(incorporated by reference to Appendix B to Owens-Illinois, Inc.'s Definitive Proxy Statement on Schedule 14A, filed on April 2, 2019\).](#)
- [10.6](#) [Seventh Amended and Restated Owens-Illinois, Inc. Long-Term Savings Plan \(incorporated by reference to Exhibit 10.6 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed on December 27, 2019, File No. 333-232954\).](#)
- [10.7](#) [First Amendment to Seventh Amended and Restated Owens-Illinois, Inc. Long-Term Savings Plan \(incorporated by reference to Exhibit 10.7 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed on December 27, 2019, File No. 333-232954\).](#)
- [10.8](#) [Second Amendment to Seventh Amended and Restated Owens-Illinois, Inc. Long-Term Savings Plan \(incorporated by reference to Exhibit 10.8 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed on December 27, 2019, File No. 333-232954\).](#)
- [10.9](#) [Eighth Amended and Restated Owens-Illinois, Inc. Stock Purchase and Savings Program \(incorporated by reference to Exhibit 10.9 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed on December 27, 2019, File No. 333-232954\).](#)
- [10.10](#) [First Amendment to Eighth Amended and Restated Owens-Illinois, Inc. Stock Purchase and Savings Program \(incorporated by reference to Exhibit 10.10 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed on December 27, 2019, File No. 333-232954\).](#)
- [10.11](#) [Second Amendment to Eighth Amended and Restated Owens-Illinois, Inc. Stock Purchase and Savings Program \(incorporated by reference to Exhibit 10.11 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed on December 27, 2019, File No. 333-232954\).](#)
- [10.12](#) [Third Amendment to Eighth Amended and Restated Owens-Illinois, Inc. Stock Purchase and Savings Program \(incorporated by reference to Exhibit 10.12 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, filed on December 27, 2019, File No. 333-232954\).](#)
- [23.1](#) [Consent of Latham & Watkins LLP \(included in Exhibit 5.1\).](#)
- [23.2](#) [Consent of Independent Registered Public Accounting Firm.](#)
- [24.1](#) [Power of Attorney \(included on the signature page of this Registration Statement\).](#)

**Item 9. Undertakings.**

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS** LLP

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Milan	

February 21, 2020

O-I Glass, 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 O-I Glass, Inc., a Delaware corporation (the "Company"), the successor issuer to Owens-Illinois, Inc., a Delaware corporation ("O-I"), 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 (i) the Amended and Restated 1997 Equity Participation Plan of Owens-Illinois, Inc., (ii) the Second Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan, (iii) the Owens-Illinois, Inc. Amended and Restated 2017 Incentive Award Plan, (iv) the Seventh Amended and Restated Owens-Illinois, Inc. Long-Term Savings Plan and (v) the Eighth Amended and Restated Owens-Illinois, Inc. Stock Purchase and Savings Program (each a "Plan" and together, the "Plans"), 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 February 21, 2020 (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 a Plan, assuming in each case that the individual grants or awards under such Plan are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and such 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.

February 21, 2020

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## LATHAM & WATKINS<sup>LLP</sup>

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

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to (i) the Amended and Restated 1997 Equity Participation Plan of Owens-Illinois, Inc., (ii) the Second Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan, (iii) the Owens-Illinois, Inc. Amended and Restated 2017 Incentive Award Plan, (iv) the Seventh Amended and Restated Owens-Illinois, Inc. Long-Term Savings Plan and (v) the Eighth Amended and Restated Owens-Illinois, Inc. Stock Purchase and Savings Program of our reports dated February 21, 2020 with respect to the consolidated financial statements and schedule of O-I Glass, Inc. and the effectiveness of internal control over financial reporting of O-I Glass, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Ernst & Young LLP

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Toledo, Ohio  
February 21, 2020

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