

**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)

O-I GLASS, INC. THIRD AMENDED AND RESTATED 2017 INCENTIVE AWARD PLAN
(Full title of the plan)

**Darrow A. Abrahams
Senior Vice President, General
Counsel and Corporate Secretary
O-I Glass, 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed in order to register 6,850,000 additional shares of common stock, \$0.01 par value per share (“Common Stock”), of O-I Glass, Inc. (the “Company” or the “Registrant”) that may be issued to participants pursuant to the O-I Glass, Inc. Third Amended and Restated 2017 Incentive Award Plan (the “Plan”). On May 11, 2021 and May 10, 2022, stockholders of the Company approved separate amendments and restatements of the Plan at the Company’s Annual Meeting of Share Owners held on such dates. The aggregate effect of these amendments and restatements resulted in the total number of shares of Common Stock reserved for issuance under the Plan increasing by 6,850,000 shares.

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.

The Company has filed the following documents with the Securities and Exchange Commission (“SEC”), 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, 2021, filed with the SEC on February 9, 2022](#), including portions of the [Definitive Proxy Statement on Schedule 14A, filed with the SEC on March 30, 2022](#), specifically incorporated by reference into the Annual Report on Form 10-K;
2. The Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2022, June 30, 2022 and September 30, 2022, filed with the SEC on [April 26, 2022](#), [August 3, 2022](#) and [November 2, 2022](#), respectively;
3. The Company’s Current Reports on Form 8-K filed with the SEC on [February 2, 2022](#), [March 28, 2022](#), [May 12, 2022](#), [July 18, 2022](#) and [August 31, 2022](#), respectively; and
4. The description of the Company’s Common Stock contained in Owens-Illinois, Inc.’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 Securities Exchange Act of 1934, as amended (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 such statement conflicts with 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 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 General Corporation Law of the State of Delaware (“DGCL”) 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 pending or completed action, suit or 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 DGCL, and the Company maintains 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.

| Exhibit Number | Description |
|-----------------------|--|
| 4.1 | Amended and Restated Certificate of Incorporation of O-I Glass, Inc. (filed as Exhibit 3.2 to O-I Glass, Inc.’s, Paddock Enterprises, LLC’s and Owens-Illinois Group, Inc.’s Form 8-K12B dated December 25, 2019, File Nos. 1-9576 and 1-10956, and incorporated herein by reference). |
| 4.2 | Amended and Restated By-Laws of O-I Glass, Inc. (filed as Exhibit 3.3 to O-I Glass, Inc.’s, Paddock Enterprises, LLC’s and Owens-Illinois Group, Inc.’s Form 8-K12B dated December 25, 2019, File Nos. 1-9576 and 1-10956, and incorporated herein by reference). |
| 5.1 | Opinion of Latham & Watkins LLP. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Latham & Watkins LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included on the signature page of this Registration Statement). |
| 99.1 | O-I Glass, Inc. Third Amended and Restated 2017 Incentive Award Plan (filed as Appendix A to O-I Glass, Inc.’s Supplement to Proxy Statement on Schedule 14A filed April 29, 2022, File No. 1-9576, and incorporated herein by reference). |
| 107 | Filing Fee Table |

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 of 1933, as amended (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 SEC 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 Filing Fees Table" in the effective Registration Statement; and

(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 SEC 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 SEC 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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Perrysburg, state of Ohio, on the 3rd day of November, 2022.

O-I GLASS, INC.

By: /s/ Darrow A. Abrahams

Darrow A. Abrahams

Senior Vice President, General Counsel and Corporate Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Andres A. Lopez, John A. Haudrich and Darrow A. Abrahams and each of them, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|------------------|
| <u>/s/ Andres A. Lopez</u> Andres A. Lopez | President and Chief Executive Officer (Principal Executive Officer) and Director | November 3, 2022 |
| <u>/s/ John A. Haudrich</u> John A. Haudrich | Senior Vice President and Chief Financial Officer (Principal Financial Officer; Principal Accounting Officer) | November 3, 2022 |
| <u>/s/ John H. Walker</u> John H. Walker | Chairman of the Board | November 3, 2022 |
| <u>/s/ Samuel R. Chapin</u> Samuel R. Chapin | Director | November 3, 2022 |
| <u>/s/ David V. Clark, II</u> David V. Clark, II | Director | November 3, 2022 |
| <u>/s/ Gordon J. Hardie</u> Gordon J. Hardie | Director | November 3, 2022 |
| <u>/s/ John Humphrey</u> John Humphrey | Director | November 3, 2022 |
| <u>/s/ Alan J. Murray</u> Alan J. Murray | Director | November 3, 2022 |
| <u>/s/ Hari N. Nair</u> Hari N. Nair | Director | November 3, 2022 |
| <u>/s/ Joseph D. Rupp</u> Joseph D. Rupp | Director | November 3, 2022 |
| <u>/s/ Catherine I. Slater</u> Catherine I. Slater | Director | November 3, 2022 |
| <u>/s/ Carol A. Williams</u> Carol A. Williams | Director | November 3, 2022 |

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LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

| | |
|--------------|------------------|
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| Los Angeles | Tokyo |
| Madrid | Washington, D.C. |

November 3, 2022

O-I Glass, Inc.
 One Michael Owens Way
 Perrysburg, Ohio 43551-2999
 Attention: Darrow A. Abrahams

Re: Registration Statement on Form S-8; 6,850,000 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*”), in connection with the proposed issuance of up to 6,850,000 shares of common stock, \$0.01 par value per share (the “*Shares*”), to be issued pursuant to the O-I Glass, Inc. Third Amended and Restated 2017 Incentive Award Plan (the “*Plan*”). The Shares are included in 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 November 3, 2022 (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 or related prospectus, 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.

Sincerely ,

/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 O-I Glass, Inc. Third Amended and Restated 2017 Incentive Award Plan of our reports dated February 9, 2022, 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, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Ernst & Young LLP

Toledo, Ohio
November 3, 2022

CALCULATION OF FILING FEES TABLE

FORM S-8
(Form Type)

O-I GLASS, INC.

(Exact name of registrant as specified in its charter)

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Share ⁽²⁾ | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-------------------------------|--|----------------------|----------------------------------|--|----------------------------------|------------|----------------------------|
| Equity | Common Stock, \$0.01 par value per share | Other | 6,850,000 | \$16.80 | \$115,080,000 | 0.00011020 | \$12,681.82 |
| Total Offering Amounts | | | | | \$115,080,000 | | \$12,681.82 |
| Total Fee Offsets | | | | | | | — |
| Net Fee Due | | | | | | | \$12,681.82 |

- (1) This Registration Statement registers 6,850,000 additional shares of common stock, \$0.01 par value per share (“Common Stock”), of O-I Glass, Inc. (the “Registrant”) that may be issued to participants pursuant to the O-I Glass, Inc. Third Amended and Restated 2017 Incentive Award Plan (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of common stock of the Registrant that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The Proposed Maximum Offering Price Per Share is based on the average of the high and the low price of Common Stock as reported on the New York Stock Exchange on October 28, 2022.