

**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**

March 11, 2020

Date of Report (Date of earliest event reported)



O-I GLASS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9576
(Commission
File Number)

22-2781933
(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 below 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 O-I Glass, 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 7.01 ENTRY INTO A DEFINITIVE AGREEMENT.

On March 11, 2020, O-I Glass, Inc. (the “Company”) issued a press release providing a business update in lieu of a previously scheduled management presentation at an investor conference that was cancelled due to COVID-19. The Company also posted the presentation slides originally intended to be used at the investor conference to its website at www.o-i.com.

Copies of the press release and the presentation slides are furnished as Exhibits 99.1 and 99.2 hereto, respectively, and are incorporated herein by reference. The information contained in this Item 7.01 and in Exhibits 99.1 and 99.2 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**(d) Exhibits.**

Exhibit No.	Description
99.1	Press Release, dated March 11, 2020
99.2	Investor Presentation Slides
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

O-I GLASS, INC.

Date: March 11, 2020

By: /s/ John A. Haudrich

Name: John A. Haudrich

Title: Senior Vice President and Chief Financial Officer



FOR IMMEDIATE RELEASE

For more information, contact:

Chris Manuel
Vice President of Investor Relations
567-336-2600
Chris.Manuel@o-i.com

O-I GLASS PROVIDES BUSINESS UPDATE

*Global Business Continues to Operate Without Interruption;
Recent Demand Patterns Remain Stable*

PERRYSBURG, Ohio (March 11, 2020) – O-I Glass, Inc. (NYSE: OI) today provided a business update in lieu of management’s previously scheduled presentation at the JP Morgan investor conference which was cancelled by the organizers due to COVID-19. Additionally, a presentation originally intended for the conference that is primarily focused on the longer term strategy of the business has been posted on its website at www.o-i.com.

“O-I’s operating performance through February has been solid, and pacing in-line with the company’s most recent earnings guidance for the first quarter of 2020. Overall, sales volume has been flat with the prior year. Higher shipments in Asia-Pacific (including China) and the benefit from the Nueva Fanal acquisition offset continued lower beer demand in North America which has been in-line with our expectations. We benefited from higher average selling prices as well as favorable sales mix and cost performance, especially at the company’s focus factories. We are pleased with the progress of our turnaround initiatives and overall business performance to date,” said Andres Lopez, CEO.

Lopez continued, “Despite the challenges associated with COVID-19 and resulting economic disruption, O-I’s business continues to operate without interruption and recent demand patterns remain stable through early March. O-I continues to closely follow guidance from the World Health Organization, U.S. Centers for Disease Control and Prevention as well as federal and state governments in appropriate jurisdictions related to COVID-19. The company has been working with customers and suppliers alike to develop preparedness plans in response to this rapidly evolving situation. We are better integrated as an enterprise and prepared than ever to move with speed and agility to execute any contingency plans if required.”

CFO John Haudrich added, “O-I continues to advance its strategic portfolio review, as expected, and the company’s balance sheet is sound. Following refinancing activity last year and given proceeds from recent divestitures, the company’s liquidity position is strong with cash and available lines of credit of approximately \$2 billion at December 31, 2019 and no near-term bond maturities. Year-to-date through February 2020, cash flows compare favorably to the same period last year given lower working capital levels, lower capital expenditures and suspension of asbestos related payments. The Chapter 11 process of O-I’s subsidiary Paddock Enterprises is proceeding as expected. Paddock has opposed a request by the U.S. Trustee to examine its Corporate Modernization transaction, which is a strategy that has been widely and successfully used by other companies and which we believe enhances Paddock’s ability to resolve its liabilities fairly and in way that maximizes value for all stakeholders. We are confident that the Corporate Modernization transaction fully complies with Delaware law and will be validated through the bankruptcy process. Paddock remains committed to addressing its legacy liabilities in a just and appropriate manner and is continuing work with its creditor constituencies towards achieving a consensual Plan of Reorganization.”

About O-I Glass

At O-I Glass, 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 27,500 people at 78 plants in 23 countries, O-I has a global impact, achieving revenues of \$6.7 billion in 2019. For more information, visit o-i.com.

Forward-Looking Statements

This press release contains "forward-looking" statements related to O-I Glass, Inc. ("O-I Glass" or the "company") 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 that the company's future financial performance may differ from expectations due to a variety of factors including, but not limited to the following: (1) the company's ability to obtain the benefits it anticipates from the Corporate Modernization, (2) risks inherent in, and potentially adverse developments related to, the Chapter 11 bankruptcy proceeding involving the company's wholly owned subsidiary Paddock Enterprises, LLC ("Paddock"), that could adversely affect the company and the company's liquidity or results of operations, including risks from asbestos-related claimant representatives asserting claims against the company and potential for litigation and payment demands against us by such representatives and other third parties, (3) the company's ability to accurately estimate its total asbestos-related liability or to control the timing and occurrence of events related to outstanding asbestos-related claims, including but not limited to the company's obligations to make payments to resolve such claims under the terms of its support agreement with Paddock, (4) 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, (5) 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, (6) the company's ability to achieve its strategic plan, (7) foreign currency fluctuations relative to the U.S. dollar, (8) changes in capital availability or cost, including interest rate fluctuations and the ability of the company to refinance debt at favorable terms, (9) 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, changes in tax rates and laws, natural disasters, weather, pandemics and outbreaks of contagious diseases and other adverse public health developments, such as COVID-19, (10) the company's ability to generate sufficient future cash flows to ensure the company's goodwill is not impaired, (11) consumer preferences for alternative forms of packaging, (12) cost and availability of raw materials, labor, energy and transportation, (13) consolidation among competitors and customers, (14) unanticipated expenditures with respect to data privacy, environmental, safety and health laws, (15) unanticipated operational disruptions, including higher capital spending, (16) the company's ability to further develop its sales, marketing and product development capabilities, (17) the failure of the company's joint venture partners to meet their obligations or commit additional capital to the joint venture, (18) 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, (19) changes in U.S. trade policies, and the other risk factors discussed in the company's Annual Report on Form 10-K for the year ended December 31, 2019 and any subsequently filed Annual Report on Form 10-K, Quarterly Reports on Form 10-Q or the company's other filings with the Securities and Exchange Commission.

It is not possible to foresee or identify all such factors. Any forward-looking statements in this document are based on certain assumptions and analyses made by the company in light of its experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from expectations. While the company continually reviews trends and uncertainties affecting the company's results or operations and financial condition, the company does not assume any obligation to update or supplement any particular forward-looking statements contained in this document.



**1Q20 INVESTOR
PRESENTATION**



SAFE HARBOR COMMENTS

► **Forward-Looking Statements**

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- The Company routinely posts important information on its website – www.o-i.com/investors.



O-I AT A GLANCE

LEADING GLOBAL
glass container supplier



\$6.7 BILLION
in net sales in 2019



6000+
direct customers



FOUNDED IN 1903
As Owens Bottle Company



~27,500
employees
worldwide



78 factories
23 countries



OPERATING IN 3 REGIONS:
Americas, Europe and Asia-Pacific



71% OF NET SALES
from non-US operations



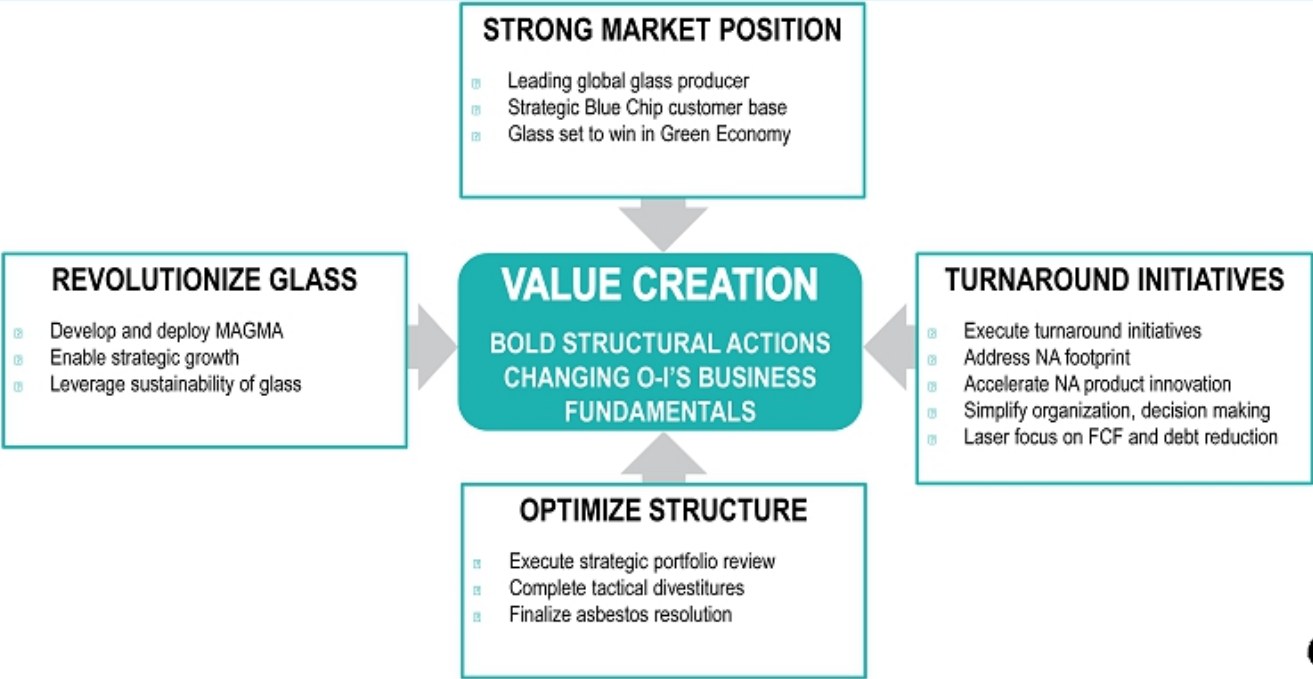
GLASS IS THE MOST
sustainable packaging option



2019 PRODUCT PORTFOLIO:

35% beer, 21% wine, 16% food, 14% NAB, 12% spirits

EXECUTING O-I GLASS INVESTMENT THESIS

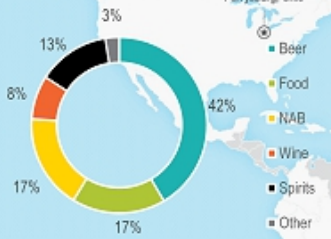


STRONG MARKET POSITION

GLOBAL PRESENCE SPANNING 23 COUNTRIES

AMERICAS
36 Plants & 78 Furnaces
17,000 Employees

AM 2019 Tonnes Sold by End Use

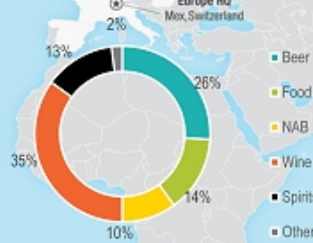


AM % 2019 Total O-I Revenues

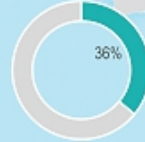


EUROPE
34 Plants & 58 Furnaces
8,100 Employees

EU 2019 Tonnes Sold by End Use

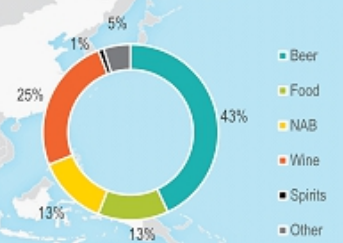


EU % 2019 Total O-I Revenues

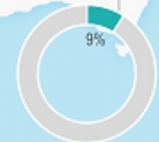


ASIA PACIFIC
8 Plants & 15 Furnaces
2,500 Employees

AP 2019 Tonnes Sold by End Use



AP % 2019 Total O-I Revenues



*numbers do not include O-I joint ventures



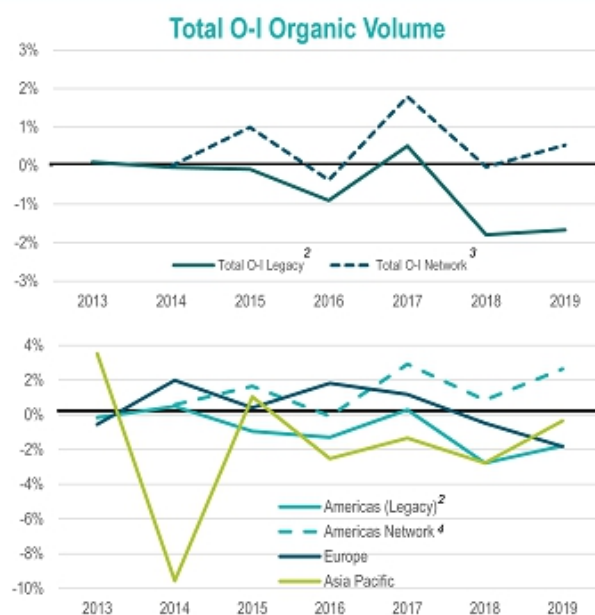
STRONG MARKET POSITION

STABLE TO IMPROVING ORGANIC SALES VOLUMES ACROSS O-I NETWORK

	O-I		Market
	2019	2020	2020-2022 CAGR ¹
O-I Network	▲	▲	----
O-I Legacy	▼	▶ / ▲	▶ / ▲
Americas	▲	▶	▶
North	▼▼	▼▼	▼▼
Central	▲▲	▲▲	▲
South	▲▲	▲	▲
Europe	▼	▲	▲
Asia Pacific	▶	▶	▶
ANZ	▼	▶	▶
Asia	▲▲	▲	▲▲

Key

▲▲	Mid single digit	▼▼
▲	Low single digit	▼
▶	Flat (+/- 0.5%)	▶



¹ Based on Euromonitor for appropriate markets
² Legacy denotes associated operations.
³ Total O-I Network includes legacy operations plus strategic JVs (CBI and Comgas)
⁴ Americas Network includes legacy volumes plus strategic JVs (CBI and Comgas)





STRONG MARKET POSITION

GLASS: THE WORLD'S MOST SUSTAINABLE PACKAGE

In a world where sustainability is more important than ever, we are proud to make an inherently **sustainable product**.

- Made from natural, readily available raw materials
- 100 percent endlessly recyclable into new food-safe glass packaging
- Reusable over and over again
- Can be refilled an average of 25x
- Provides UV protection
- Does not impact the product's taste or integrity
- Only food contact material 'Generally Recognized as Safe' by U.S. Food and Drug Administration



TURNAROUND INITIATIVES

IMPROVING OPERATING PERFORMANCE



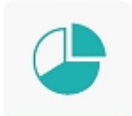
REVENUE AND MIX OPTIMIZATION

- Improve price and mix across select geographies, customers and categories
- Secure the base while revaluing contracts and payment terms to improve cash flow
- Introduce new products geared to offset shrinking categories in NA with more profitable growth opportunities



FACTORY PERFORMANCE

- Rigorous performance based management approach to lift operating results across the network
- Minimizing curtailment and complexity costs as factories operate with higher efficiency, utilization and quality
- Capacity adjustments in NA market to balance supply and demand



COST TRANSFORMATION

- Zero-based approach to reduce OpEx and organization costs
- Simplify organization and management model to improve speed, agility and market responsiveness
- Efforts supported by Accenture

TARGET \$35M– \$50M NET BENEFITS IN 2020 FROM TURNAROUND INITIATIVES
\$150M+ LONG-TERM RUN RATE NET BENEFIT (3 YEAR PROCESS)





REVOLUTIONIZE GLASS

MAGMA REINVENTS HOW GLASS IS MADE

- New capacity at lower capital commitment and intensity
- Total cost of ownership below legacy
- Increased scalability
- Rapid new capacity deployment and asset portability
- Production flexibility to support diversified offerings
- Competitively enter new markets at lower risk
- Superior sustainability profile

MAGMA Development (2019 – 2022+)

Generation 1	Generation 2	Generation 3
MAGMA Melter	Modular end-to-end system (melter, forming, etc)	Optimized modular end-to-end system (automation, digitization, etc)
Limited Locations	Expanded Number of Locations	Anywhere

OPTIMIZE STRUCTURE

Priorities

De-risk Balance Sheet

- Deleveraging is O-I's top priority until leverage approaches 3x
- Tactical divestitures program underway targeting \$400M-500M
- Strategic portfolio review underway
 - ANZ resolution targeted by mid-2020

Fund Strategy

- CapEx spend on limited strategic initiatives including MAGMA
- Inorganic growth is de-emphasized

Return Value To Shareholders

- Dividend: Initiated in 2019
- Share Repurchases: offset annual dilution or if divestitures become significantly dilutive

Resolution to Asbestos-related Liabilities

Asbestos-related claims liabilities have consumed ~40% of aFCF over past 10 years

- O-I has taken definitive action to establish a final, certain and equitable resolution to its legacy asbestos-related claims liability

Following corporate modernization, Paddock filed Chapter 11 on Jan 6, 2020

- Business as usual for O-I Glass and operating subsidiaries

10 Year aFCF (\$B)

\$3.8B 2010-2019





FINANCIAL APPENDIX

2020 SEGMENT REVIEW

	AMERICAS	EUROPE	ASIA PACIFIC
Results	<ul style="list-style-type: none"> ▲ Higher Reported Results ▶ Minimal impact from FX 	<ul style="list-style-type: none"> ▼ Lower Reported Results ▼ Headwind from temporary items ▶ Minimal impact from FX ▲ Higher results adjusted for temp items 	<ul style="list-style-type: none"> ▲ Higher Reported Results ▶ Minimal impact from FX
Net Price	<ul style="list-style-type: none"> ▲ Constructive price environment ▶ Stable cost inflation 	<ul style="list-style-type: none"> ▲ Constructive price/mix environment ▶ Stable cost inflation 	<ul style="list-style-type: none"> ▼ Slight price improvement ▶ Stable cost inflation
Volume	<ul style="list-style-type: none"> ▲ Slight volume growth ▲ Nueva Fanal full year ▲ Full year of LA expansion ▼ Continued beer pressure in NA 	<ul style="list-style-type: none"> ▲ Moderate volume growth --Includes Gironcourt France brownfield 	<ul style="list-style-type: none"> ▲ Slight volume growth ▼ Continued challenging market conditions in China
Operating Costs	<ul style="list-style-type: none"> ▲ Benefits from turnaround initiatives ▲ Improved factory performance ▼ Footprint adjustments / capacity mgmt 	<ul style="list-style-type: none"> ▲ Benefits from turnaround initiatives ▼ Costs to commission new capacity 	<ul style="list-style-type: none"> ▲ Benefit from turnaround initiatives ▲ Improvement post asset repairs

FX IMPACT ON EARNINGS

APPROXIMATE ANNUAL TRANSLATION IMPACT ON EPS FROM 10% FX CHANGE

EUR	\$0.12
MXN	\$0.05
BRL	\$0.03
COP	\$0.02
AUD	\$0.02

FX RATES USED FOR FY20 GUIDANCE (JAN 31, 2020)

EUR	1.10
MXN	18.8
BRL	4.25
COP	3,413
AUD	0.67



NON-GAAP FINANCIAL MEASURES

The company uses certain non-GAAP financial measures, which are measures of its historical or future financial performance that are not calculated and presented in accordance with GAAP, within the meaning of applicable SEC rules. Management believes that its presentation and use of certain non-GAAP financial measures, including adjusted free cash flow, provide relevant and useful supplemental financial information, which is widely used by analysts and investors, as well as by management in assessing both consolidated and business unit performance. These non-GAAP measures are reconciled to the most directly comparable GAAP measures and should be considered supplemental in nature and should not be considered in isolation or be construed as being more important than comparable GAAP measures.

Free cash flow relates to cash provided by continuing operating activities less additions to property, plant and equipment. Adjusted free cash flow relates to cash provided by continuing operating activities less additions to property, plant and equipment plus asbestos-related payments. Management has historically used adjusted free cash flow to evaluate its period-over-period cash generation performance because it believes this has provided a useful supplemental measure related to its principal business activity. Free cash flow and adjusted free cash flow may be useful to investors to assist in understanding the comparability of cash flows generated by the company's principal business activity. It should not be inferred that the entire adjusted free cash flow amount is available for discretionary expenditures, since the company has mandatory debt service requirements and other non-discretionary expenditures that are not deducted from the measure. Management uses non-GAAP information principally for internal reporting, forecasting, budgeting and calculating compensation payments.

The Company routinely posts important information on its website at www.o-i.com/investors.



RECONCILIATION FOR ADJUSTED FREE CASH FLOW

\$ in millions	Year ended December 31										
	10yr Total	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Cash provided by continuing operating activities	6,378	408	793	724	758	612	688	700	580	505	600
Additions to property, plant and equipment	(4,064)	(426)	(536)	(441)	(454)	(402)	(369)	(361)	(290)	(285)	(500)
Free cash flow (non-GAAP)	<u>\$ 2,314</u>	<u>\$ (18)</u>	<u>\$ 257</u>	<u>\$ 283</u>	<u>\$ 304</u>	<u>\$ 210</u>	<u>\$ 323</u>	<u>\$ 339</u>	<u>\$ 290</u>	<u>\$ 220</u>	<u>\$ 100</u>
Asbestos-related payments	1,449	151	305	100	125	138	148	158	155	170	178
Adjusted free cash flow (non-GAAP)	<u>\$ 3,763</u>	<u>\$ 133</u>	<u>\$ 362</u>	<u>\$ 393</u>	<u>\$ 429</u>	<u>\$ 348</u>	<u>\$ 477</u>	<u>\$ 497</u>	<u>\$ 455</u>	<u>\$ 390</u>	<u>\$ 275</u>
Percentage of Asbestos-related payments to Adjusted free cash flow	39%										

