

**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**

July 30, 2013

Date of Report (Date of earliest event reported)



OWENS-ILLINOIS, 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))

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On July 30, 2013, Corbin A. McNeill, Jr. notified the Board of Directors (the "Board") of Owens-Illinois, Inc. (the "Company") of his decision to resign from the Board effective July 31, 2013. Mr. McNeill has been a member of the Board since 2005 and currently serves as the Company's Lead Independent Director and chair of the Board's Nominating/Corporate Governance Committee. Mr. McNeill's decision to resign was not the result of any disagreement or dispute with the Company relating to its operations, policies or practices.

On August 5, 2013, the Company announced the appointment of Hari N. Nair to its Board effective immediately. The appointment was made by unanimous consent of the Board on August 2, 2013. It is unknown at this time on which committee(s) of the Board Mr. Nair will serve. Mr. Nair will receive compensation as a non-management director in accordance with the Company's director compensation program as described in the Company's Proxy Statement for The Annual Meeting of Share Owners To Be Held Friday, May 17, 2013 filed with the Securities Exchange Commission on April 5, 2013.

A copy of the press release announcing these changes in the Company's Board is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

SIGNATURE

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: August 5, 2013

By: /s/ Stephen P. Bramlage, Jr.
Name: Stephen P. Bramlage, Jr.
Title: Senior Vice President and
Chief Financial Officer

**FOR IMMEDIATE RELEASE****For more information, contact:**

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O-I ANNOUNCES CHANGES IN ITS BOARD OF DIRECTORS

Perrysburg, Ohio (August 5, 2013) — Owens-Illinois, Inc. (NYSE: OI) announces today that the lead independent director on its Board of Directors, Corbin A. McNeill, Jr., has resigned due to personal reasons. Mr. McNeill's resignation is not the result of any disagreement with the Company on any matter relating to its operations, policies or practices. O-I's CEO and Board Chairman Al Stroucken said, "Corbin has been a great leader of our Board for many years. As our lead director, he challenged, encouraged and supported O-I through multiple years of change and development. I personally learned a great deal from Corbin, and know I can speak on behalf of the entire Board when I say he will be missed. We wish him the very best."

In response to Mr. McNeill's resignation, the Board has selected Peter S. Hellman, current chair of the Board's audit committee, as its interim lead independent director. Mr. Hellman has been a member of the O-I Board since 2007, and will continue to chair the audit committee.

O-I also announces that Hari N. Nair has been appointed to the O-I Board of Directors. Mr. Nair is chief operating officer at Tenneco, Inc., a \$7.4 billion global manufacturer of clean air and ride performance products and systems for the automotive and commercial vehicle markets. Mr. Nair is responsible for Tenneco's operations globally, and he serves on the Tenneco board of directors. He has more than 25 years of service with Tenneco, including holding previous senior leadership positions in Europe, Asia and South America. "Hari will be an excellent addition to our Board. His international manufacturing experience and his extraordinary depth in managing mature and emerging markets will make him an invaluable resource for O-I," said Mr. Stroucken. Mr. Nair's appointment is effective immediately.

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About O-I

Owens-Illinois, Inc. (NYSE: OI) is the world's largest glass container manufacturer and preferred partner for many of the world's leading food and beverage brands. With revenues of \$7.0 billion in 2012, the Company is headquartered in Perrysburg, Ohio, USA, and employs approximately 22,500 people at 79 plants in 21 countries. O-I delivers safe, sustainable, pure, iconic, brand-building glass packaging to a growing global marketplace. O-I's Glass Is Life™ movement promotes the widespread benefits of glass packaging in key markets around the globe. For more information, visit www.o-i.com or www.glassislife.com.
