

**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 of Incorporation)

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

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

SECOND AMENDED AND RESTATED OWENS-ILLINOIS, INC. 2005 INCENTIVE AWARD PLAN
(Full Title of the Plan)

**James W. Baehren
Senior Vice President and
General Counsel
Owens-Illinois, Inc.
One Michael Owens Way
Perrysburg, Ohio 43551-2999
567-336-5000**

**Copy to:
Scott C. Herlihy
Latham & Watkins LLP
555 11th Street, NW
Suite 1000
Washington, DC 20004
202-637-2200**

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code for Agent for Service)

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

Large accelerated filer x

Accelerated filer o

Non-accelerated filer o (do not check if a
smaller reporting company)

Smaller reporting company o

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 (2)
Common Stock, \$0.01 par value per share, reserved for issuance under the Second Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan	6,000,000	\$ 33.28	\$ 199,680,000	\$ 25,718.78

- (1) This Registration Statement registers 6,000,000 shares of common stock, \$0.01 par value per share (the "Common Stock") of Owens-Illinois, Inc. (the "Company") pursuant to the Second Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan (the "Plan"), in addition to the 16,000,000 shares of Common Stock which were previously registered. 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 Registrant's Common Stock as reported on the New York Stock Exchange on July 25, 2014 (\$33.28).

EXPLANATORY NOTE

On April 7, 2006, the Company registered 7,000,000 shares of its Common Stock, to be offered or sold to participants under the Plan pursuant to its Registration Statement on Form S-8 (File No. 333-133074) and on October 29, 2010, the Company registered an additional 9,000,000 shares of its Common Stock, to be offered or sold to participants under the Plan pursuant to its Registration Statement on Form S-8 (File No. 333-170221), the contents of which 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 May 15, 2014, the Company's stockholders approved the second amendment and restatement of the Plan to, among other things, increase the number of shares available for issuance under the Plan by 6,000,000 shares of Common Stock. This Registration Statement on Form S-8 is being filed in order to register such additional 6,000,000 shares of Common Stock which may be offered or sold to participants under the Plan.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is 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. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Securities and Exchange Commission on February 13, 2014, 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 March 31, 2014;
2. Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014 and June 30, 2014, filed with the Securities and Exchange Commission on April 30, 2014 and July 30, 2014, respectively;
3. Our Current Reports on Form 8-K filed on January 29, 2014 (as amended by our Current Report on Form 8-K/A filed on May 22, 2014), May 15, 2014 and June 23, 2014; and
4. The description of our common stock contained in our Registration Statement on Form 8-A filed on December 3, 1991, as amended.

All documents subsequently filed by the Company or by the Plan 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 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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modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

Exhibit Number	Description
3.1	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).
3.2	Third Amended and Restated By-laws of Owens-Illinois, Inc., effective as of April 24, 2009 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on April 27, 2009).
5.1	Opinion of Latham & Watkins LLP.
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).
99.1	Second Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan (filed as Appendix B to Proxy Statement filed on March 31, 2014, and incorporated herein by reference).

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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, Ohio, on July 30, 2014.

OWENS-ILLINOIS, INC.

By: /s/ James W. Baehren
James W. Baehren
Senior Vice President and General Counsel

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Albert P. L. Stroucken, Stephen P. Bramlage, Jr. and James W. Baehren and each of them, his attorney-in-fact, each with the power of substitution, for him 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 on behalf of the registrant and in the capacities indicated on July 30, 2014.

Signature	Title
<u>/s/ Albert P. L. Stroucken</u> Albert P. L. Stroucken	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer); Director
<u>/s/ Stephen P. Bramlage, Jr.</u> Stephen P. Bramlage, Jr.	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Gary F. Colter</u> Gary F. Colter	Director
<u>/s/ Carol A. Williams</u> Carol A. Williams	Director
<u>/s/ Jay L. Geldmacher</u> Jay L. Geldmacher	Director
<u>/s/ Peter S. Hellman</u> Peter S. Hellman	Director
<u>/s/ Anastasia D. Kelly</u> Anastasia D. Kelly	Director

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<u>/s/ John J. McMackin, Jr.</u> John J. McMackin, Jr.	Director
<u>/s/ Hari N. Nair</u> Hari N. Nair	Director
<u>/s/ Hugh H. Roberts</u> Hugh H. Roberts	Director
<u>/s/ Helge H. Wehmeier</u> Helge H. Wehmeier	Director
<u>/s/ Dennis K. Williams</u> Dennis K. Williams	Director
<u>/s/ Thomas L. Young</u> Thomas L. Young	Director

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LATHAM & WATKINS LLP

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Los Angeles	Tokyo
Madrid	Washington, D.C.

July 30, 2014

Owens-Illinois, Inc.
 One Michael Owens Way
 Perrysburg, Ohio 43551-2999
 Attention: James W. Baehren

File No. 014412-0221

Re: Registration Statement No. 333-[]; 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 Second Amended and Restated 2005 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 July 30, 2014 (Registration No. 333-[]) (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 the Shares have been issued by the Company in the manner contemplated by the Plan, including the receipt of payment for such Shares in an amount in cash or other legal consideration of not less than the aggregate par value for such Shares, 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 Second Amended and Restated Owens-Illinois, Inc. 2005 Incentive Award Plan of our reports dated February 13, 2014 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, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Toledo, Ohio
July 30, 2014
