

**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**

December 11, 2014

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 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 7.01. REGULATION FD DISCLOSURE.

Owens-Illinois, Inc. Senior Vice President and CFO Steve Bramlage is scheduled to make a presentation at the Bank of America Merrill Lynch 2014 U.S. Basic Materials Conference on December 11, 2014 at 8:45 a.m., Eastern Time. A live webcast of the presentation will be available at the following link: <http://www.veracast.com/webcasts/baml/basicmats2014/id57202164288.cfm>. The replay from the conference will be posted within 24 hours of the presentation and will be archived through this link for 90 days. A copy of the presentation slides, which will be discussed at the Conference, is attached hereto as Exhibit 99.1 and will also be available on our website.

The information contained in this Item 7.01 is being furnished and shall not be deemed "filed" with the Securities and Exchange Commission or otherwise incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Bank of America Merrill Lynch 2014 U.S. Basic Materials Conference Presentation Slides.

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.

OWENS-ILLINOIS, INC.

Date: December 11, 2014

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

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EXHIBIT INDEX

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**Bank of America Merrill Lynch
2014 U.S. Basic Materials Conference**

Owens-Illinois, Inc.
December 11, 2014



Safe Harbor Comments

Regulation G

The information presented here regarding adjusted net earnings relates to net earnings from continuing operations attributable to the Company exclusive of items management considers not representative of ongoing operations and does not conform to U.S. generally accepted accounting principles (GAAP). It should not be construed as an alternative to the reported results determined in accordance with GAAP. Management has included this non-GAAP information to assist in understanding the comparability of results of ongoing operations. Further, the information presented here regarding free cash flow does not conform to GAAP. Management defines free cash flow as cash provided by continuing operating activities less capital spending (both as determined in accordance with GAAP) and has included this non-GAAP information to assist in understanding the comparability of cash flows. Management uses non-GAAP information principally for internal reporting, forecasting, budgeting and calculating compensation payments. Management believes that the non-GAAP presentation allows the board of directors, management, investors and analysts to better understand the Company's financial performance in relationship to core operating results and the business outlook.

Forward Looking Statements

This document contains "forward looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934 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 the Company's future financial performance may differ from expectations due to a variety of factors including, but not limited to the following: (1) foreign currency fluctuations relative to the U.S. dollar, specifically the Euro, Brazilian Real and Australian Dollar, (2) changes in capital availability or cost, including interest rate fluctuations and the ability of the Company to refinance debt at favorable terms, (3) the general political, economic and competitive conditions in markets and countries where the Company has operations, including uncertainties related to economic and social conditions, disruptions in capital markets, disruptions in the supply chain, competitive pricing pressures, inflation or deflation, and changes in tax rates and laws, (4) consumer preferences for alternative forms of packaging, (5) cost and availability of raw materials, labor, energy and transportation, (6) the Company's ability to manage its cost structure, including its success in implementing restructuring plans and achieving cost savings, (7) consolidation among competitors and customers, (8) the ability of the Company to acquire businesses and expand plants, integrate operations of acquired businesses and achieve expected synergies, (9) unanticipated expenditures with respect to environmental, safety and health laws, (10) the Company's ability to further develop its sales, marketing and product development capabilities, and (11) the timing and occurrence of events which are beyond the control of the Company, including any expropriation of the Company's operations, floods and other natural disasters, events related to asbestos-related claims, and the other risk factors discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and any subsequently filed Annual Report on Form 10-K or Quarterly Report on Form 10-Q. 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 of operations and financial condition, the Company does not assume any obligation to update or supplement any particular forward looking statements contained in this document.

Presentation Note

Unless otherwise noted, the information presented in this presentation reflects continuing operations only.

O-I: The only truly global glass container franchise



Leading positions and largest installed capacity

Mature markets

- #1 position in Europe
- #1 position in North America
- #1 position in Oceania

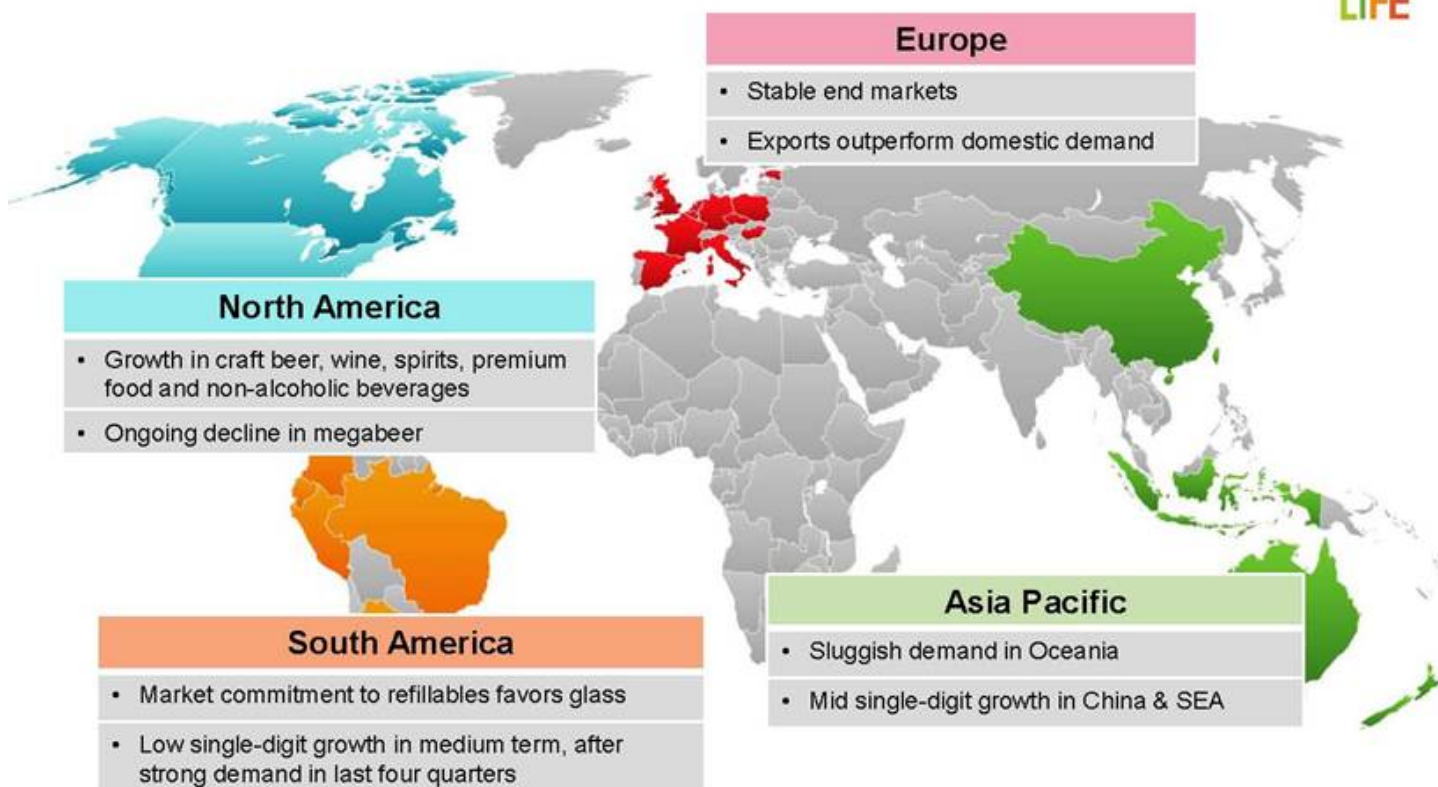
Emerging markets

- #1 position in South America
- Leading position within SE Asia
- Foothold in China

Strong, brand-building partnerships with blue chip companies



Consistent end-market demand trends



Source: Euromonitor and Company estimates

Creating shareholder value

O-I's global presence
O-I's unparalleled expertise
Over 100 years of experience

Key value drivers

- Structural cost reductions
- Asset efficiency
- Brand-building product innovation
- Long-term investments in R&D and technology

Consistent financial performance

- Adjusted earnings
- Free cash flow
- Leverage ratio
- Return on invested capital

Balanced capital allocation

- Prudent business investment
- Increased share buybacks
- Deleveraging

Stable end markets
Steady glass demand
Consumer preference for glass






4Q 2014 business outlook

Operational	4Q14 vs. 4Q13	
Europe		<ul style="list-style-type: none"> ▪ Sales volume flat ▪ Continuing benefits from asset optimization ▪ FX headwind
North America		<ul style="list-style-type: none"> ▪ Sales volume down mid-single digits ▪ Production curtailments to manage inventory
South America		<ul style="list-style-type: none"> ▪ Sales volume flat, with uncertainty in Brazil ▪ Improved productivity offset to FX headwind
Asia Pacific		<ul style="list-style-type: none"> ▪ Double-digit volume decline: China and Australia ▪ FX headwind
Non-Operational	4Q14 vs. 4Q13	
Corporate and Other Costs		<ul style="list-style-type: none"> ▪ Corporate improvement (pension and incentive comp.) ▪ Offset by ~27% tax rate in 4Q (FY14 still ~23%)
Net Income	4Q14 vs. 4Q13	
Adjusted Earnings		<ul style="list-style-type: none"> ▪ \$0.45-\$0.55, impacted by ~\$0.05 FX headwind
	Full year 2014	
Free Cash Flow		<ul style="list-style-type: none"> ▪ ~\$320M; FX headwind of ~\$30M vs prior guidance

Note: No changes since 3Q14 earnings presentation

2015 business outlook

Underlying operations expected to strengthen in largely stable macros

2015 YoY segment operating profit on an FX neutral basis*		
Europe		<ul style="list-style-type: none"> Stable volume Continued savings from asset optimization program
North America		<ul style="list-style-type: none"> Stable volume, with more exposure to beer imports Productivity and supply chain improvements
South America		<ul style="list-style-type: none"> Volume plateaus against strong comparables Inflation headwinds, particularly in energy
Asia Pacific		<ul style="list-style-type: none"> Low single digit volume contraction, pronounced in 1H Improving operating leverage in 2H
Segment Operating Profit		

* Assumes average 2014 currency rates.

Currency headwinds intensify

At current rates, the strength of USD...

- Generates a ~\$50M headwind to segment operating profit on YoY basis

Dec 2014 FX rates compared with Jan-Nov 2014 rates	
South America	-14%
Europe	-8%
Asia Pacific	-8%
O-I Total	-11%

Note the following time periods:

- Current FX rates as of December 8, 2014
- 2014 rates are average January – November 2014

2015 non-operational outlook

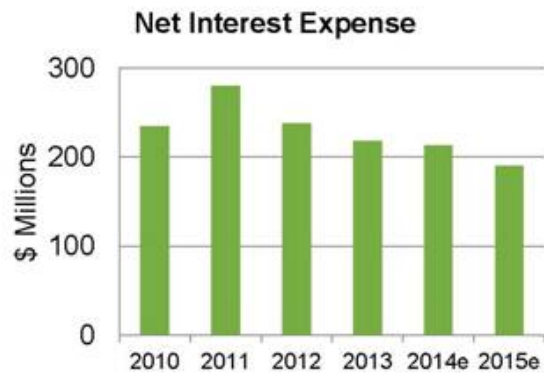
Higher year-on-year corporate expense

- Higher pension expense
 - Subject to year-end discount rates and impact of adopting new mortality tables
 - Partially offset by actions to mitigate pension liability
- Long-term investments in R&D expected to continue
- Increase partially offset by cost reduction efforts

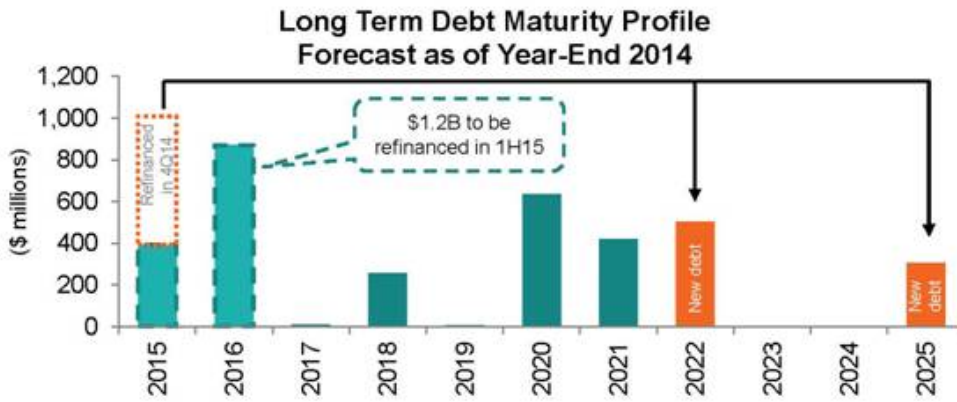
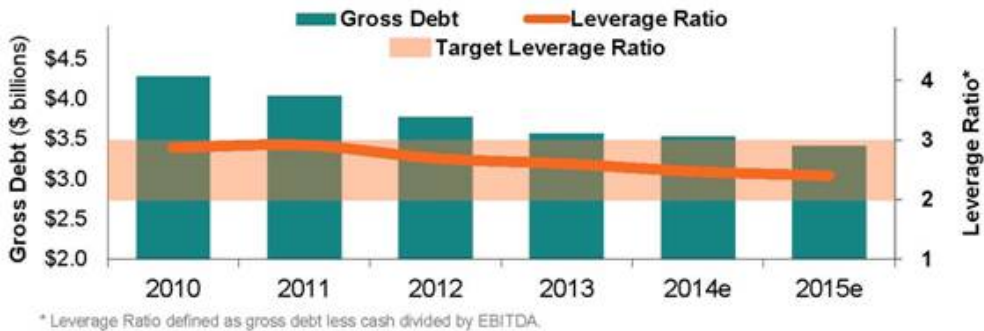
Interest expense projected to decline by \$10-15M in 2015

- Refinancing in 4Q14 and 1H15
- Ongoing deleveraging

Tax rate expected to remain in the range of 23-25%

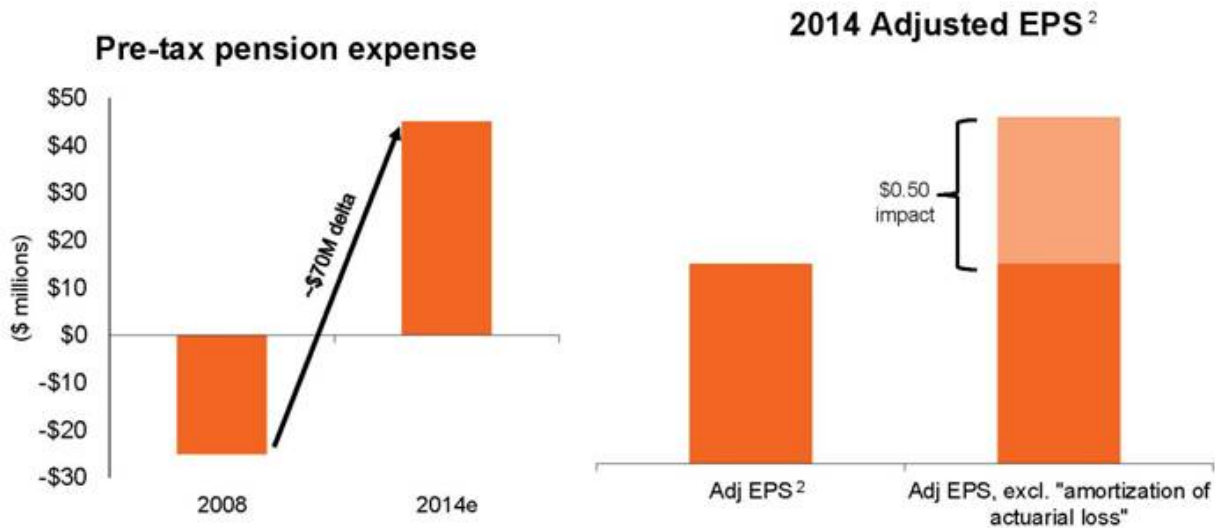


Enhancing financial flexibility: Debt



Pension expense headwind since 2008

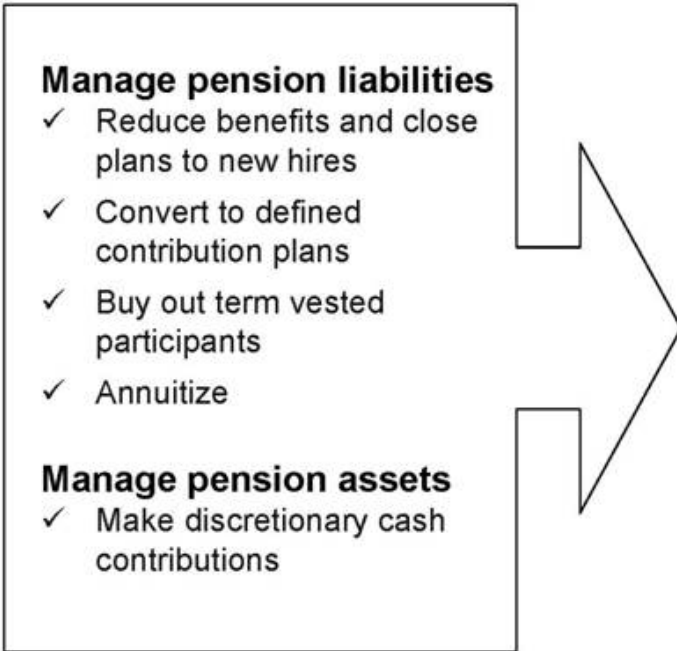
- Current pension headwinds sharply contrast with pre-recession era
- Sustained non cash pension expense¹ substantially lowers reported Company financial performance



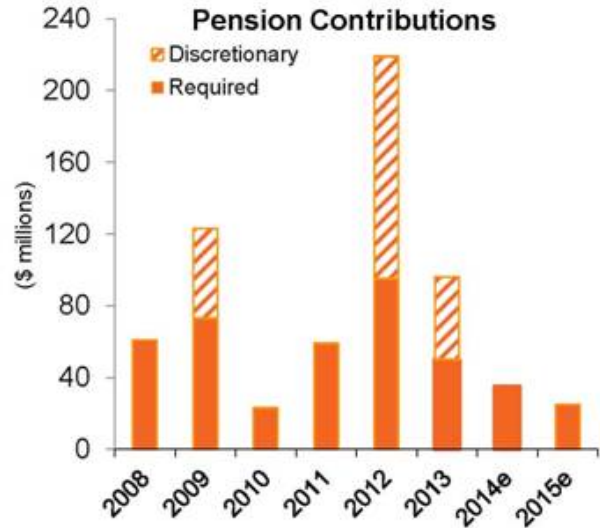
¹ Related to the "amortization of actuarial loss" component of pension expense.

² Adjusted earnings refers to earnings from continuing operations attributable to the Company, excluding items management does not consider representative of ongoing operations.

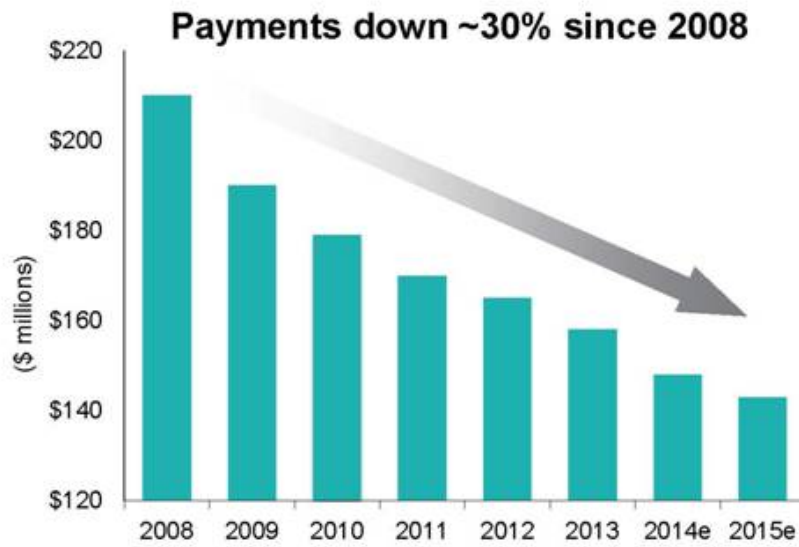
Enhancing financial flexibility: Pension



- Pension liability reduced by ~\$750M from actions since 2012
- Required contributions down to ~\$25M in 2015

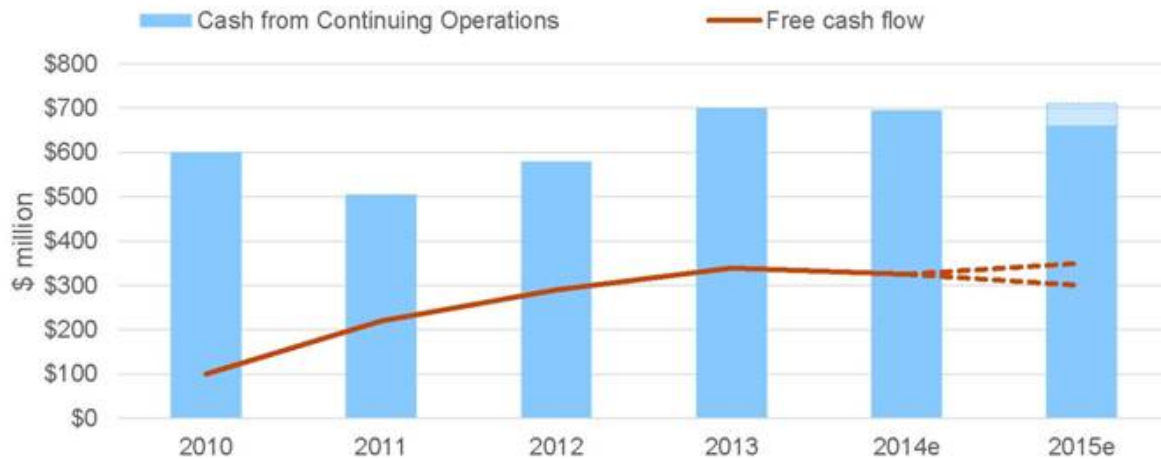


Favorable trends in asbestos payments



- Outstanding cases down ~80% since 2008
- Average age of claimant is >80 years old

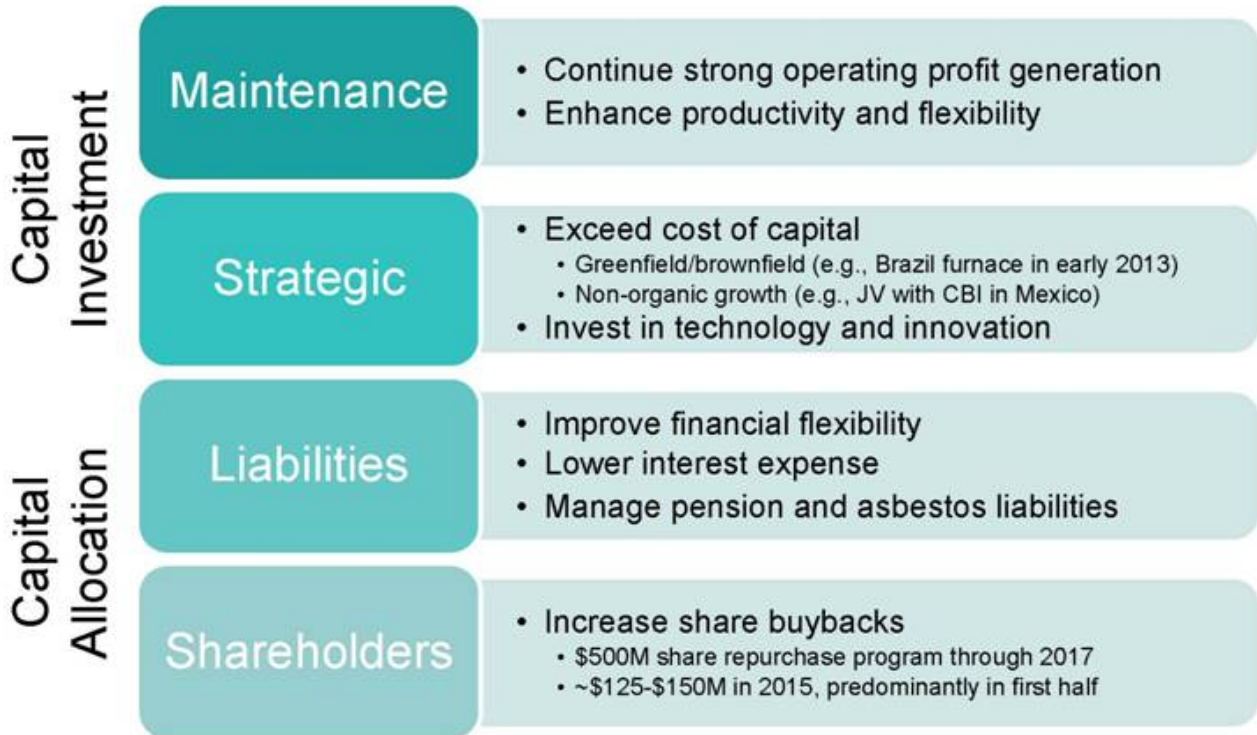
Strong and stable cash flow generation



Key assumptions for 2015

- Segment operating profit comparable with 2014 in USD terms
- No contribution from working capital
- Lower outlay for asbestos, \$5 - \$10 million decrease
- Capex + restructuring continue to approximate D&A
- Steady FX rates at current levels

Balanced approach to use of cash



Q&A



Appendix



Reconciliation to Free Cash Flow



\$ Millions	Year ended December 31			
	2013	2012	2011	2010
Cash provided by continuing operating activities	\$ 700	\$ 580	\$ 505	\$ 600
Additions to property, plant and equipment - continuing	(361)	(290)	(285)	(500)
Free cash flow	\$ 339	\$ 290	\$ 220	\$ 100

Leverage Ratio

Reconciliations of Adjusted EBITDA and Net Debt

\$ Millions	Year ended December 31			
	2013	2012	2011	2010
Earnings (loss) from continuing operations	\$ 215	\$ 220	\$ (491)	\$ 297
Interest expense	239	248	314	249
Provision for income taxes	120	108	85	129
Depreciation	350	378	405	369
Amortization of intangibles	47	34	17	22
EBITDA	971	988	330	1,066
Adjustments to EBITDA:				
Asia Pacific goodwill adjustment			641	
Charges for asbestos-related costs	145	155	165	79
Restructuring and asset impairment	119	168	112	13
Gain on China land compensation		(61)		
Pro forma EBITDA for acquisitions				46
Other				32
Adjusted EBITDA	\$ 1,235	\$ 1,250	\$ 1,248	\$ 1,236
Total debt	3,567	3,773	4,033	4,278
Less cash	383	431	400	640
Net debt	3,184	3,342	3,633	3,638
Net debt divided by adjusted EBITDA	2.6	2.7	2.9	2.9