

GREENBRIER COMPANIES INC  
Form 8-K  
October 31, 2013

**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**

**Date of Report (Date of earliest event reported) October 31, 2013**

**THE GREENBRIER COMPANIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Commission File No. 1-13146**

**Oregon**  
**(State of Incorporation)**

**93-0816972**  
**(I.R.S. Employer Identification No.)**

**One Centerpointe Drive, Suite 200, Lake Oswego, OR**

**97035**

(Address of principal executive offices)

(Zip Code)

(503) 684-7000

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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 (see General Instruction A.2. below):

- .. 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 2.02 Results of Operations and Financial Condition**

On October 31, 2013, The Greenbrier Companies, Inc. issued a press release reporting the Company's results of operations for the year ended August 31, 2013. A copy of such release is attached as Exhibit 99.1.

## **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) The Chairman of the Board of The Greenbrier Companies, Inc. (the "Company"), Benjamin Whiteley, has decided that he will not stand for re-election as a director of the Company effective at the next annual shareholder meeting of the Company to be held in January 2014 (the "Annual Meeting"). Mr. Whiteley's decision was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

The Board also has appointed William A. Furman, currently CEO and a director, as the Chairman of the Board, effective at the Annual Meeting. In connection with the appointment of Mr. Furman as Chairman of the Board, the Board also established the position of lead director, which will be appointed by the Board at such times as the Chairman of the Board is not an independent director. The Board has appointed Duane C. McDougall to be lead director, such appointment to be effective at the Annual Meeting. The lead director, among other things, will serve as a representative for the independent directors and preside at all Board meetings at which the Chairman of the Board is not present, including executive sessions of the non-employee directors.

## **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

(a) On October 29, 2013 the Board of Directors approved an amendment to the Company's Bylaws in order to decrease the number of directors from ten to nine, effective as of January 8, 2014.

A copy of the Amendment to the Bylaws of The Greenbrier Companies, Inc. is attached as Exhibit 3.1 and incorporated by reference herein.

## **Item 8.01 Other Events**

### **Share Repurchase**

On October 31, 2013, The Greenbrier Companies, Inc. issued a press release announcing, among other things, that the Board of Directors authorized the Company to repurchase up to \$50 million of the Company's common stock. Under the share repurchase program, shares of common stock may be purchased on the open market or through privately negotiated transactions from time-to-time. The timing and amount of purchases will be based upon market conditions, securities law limitations and other factors. The share repurchase program does not obligate the Company to acquire any specific number of shares in any period. The share repurchase program expires April 30, 2015, but may be modified, suspended or discontinued at any time without prior notice.

A copy of such release is attached as Exhibit 99.1 and furnished herewith.

The information furnished in Item 8.01 of this Report, including the exhibits, will not be treated as "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This information will not be deemed incorporated by reference into a filing under the Securities Act of 1933, or into another filing under the Securities Exchange Act of 1934, unless that filing expressly refers to specific information in this Report.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits:

- 3.1 Amendment to the Bylaws of The Greenbrier Companies, Inc. dated October 29, 2013.
- 99.1 Press Release dated October 31, 2013 of The Greenbrier Companies, Inc.

**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 thereunto duly authorized.

**THE GREENBRIER COMPANIES, INC.**

Date: October 31, 2013

By: /s/ Mark J. Rittenbaum  
Mark J. Rittenbaum  
Executive Vice President and Chief Financial  
Officer  
(Principal Financial Officer)