

GREENBRIER COMPANIES INC

Form 8-K

April 21, 2017

**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): April 21, 2017**

**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**

**(Address of principal executive offices)**

**(503) 684-7000**

**97035**

**(Zip Code)**

**(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:

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**

The Chief Executive Officer of The Greenbrier Companies, Inc. (the Company), William A. Furman, has advised the Company that he intends to sell a part of his holdings of Greenbrier common stock pursuant to a previously announced long term strategy for estate planning and asset diversification. Mr. Furman intends to sell shares during the Company's current stock trading window, which is scheduled to remain open through May 17, 2017, and afterward pursuant to a pre-arranged trading plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. Mr. Furman's current interest in Greenbrier common stock, considering all shares he currently holds directly and indirectly and all outstanding awards pursuant to the Company's equity compensation arrangements, amounts to approximately 1.2 million shares. Mr. Furman has advised the Company that he intends to sell up to one-half his shares in the current stock trading window, or pursuant to a Rule 10b5-1 trading plan, or a combination thereof.

The information under this Item 7.01 shall not be deemed filed for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing. The information furnished pursuant to Item 7.01 shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**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.

**THE GREENBRIER COMPANIES, INC.**

Date: April 21, 2017

By: /s/ Martin R. Baker  
Martin R. Baker  
Senior Vice President, General Counsel and Chief  
Compliance Officer