

GREENBRIER COMPANIES INC  
Form 8-K  
December 21, 2012

**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) December 20, 2012**

**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)**

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Identification No.)

**One Centerpointe Drive, Suite 200, Lake Oswego, OR**  
(Address of principal executive offices)

**97035**  
(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 8.01 Other Events**

The Greenbrier Companies, Inc. issued a press release dated December 20, 2012 regarding the receipt of an Amendment No. 2 to a Schedule 13D filed with the Securities and Exchange Commission by Carl C. Icahn and Reporting Persons affiliated with him. A copy of the press release is attached as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release of The Greenbrier Companies, Inc. dated December 20, 2012. |

**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: December 21, 2012

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