

BERRY PLASTICS GROUP INC  
Form 8-K  
June 05, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): June 2, 2014**

**BERRY PLASTICS GROUP, INC.**

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

**Delaware**  
**(State of Incorporation)**

**001-35672**  
**(Commission**

**File Number)**

**20-5234618**  
**(I.R.S. Employer**

**Identification No.)**

**101 Oakley Street**

**Evansville, Indiana**  
**(Address of principal executive offices)**

**(812) 424-2904**

**47710**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former Name or Former Address, if Changed Since Last Report)**

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 8.01 Other Events.**

On June 5, 2014 Berry Plastics Group, Inc. (the Company ) completed a secondary offering (the Offering ) of 10,000,000 shares of common stock (the Shares ) by investment funds affiliated with or managed by Apollo Global Management, LLC. The Company did not receive any of the proceeds from the Offering. The Offering was made pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-194030), filed with the Securities and Exchange Commission on February 19, 2014, as amended on May 5, 2014, and related prospectus supplement dated June 2, 2014.

In connection with the Offering, the Company entered into an Underwriting Agreement, dated June 2, 2014 (the Underwriting Agreement ), by and among the Company, Apollo Investment Fund V, L.P., Apollo Investment Fund VI, L.P., Covalence Co-Investment Holdings LLC, Apollo V Covalence Holdings, L.P., AP Berry Holdings L.P., BPC Co-Investment Holdings LLC, and Goldman, Sachs & Co. as underwriter. The Underwriting Agreement is filed herewith as Exhibit 1.1 and is incorporated herein by reference. In connection with the Offering, also filed herewith as Exhibit 5.1 is the opinion of counsel with respect to the validity of the Shares being sold in the Offering.

**Item 9.01 Financial Statements and Exhibits.**

| Exhibit<br>Number | Description  |
|-------------------|--|
| 1.1               | Underwriting Agreement, dated June 2, 2014, among Berry Plastics Group, Inc., Apollo Investment Fund V, L.P., Apollo Investment Fund VI, L.P., Covalence Co-Investment Holdings LLC, Apollo V Covalence Holdings, L.P., AP Berry Holdings L.P., BPC Co-Investment Holdings LLC, and Goldman, Sachs & Co. |
| 5.1               | Opinion of Wachtell, Lipton, Rosen & Katz  |
| 23.1              | Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1)  |

**SIGNATURE**

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.

**BERRY PLASTICS GROUP, INC.**

Date: June 5, 2014

By: /s/ Jason K. Greene

Name: Jason K. Greene

Title: Executive Vice President and General Counsel

**EXHIBIT INDEX**

| Exhibit<br>Number | Description  |
|-------------------|--|
| 1.1               | Underwriting Agreement, dated June 2, 2014, among Berry Plastics Group, Inc., Apollo Investment Fund V, L.P., Apollo Investment Fund VI, L.P., Covalence Co-Investment Holdings LLC, Apollo V Covalence Holdings, L.P., AP Berry Holdings L.P., BPC Co-Investment Holdings LLC, and Goldman, Sachs & Co. |
| 5.1               | Opinion of Wachtell, Lipton, Rosen & Katz  |
| 23.1              | Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1)  |