

BERRY PLASTICS GROUP INC  
Form 8-K  
February 25, 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): February 19, 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)

47710  
(Zip Code)

(812) 424-2904  
(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 February 25, 2014 Berry Plastics Group, Inc. (the “Company”) completed a secondary offering (the “Offering”) of 9,000,000 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, and related prospectus supplement dated February 19, 2014.

In connection with the Offering, the Company entered into an Underwriting Agreement, dated February 19, 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 Citigroup Global Markets Inc. 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  
Number

Description

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement, dated February 19, 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 Citigroup Global Markets Inc. |
| 5.1  | Opinion of Wachtell, Lipton, Rosen & Katz  |
| 23.1 | Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1)  |
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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: February 25, 2013

By: /s/ Jason K. Greene

Name: Jason K. Greene

Title: Executive Vice President and General Counsel

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EXHIBIT INDEX

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5.1	Opinion of Wachtell, Lipton, Rosen & Katz
23.1	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1)

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