

**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): **January 29, 2024**

BERRY GLOBAL GROUP, INC.
(Exact name of registrant as specified in charter)

Delaware
(State of incorporation)

1-35672
(Commission File Number)

20-5234618
(IRS Employer
Identification No.)

101 Oakley Street
Evansville, Indiana 47710
(Address of principal executive offices / Zip Code)

(812) 424-2904
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	BERY	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On January 29, 2024, Berry Global Group, Inc. (“Berry”) issued a press release announcing the commencement by Berry Global, Inc., the Company’s wholly owned subsidiary (the “Issuer”) of exchange offers of up to \$500,000,000 of the Issuer’s new 5.50% First Priority Senior Secured Notes due 2028 (the “Exchange Notes”), for an equal amount of the Issuer’s outstanding unregistered 5.50% First Priority Senior Secured Notes due 2028 (the “Outstanding Notes”), in a transaction registered under the Securities Act of 1933, as amended. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
99.1	Press Release dated January 29, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

BERRY GLOBAL GROUP, INC.
(Registrant)

Dated: January 29, 2024

By: /s/ Jason K. Greene
Name: Jason K. Greene
Title: Executive Vice President, Chief Legal Officer and Secretary

**FOR IMMEDIATE RELEASE**

Berry Global Group, Inc. Announces Notes Exchange Offers

EVANSVILLE, Ind. – January 29, 2024 -- Berry Global Group, Inc. (NYSE: BERY) (“Berry”) announced today the commencement by Berry Global, Inc., Berry’s wholly owned subsidiary (the “Issuer”), of an offer to exchange up to \$500,000,000 of the Issuer’s new 5.50% First Priority Senior Secured Notes due 2028 (the “Exchange Notes”), for an equal amount of the Issuer’s outstanding unregistered 5.50% First Priority Senior Secured Notes due 2028 (the “Outstanding Notes”), in a transaction registered under the Securities Act of 1933, as amended. The exchange offer is being conducted upon the terms and subject to the conditions set forth in a prospectus dated January 29, 2024, and the related letter of transmittal.

The Exchange Notes are identical in all material respects to the Outstanding Notes, except that (i) the Exchange Notes will be registered under the Securities Act of 1933 and will not bear any legend restricting their transfer; (ii) the Exchange Notes bear a different CUSIP number than the Outstanding Notes; (iii) the Exchange Notes will not be subject to transfer restrictions or entitled to registration rights; and (iv) the Exchange Notes will not be entitled to additional interest provisions applicable to the Outstanding Notes in some circumstances relating to the timing of the exchange offers.

The exchange offer is limited to holders of the Outstanding Notes. The exchange offer is scheduled to expire at 5:00 p.m. Eastern Time on February 27, 2024, unless extended. Outstanding Notes tendered pursuant to the exchange offer may be withdrawn at any time prior to the expiration date by following the procedures set forth in the offering prospectus and the related letter of transmittal.

Copies of the prospectus and the related letter of transmittal may be obtained from U.S. Bank Trust Company, National Association, which is serving as the exchange agent for the exchange offer. The address, telephone and facsimile number of U.S. Bank Trust Company, National Association are as follows:

*By Hand, Overnight Mail, Courier, or Registered
or Certified Mail:*

By Facsimile:

For Information or Confirmation by Telephone:

Corporate Actions
111 Fillmore Ave E
Mail Station EP-MN-WS2N
St. Paul, MN 55107 1402
Attention: Specialty Finance Group
Reference: Berry Global, Inc.

(651) 466-7367
Attention: Specialty Finance Group

(800) 934-6802

About Berry Global

At Berry Global Group, Inc. (NYSE: BERY), we create packaging and engineered products that we believe make life better for people and the planet. We do this every day by leveraging our unmatched global capabilities, sustainability leadership, and deep innovation expertise to serve customers of all sizes around the world. Harnessing the strength in our diversity and industry-leading talent of more than 40,000 global employees across more than 250 locations, we partner with customers to develop, design, and manufacture innovative products with an eye toward the circular economy. The challenges we solve and the innovations we pioneer benefit our customers at every stage of their journey. For more information, visit our website, or connect with us on LinkedIn or Twitter.

Forward Looking Statements

Certain statements and information in this release that are not historical, including statements relating to the Notes and the expected future performance of the Company, may constitute “forward looking statements” within the meaning of the federal securities laws and are presented pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “would,” “could,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” “projects,” “outlook,” “anticipates” or “looking forward,” or similar expressions that relate to our strategy, plans, intentions, or expectations. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates, and financial results or to our expectations regarding future industry trends are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments.

These forward-looking statements are subject to risks and uncertainties that may change at any time, and therefore, our actual results may differ materially from those that we expected due to a variety of factors, including without limitation: (1) risks associated with our substantial indebtedness and debt service; (2) changes in prices and availability of resin and other raw materials and our ability to pass on changes in raw material prices to our customers on a timely basis; (3) risks related to acquisitions or divestitures and integration of acquired businesses and their operations, and realization of anticipated cost savings and synergies; (4) risks related to international business, including transactional and translational foreign currency exchange rate risk and the risks of compliance with applicable export controls, sanctions, anti-corruption laws and regulations; (5) increases in the cost of compliance with laws and regulations, including environmental, safety, and climate change laws and regulations; (6) labor issues, including the potential labor shortages, shutdowns or strikes, or the failure to renew effective bargaining agreements; (7) risks related to disruptions in the overall global economy, persistent inflation, supply chain disruptions, and the financial markets that may adversely impact our business; (8) risk of catastrophic loss of one of our key manufacturing facilities, natural disasters, and other unplanned business interruptions; (9) risks related to weather-related events and longer-term climate change patterns; (10) risks related to the failure of, inadequacy of, or attacks on our information technology systems and infrastructure; (11) risks that our restructuring programs may entail greater implementation costs or result in lower cost savings than anticipated; (12) risks related to future write-offs of substantial goodwill; (13) risks of competition, including foreign competition, in our existing and future markets; (14) risks related to market conditions associated with our share repurchase program; (15) risks related to market disruptions and increased market volatility; and (16) the other factors and uncertainties discussed in the section titled “Risk Factors” in our Annual Report on Form 10-K filed on November 17, 2023 and subsequent filings with the Securities and Exchange Commission. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. Accordingly, readers should not place undue reliance on those statements. All forward-looking statements are based upon information available to us on the date hereof. All forward-looking statements are made only as of the date hereof and we undertake no obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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