SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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| | s of Reporting Person | * | 2. Issuer Name and Ticker or Trading Symbol BERRY GLOBAL GROUP INC [BERY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|------------------------|-----------------------|-------|--|--|--|-----------------------------------|--|--|
| RICH JONAT | <u>HAN D</u> | | | X | Director | 10% Owner | | |
| (Last) 101 OAKLEY S | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/09/2017 | X | Officer (give title below) Executive Chai | Other (specify below) irman | | |
| (Street) EVANSVILLE | IN | 47710 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Repo Form filed by More than | rting Person | | |
| (City) | (State) | (Zip) | | | Person | One reporting | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--|---|------------------------------|---|--|---------------|---|---|---|-----------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150. 4) |
| Common Stock | 08/09/2017 | | М | | 112,687 | Α | \$6.12 | 338,037 | D | |
| Common Stock | 08/09/2017 | | D ⁽¹⁾ | | 112,687 | D | \$ 56.9864 ⁽²⁾ | 225,350 | D | |
| Common Stock | 08/10/2017 | | М | | 74,022 | A | \$6.12 | 299,372 | D | |
| Common Stock | 08/10/2017 | | D ⁽¹⁾ | | 74,022 | D | \$57.0504 ⁽³⁾ | 225,350 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | n Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--------------|-----|--|--------------------|---|-------------------------------------|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (instr. 4) | | |
| Employee Stock Option (Right to Buy) | \$6.12 | 08/09/2017 | | М | | 112,687 | | (4) | 10/03/2020 | Common Stock | 112,687 | \$0 | 2,797,638 | D | |
| Employee Stock Option (Right to Buy) | \$6.12 | 08/10/2017 | | М | | 74,022 | | (4) | 10/03/2020 | Common Stock | 74,022 | \$0 | 2,723,616 | D | |

Explanation of Responses:

1. Sale pursuant to trading plan meeting the requirements of SEC Rule 10b5-1 adopted by the reporting person on May 24, 2017.

2. Weighted average from 51 transactions with prices ranging from \$56.72 to \$57.24 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.

3. Weighted average from 81 transactions with prices ranging from \$56.755 to \$57.43 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.

4. Granted under the 2006 Equity Incentive Plan. Option vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.

Jason K. Greene, as attorney-in-08/11/2017

<u>fact</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \star If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.