

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A  
(Amendment No. 1)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended December 31, 2016  
Commission File Number 001-35672



BERRY PLASTICS GROUP, INC.

A Delaware corporation

101 Oakley Street, Evansville, Indiana, 47710  
(812) 424-2904

IRS employer identification number  
20-5234618

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, or non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Small reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).  
Yes  No

Class	Outstanding at February 3, 2017
Common Stock, \$.01 par value per share	128.8 million shares

## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (the "Amendment") amends Berry Plastics Group, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2016, as filed with the Securities and Exchange Commission on February 3, 2017 (the "Form 10-Q"), to replace Exhibit 101. Interactive Data File. Exhibit 101 filed herewith replaces in its entirety Exhibit 101 attached to the Form 10-Q, which inadvertently contained information for the quarterly period ended July 2, 2016.

Pursuant to Rule 12b-15 promulgated under the Securities Exchange Act of 1934, as amended, we have included the entire text of Item 6 of the Form 10-Q in this Amendment. However, there have been no changes to the text of such item other than the change stated in the immediately preceding paragraph.

Except as expressly set forth above, this Amendment does not, and does not purport to, amend or restate the information in any other item of the Form 10-Q or reflect any events that have occurred after the filing of the original Form 10-Q.

**Berry Plastics Group, Inc.**  
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**Item 6.****Exhibits**

- 2.1 Amendment No. 1 to the Agreement and Plan of Merger, dated as of December 7, 2016, by and among Berry Plastics Group, Inc., Berry Plastics Corporation, Berry Plastics Acquisition Corporation XVI, Berry Plastics Acquisition Corporation XV, LLC and AEP Industries Inc. (incorporated by reference to Annex A of Amendment No. 2 to Berry's Registration Statement on Form S-4 (Reg. No. 333-213803) filed on December 9, 2016).
- 3.1 Amended and Restated Bylaws of the Company, as amended on December 6, 2016 (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on December 6, 2016).
- 10.1 Incremental Assumption Agreement, dated as of January 19, 2017, by and among Berry Plastics Group, Inc., Berry Plastics Corporation and certain of its subsidiaries referenced therein, Credit Suisse AG, Cayman Islands Branch, as administrative agent for the lenders under the term loan credit agreement referenced therein, Citibank, N.A., as initial Term I lender and Citibank, N.A., as incremental term J lender.<sup>(1)</sup>
- 10.2 Berry Plastics Group, Inc. Executive Bonus Plan, amended and restated December 22, 2015, effective as of September 27, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on December 28, 2015).
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.<sup>(1)</sup>
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.<sup>(1)</sup>
- 32.1 Section 1350 Certification of the Chief Executive Officer.<sup>(1)</sup>
- 32.2 Section 1350 Certification of the Chief Financial Officer.<sup>(1)</sup>
- 101. Interactive Data Files.\*

\* Filed with this Form 10-Q/A for the period ended December 31, 2016 on February 7, 2017

(1) These exhibits were previously filed in the registrant's Form 10-Q for the quarterly period ended December 31, 2016, filed with the Securities and Exchange Commission on February 3, 2017

**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 thereunto duly authorized.

**Berry Plastics Group, Inc.**

February 7, 2017

By: /s/ Mark W. Miles  
Mark W. Miles  
Chief Financial Officer