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): April 15, 2013

BERRY PLASTICS GROUP, INC.
(Exact name of Registrant as specified in its charter)

Delaware	**001-35672**	**20-5234618**
(State of Incorporation)	(Commission File Number)	(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 2.02 Results of Operations and Financial Condition.

On April 15, 2013, Berry Plastics Group, Inc. (the "company" or "we") disclosed certain estimated financial information related to its results of operations for the quarter ending on March 30, 2013:

For the March 2013 quarter, we estimate that net sales declined to approximately $1,145 to $1,155 million from $1,183 million in the March 2012 quarter. This decrease of 2% to 3% is primarily related to a 3% reduction in the number of shipping days as a result of the timing of holidays versus the prior year's quarter, the year-over- year adverse change in weather, and light-weighting partially offset by volume gains in certain of our product lines. Also, we estimate that Adjusted EBITDA will be $199 to $204 million for the March 2013 quarter compared to $198 million in the March 2012 quarter. This increase of 1% to 3% is primarily related to cost reduction efforts partially offset by additional costs associated with new product innovation. Estimated net debt at March 30, 2013 was $3,991 million. Assuming our initial public offering and 2013 debt refinancing occurred at the beginning of the period, our interest expense for the four quarter period ended March 30, 2013 would be approximately $63 million lower. At March 30, 2013, we estimate the cash payout in the next 12 months under the tax receivable agreement to be $68 million. This is a reduction from the end of the last fiscal quarter primarily as a result of the debt extinguishment costs from the 2013 refinancing and bonus depreciation on capital expenditures. Adjusted EBITDA is a non-GAAP measure. The following tables reconcile the company's estimated net income (loss) to the company's estimate of Adjusted EBITDA for the March 2013 quarter and four quarter period ended March 30, 2013:

	Quarter Ended March 30, 2013		Four Quarters Ended March 30, 2013	
(in millions) (Unaudited)	**Low**	**High**	**Low**	**High**
Adjusted EBITDA [(a)]	$199	$204	$807	$812
Pro forma acquisitions	—	—	4	4
Unrealized cost reductions	2	2	22	22
Operating EBITDA [(a)]	$197	$202	$781	$786
Net interest expense	61	61	293	293
Depreciation and amortization	85	85	350	350
Income taxes	(1)	3	11	15
Restructuring, business optimization and other	1	1	39	39
Loss on debt extinguishment [(b)]	48	48	64	64
Net income (loss)	$ 3	$ 4	$ 24	$ 25

(a) Adjusted EBITDA and Operating EBITDA should not be considered in isolation or construed as an alternative to our net income (loss) or other measures as determined in accordance with GAAP. In addition, other companies in our industry or across different industries may calculate Adjusted EBITDA and Operating EBITDA and the related definitions differently than we do, limiting the usefulness of our calculation of Adjusted EBITDA and Operating EBITDA as comparative measures. Operating EBITDA and Adjusted EBITDA are among the indicators used by the company's management to measure the performance of the company's operations and thus the company's management believes such information may be useful to investors. Such measures are also among the criteria upon which performance-based compensation may be based.

(b) Includes $24 million of call premium and penalties, $16 million of deferred financing fees and $8 million of debt discount for the quarter ended March 30, 2013 and an additional $13 million of call premium and $3 million of deferred financing fees for the four quarter period ended March 30, 2013.

We define "Adjusted EBITDA" as net income (loss) before depreciation and amortization, income tax expense (benefit), interest expense (net) and certain restructuring and business optimization charges and as adjusted for unrealized cost reductions and acquired businesses, including unrealized synergies, which are more particularly defined in our credit documents and the indentures governing our notes. Adjusted EBITDA is used by our lenders for debt covenant compliance purposes and by our management as one of several measures to evaluate management performance. Adjusted EBITDA eliminates certain charges that we believe do not reflect operations and underlying operational performance. Although we use Adjusted EBITDA as a financial measure to assess the performance of our business, the use of Adjusted EBITDA has important limitations, including that (1) Adjusted EBITDA does not represent funds available for dividends, reinvestment or other discretionary uses, or account for one-time expenses and charges; (2) Adjusted EBITDA does not reflect cash outlays for capital expenditures or contractual commitments; (3) Adjusted EBITDA does not reflect changes in, or cash requirements for, working capital;

(4) Adjusted EBITDA does not reflect the interest expense or the cash requirements necessary to service interest or principal payments on indebtedness; (5) Adjusted EBITDA does not reflect income tax expense or the cash necessary to pay income taxes; (6) Adjusted EBITDA excludes depreciation and amortization and, although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect cash requirements for such replacements; and (7) Adjusted EBITDA does not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations.

The preliminary financial and operating results for the March 2013 quarter are forward-looking statements based on preliminary estimates and reflect the best judgment of our management but involve a number of risks and uncertainties which could cause actual results to differ materially from those set forth in our estimates and from past results, performance or achievements. Such preliminary results are subject to finalization of our quarterly financial and accounting procedures and should not be viewed as a substitute for full interim financial statements prepared in accordance with GAAP and reviewed by our auditors. Consequently, there can be no assurances that the actual financial and operating results for the second quarter ended March 30, 2013 will be identical to the preliminary estimates set forth above, and any variation between our actual results and the estimates set forth above may be material. In addition, such results do not purport to indicate our results of operations for any future period beyond the quarter ended March 30, 2013.

The information in Item 2.02 of this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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: April 15, 2013	By: /s/ Jason K. Greene
	Name: Jason K. Greene
	Title: Executive Vice President and General Counsel