

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Apollo Management Holdings GP, LLC</u> (Last) (First) (Middle) 9 W. 57TH STREET 43RD FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2012	3. Issuer Name and Ticker or Trading Symbol <u>BERRY PLASTICS GROUP INC [BERY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	66,915,476	I	See footnote ⁽¹⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person*
Apollo Management Holdings GP, LLC
 (Last) (First) (Middle)
 9 W. 57TH STREET
 43RD FLOOR
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
APOLLO INVESTMENT FUND V LP
 (Last) (First) (Middle)
 2 MANHATTANVILLE RD
 C/O APOLLO ADVISORS LP
 (Street)
 PURCHASE NY 10577
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
APOLLO ADVISORS V LP
 (Last) (First) (Middle)
 2 MANHATTANVILLE RD
 C/O APOLLO ADVISORS LP
 (Street)

PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Apollo Capital Management V, Inc.](#)

(Last) (First) (Middle)

TWO MANHATTANVILLE ROAD
SUITE 203

(Street)

PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[APOLLO INVESTMENT FUND VII P](#)

(Last) (First) (Middle)

2 MANHATTAVILLE RD

(Street)

PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Apollo Advisors VI, L.P.](#)

(Last) (First) (Middle)

ONE MANHATTANVILLE ROAD
SUITE 201

(Street)

PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[APOLLO MANAGEMENT V LP](#)

(Last) (First) (Middle)

2 MANHATTANVILLE RD
C/O APOLLO ADVISORS LP

(Street)

PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AIF V Management, LLC](#)

(Last) (First) (Middle)

2 MANHATTANVILLE ROAD
SUITE 203

(Street)

PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Apollo Management VI, L.P.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET
43RD FLOOR

(Street)	NEW YORK	NY	10019
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
AIF VI Management, LLC			
(Last)	(First)	(Middle)	
9 WEST 57TH STREET			
43RD FLOOR			
(Street)	NEW YORK	NY	10019
(City)	(State)	(Zip)	

Explanation of Responses:

1. See Exhibit 99.1.

[See signatures attached as Exhibit 99.2](#) [10/03/2012](#)

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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.

- (1) The amount reported includes 66,915,476 shares of common stock (“Common Stock”), of Berry Plastics Group, Inc. (the “Issuer”), which are held of record by Apollo V Covalence Holdings, L.P. (“Covalence V”), Apollo Investment Fund V, L.P. (“AIF V”), Covalence Co-Investment Holdings LLC (“Covalence Co-Invest”), Apollo Investment Fund VI, L.P. (“AIF VI”), AP Berry Holdings, L.P. (“AP Holdings”) and BPC Co-Investment Holdings LLC (“BPC Co-Investment LLC,” and together with Covalence V, AIF V, Covalence Co-Invest, AIF VI and AP Holdings, the “Apollo Funds”).

Apollo V Covalence Holdings, LLC (“Covalence LLC”) is the general partner of Covalence V; and Apollo Advisors V, L.P. (“Advisors V”) is the general partner of AIF V. Apollo Overseas Partners (Germany) VI, L.P. (“Overseas Germany”) is a limited partner of AP Holdings, and AP Berry Holdings, LLC (“AP Holdings LLC”) is the general partner of AP Holdings and the fiduciary of Overseas Germany with respect to Overseas Germany’s investment in the Common Stock. Apollo Advisors VI, L.P. (“Advisors VI”) is the general partner of AIF VI and the managing general partner of Overseas Germany. Apollo Capital Management V, Inc. (“ACM V”) is the general partner of Advisors V, and Apollo Capital Management VI, LLC (“ACM VI”) is the general partner of Advisors VI. Apollo Principal Holdings I, L.P. (“Principal I”) is the sole stockholder of ACM V and the sole member of ACM VI. Apollo Principal Holdings I GP, LLC (“Principal I GP”) is the general partner of Apollo Principal.

Apollo Management V, L.P. (“Management V”) is the manager of Covalence LLC and Covalence Co-Invest, and the investment manager of AIF V, and as such has voting and investment power over the shares of Common Stock held by AIF V, Covalence V and Covalence Co-Invest. Apollo Management VI, L.P. (“Management VI”) is the manager of AP Holdings LLC, BPC Co-Investment LLC and Overseas Germany, and the investment manager of AIF VI, and as such has voting and investment power over the shares of Common Stock held by AP Holdings, BPC Co-Investment LLC and AIF VI. AIF V Management, LLC (“AIF V LLC”) is the general partner of Management V and AIF VI Management, LLC (“AIF VI LLC”) is the general partner of Management VI. Apollo Management, L.P. (“Apollo Management”) is the sole member and manager of AIF V LLC and AIF VI LLC, and Apollo Management GP, LLC (“Apollo Management GP”) is the general partner of Apollo Management. Apollo Management Holdings, L.P. (“Management Holdings”) is the sole member and manager of Apollo Management GP, and Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings. Leon Black, Joshua Harris and Marc Rowan are the managers of Principal I GP, and the managers, as well as executive officers, of Management Holdings GP.

Each of Covalence V, AIF V, Covalence Co-Invest, AIF VI, AP Holdings and BPC Co-Investment LLC disclaims beneficial ownership of all of the shares of Common Stock held by any of the other Apollo Funds except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such security for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose. Each of Covalence LLC, AP Holdings, LLC, Overseas Germany, Advisors V, Advisors VI, ACM V, ACM VI, Principal I, Principal I GP, Management V, Management VI, AIF V LLC, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP, and Messrs. Black, Harris and Rowan, disclaims beneficial ownership of all shares of Common Stock held or beneficially owned by any of the Apollo Funds, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose. The address of Covalence V, AP Holdings, AIF V, AIF VI, Covalence LLC, AP Holdings LLC, Advisors V, Advisors VI, ACM V, ACM VI, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The address of Overseas Germany is c/o Intertrust Corporate Services (Cayman) Limited, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The address of each of Covalence Co-Invest and BPC Co-Investment LLC is 9 West 57th Street, New York, New York 10019. The address of Management V, Management VI, AIF V LLC, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP, and Messrs. Black, Harris and Rowan, is 9 West 57th Street, 43rd Floor, New York, New York 10019.

This Statement on Form 3 is filed by (i) Apollo V Covalence Holdings, L.P., (ii) Apollo Investment Fund V, L.P., (iii) Covalence Co-Investment Holdings LLC, (iv) Apollo Investment Fund VI, L.P., (v) AP Berry Holdings, L.P., (vi) BPC Co-Investment Holdings LLC, (vii) Apollo V Covalence Holdings, LLC, (viii) Apollo Advisors V, L.P., (ix) AP Berry Holdings, LLC, (x) Apollo Overseas Partners (Germany) VI, L.P., (xi) Apollo Advisors VI, L.P., (xii) Apollo Capital Management V, Inc., (xiii) Apollo Capital Management VI, Inc., (xiv) Apollo Principal Holdings I, L.P., (xv) Apollo Principal Holdings I GP, LLC, (xvi) Apollo Management V, L.P., (xvii) Apollo Management VI, L.P., (xviii) AIF V Management, LLC, (xix) AIF VI Management, LLC, (xx) Apollo Management, L.P., (xxi) Apollo Management GP, LLC, (xxii) Apollo Management Holdings, L.P., and (xxiii) Apollo Management Holdings GP, LLC.

Name of Designated Filer: Apollo Management Holdings GP, LLC

Date of Event Requiring Statement: October 3, 2012

Issuer Name and Ticker or Trading Symbol: Berry Plastics Group, Inc.

APOLLO V COVALENCE HOLDINGS, L.P.

By: Apollo V Covalence Holdings, LLC
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO V COVALENCE HOLDINGS, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO INVESTMENT FUND V, L.P.

By: Apollo Advisors V, L.P.
its general partner

By: Apollo Capital Management V, Inc.
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO ADVISORS V, L.P.

By: Apollo Capital Management V, Inc.
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO CAPITAL MANAGEMENT V, INC.

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.
its general partner

By: Apollo Capital Management VI, Inc.
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, Inc.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, INC.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

COVALENCE CO-INVESTMENT HOLDINGS LLC

By: Apollo Investment V, L.P.
its manager

By: AIF V Management, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT V, L.P.

By: AIF V MANAGEMENT, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AIF V MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI MANAGEMENT, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AP BERRY HOLDINGS, L.P.

By: AP Berry Holdings, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AP BERRY HOLDINGS, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

BPC CO-INVESTMENT HOLDINGS, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P.
its general partner

By: Apollo Capital Management VI, Inc.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
Its General Partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President
