

**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): December 20, 2019

**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.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Securities registered pursuant to Section 12(b) of the Exchange 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 8.01 Other Events.**

On December 20, 2019, Berry Global Group, Inc. (the “Company”) issued a press release announcing the redemption of \$100 million aggregate principal amount of 6.00% Second Priority Senior Secured Notes due 2022 (the “Notes”) issued by Berry Global, Inc. (as successor to Berry Plastics Escrow Corporation) (“BGI”), a wholly owned subsidiary of the Company, a copy of which is filed herewith as Exhibit 99.1 and incorporated herein by reference.

On December 20, 2019, BGI delivered to the holders of the Notes a notice of redemption (the “Notice”), notifying those noteholders that, pursuant to Article 3 of the Indenture, dated as of October 1, 2015 (as amended, supplemented or otherwise modified from time to time, the “Indenture”) between BGI (as successor to Berry Plastics Escrow Corporation) and U.S. Bank National Association, as trustee, BGI has elected to redeem \$100 million in aggregate principal amount of the outstanding Notes, in accordance with the terms of the Indenture and the Notes (the “Redemption Notes”).

Pursuant to the Notice, the Redemption Notes are called for redemption on January 21, 2020 (the “Redemption Date”). The redemption price for the Redemption Notes shall be equal to 101.500% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to the Redemption Date (the “Redemption Amount”). Following such redemption, the Company expects that \$200 million in aggregate principal amount of the Notes will remain outstanding. BGI intends to fund the Redemption Amount with cash on hand.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

| <u>Exhibit</u><br><u>Number</u> | <u>Description</u>   |
|---------------------------------|--|
| <a href="#">99.1</a>            | <a href="#">Press Release dated December 20, 2019</a>                        |
| 104                             | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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**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: December 20, 2019

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

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## News Release

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### **FOR IMMEDIATE RELEASE**

#### **Berry Global Announces Partial Redemption of Second Priority Senior Secured Notes Due 2022**

**EVANSVILLE, Ind. – December 20, 2019** – Berry Global Group, Inc. (“Berry” or the “Company”) (NYSE: BERY) announced today that its wholly owned subsidiary, Berry Global, Inc., has elected to redeem \$100 million aggregate principal amount of its 6.00% Second Priority Senior Secured Notes due 2022 (the “Notes”), in accordance with the optional redemption provisions provided in the indenture governing the Notes. The Notes will be redeemed on January 21, 2020 (the “Redemption Date”) at a redemption price of 101.500% of the aggregate principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to the Redemption Date. Following such redemption, Berry expects that \$200 million in aggregate principal amount of the Notes will remain outstanding. Berry Global, Inc. intends to use cash on hand to fund the redemption.

This press release does not constitute a notice of redemption. Beneficial holders of the Notes with any questions should contact the brokerage firm or financial institution through which they hold the Notes.

#### **About Berry**

Berry, headquartered in Evansville, Indiana, is committed to its mission of ‘Always Advancing to Protect What’s Important,’ and proudly partners with its customers to provide them with value-added protective solutions that are increasingly light-weighted and easier to recycle or reuse. The Company is a leading global supplier of a broad range of innovative rigid, flexible, and nonwoven products used every day within consumer and industrial end markets. Berry, a Fortune 500 company, has over 48,000 employees and generated approximately \$13 billion of sales in fiscal year 2018 on a combined pro forma basis from operations that span over 290 locations on six continents.

#### **Forward Looking Statements**

*Certain statements and information included in this release may constitute “forward looking statements” within the meaning of the Federal 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,” “anticipates,” “outlook,” or “looking forward,” or similar expressions that relate to our strategy, plans or intentions. 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. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of Berry to be materially different from any future results, performance, or achievements expressed or implied in such forward looking statements. Additional discussion of factors that could cause actual results to differ materially from management’s projections, forecasts, estimates and expectations is contained in Berry’s filings with the U.S. Securities and Exchange Commission. Berry does not undertake any obligation to update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise. 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.*

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