

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>BERRY PLASTICS GROUP INC</u> (Last) (First) (Middle) <u>101 OAKLEY STREET</u> (Street) <u>EVANSVILLE IN 47710</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/24/2016</u>	3. Issuer Name and Ticker or Trading Symbol <u>AEP INDUSTRIES INC [AEPI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Note 1 below</u>	

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)
<u>Common Stock, par value \$0.01 per share</u>	<u>0</u> ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	<u>I</u>	<u>See Footnotes</u> ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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	Title	Amount or Number of Shares			

Explanation of Responses:

- Berry Plastics Group, Inc. ("Berry") may be deemed to have beneficial ownership of 1,099,189 shares of common stock, par value \$0.01 per share of the Issuer (the "Shares") held by (i) J. Brendan Barba and The Brendan Barba GRAT Number Nine, (ii) Carolyn D. Vegliante, on behalf of herself and her children, (iii) Lauren K. Powers, (iv) John J. Powers, the 2012 Lauren Powers Trust FBO Kyle Powers, the 2012 Lauren Powers Trust FBO Ryan Powers, the 2012 Lauren Powers Trust FBO Griffin Powers and the 2012 Lauren Powers Trust FBO Brenna Powers, (v) Paul C. Vegliante, the 2012 Paul Vegliante Children's Trust and the 2012 Carolyn Vegliante Children's Trust, (vi) Paul M. Feeney, and (vii) Soko Marie Angel, (each of the foregoing, a "Shareholder" and together, the "Shareholders") as a result of entering into Voting Agreements (the "Voting Agreements"), dated as of August 24, 2016, with each Shareholder.
- (Continued from Footnote 1) Pursuant to the Voting Agreements, each Shareholder agreed to support the transactions contemplated by the Merger Agreement (as defined below) (the transactions contemplated thereby, including the Merger (as defined below), the "Transactions"), by voting all Shares over which such Shareholder has voting power in favor of the Transactions. Each Shareholder also agreed not to enter into any voting agreement or voting trust or grant a proxy which is inconsistent with its obligations to vote in favor of the Transactions. Each Shareholder also agreed to certain transfer restrictions with respect to the Shares held by such Shareholder. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Berry that it is the beneficial owner of the Shares referred to herein and such beneficial ownership is expressly denied.
- On August 24, 2016, Berry, certain of indirect subsidiaries of Berry, and Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Issuer will be merged with and into an indirect subsidiary of Berry (the "Merger"), with such indirect subsidiary surviving the Merger.
- Berry does not have any pecuniary interest in any of the Shares.

/s/ Jason K. Greene, Executive
Vice President and Chief Legal Officer 09/02/2016
Secretary

** 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.