

BERRY PLASTICS GROUP INC  
Form 8-K  
May 21, 2015

**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): May 21, 2015**

**BERRY PLASTICS GROUP, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**001-35672**  
**(Commission File Number)**

**20-5234618**  
**(I.R.S. Employer Identification**  
**No.)**

**101 Oakley Street**

**47710**

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**Evansville, Indiana**  
**(Address of principal executive offices)** **(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 8.01 Other Events.**

On May 21, 2015 Berry Plastics Group, Inc. (the Company ) issued a press release announcing the commencement by Berry Plastics Corporation, the Company's wholly owned subsidiary (the Issuer ), of a cash tender offer and consent solicitation with respect to any and all of the Issuer's outstanding 9.75% Second Priority Senior Secured Notes due 2021.

On May 21, 2015, the Company also announced in a separate press release that the Issuer intends to offer for sale in an underwritten public offering \$700 million of second priority senior secured notes due 2023 pursuant to a shelf registration statement filed on Form S-3 (File No. 333-194030) with the Securities and Exchange Commission on February 19, 2014 and related prospectus supplement dated May 21, 2015. A copy of the press releases are attached hereto as Exhibits 99.1 and 99.2 and are incorporated by reference into this Item 8.01.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit

| Number | Description  |
|--------|--|
| 99.1   | Press Release of Berry Plastics Group, Inc. dated May 21, 2015, announcing the commencement of a cash tender offer and consent solicitation. |
| 99.2   | Press Release of Berry Plastics Group, Inc. dated May 21, 2015, announcing a proposed offering of Second Priority Senior Secured Notes.      |

**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: May 21, 2015

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

**EXHIBIT INDEX**

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