

BERRY PLASTICS GROUP INC  
Form S-8 POS  
April 02, 2015

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As filed with the Securities and Exchange Commission on April 2, 2015

Registration No. 333-203173

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1 to

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

|   |   |
|---|---|
| Delaware  | 20-5234618                              |
| (State or other<br>jurisdiction of<br>incorporation or<br>organization) | (I.R.S. Employer<br>Identification No.) |

101 Oakley Street  
Evansville, IN 47710  
(Address of principal executive offices) (Zip Code)

Berry Plastics Group, Inc. 2015 Long-Term Incentive Plan  
(Full title of the Plan)

Jason K. Greene  
General Counsel and Secretary  
Berry Plastics Group, Inc.  
101 Oakley Street  
Evansville, IN 47710

(Name and address of agent for service)

(812) 424-2904  
(Telephone number, including area code, of agent for service)

Copies to:

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Jason K. Greene  
General Counsel and Secretary  
Berry Plastics Group, Inc.  
101 Oakley Street  
Evansville, IN 47710  
Telephone: (812) 424-2904

Eliot W. Robinson  
Bryan Cave LLP  
One Atlantic Center, Fourteenth Floor  
1201 West Peachtree Street, NW  
Atlanta, GA 30309  
Telephone: (404) 572-6600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of Berry Plastics Group, Inc. (File No. 333-203173) is being filed solely to file the consent of Ernst & Young LLP, the Company's independent registered public accounting firm. Accordingly, this Amendment No. 1 consists solely of the facing page, this explanatory note, Item 8 of Part II of the Registration Statement, the signature page and exhibit index, and is not intended to amend or delete any part of the Registration Statement except as specifically noted herein.

ITEM 8. EXHIBITS.

The list of exhibits is set forth under "Exhibit Index" at the end of this registration statement and is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Evansville, Indiana, April 2, 2015.

Berry Plastics Group, Inc.  
(Registrant)

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

No other person is required to sign this Post-Effective Amendment in reliance on Rule 478 under the Securities Act of 1933.

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EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 5.1               | Opinion of Counsel*  |
| 23.1              | Consent of Counsel (included in Exhibit 5.1)*  |
| 23.2              | Consent of Independent Registered Public Accounting Firm (filed<br>herewith)   |
| 24.1*             | Power of Attorney (included on signature page)*  |
| 99.1              | Berry Plastics Group, Inc. 2015 Long-Term Incentive Plan (incorporated<br>herein by reference to Annex B to the Proxy Statement filed on January<br>26, 2015)* |

\*Previously filed