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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended January 2, 2021

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission File Number 001-35672

BERRY GLOBAL GROUP, INC.

A Delaware corporation	101 Oakley Street, Evansville, Indiana, 47710 (812) 424-2904	IRS employer identification number 20-5234618

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 LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐ 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

There were 134.0 million shares of common stock outstanding at February 5, 2021.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Information included in or incorporated by reference in Berry Global Group, Inc.'s filings with the U.S. Securities and Exchange Commission (the "SEC") and press releases or other public statements, contain or may contain forward-looking statements. This report includes "forward-looking" statements with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. These statements contain words such as "believes," "expects," "may," "will," "should," "would," "could," "seeks," "approximately," "intends," "plans," "estimates," "project", "outlook," "anticipates" or "looking forward" or similar expressions that relate to our strategy, plans, intentions, or expectations. 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. 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. All forward-looking statements are made only as of the date hereof, and we undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Additionally, we caution readers that the list of important factors discussed in our most recent Form 10-K in the section titled "Risk Factors" may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this report may not in fact occur. Accordingly, readers should not place undue reliance on those statements.

Berry Global Group, Inc.
Form 10-Q Index
For Quarterly Period Ended January 2, 2021

Part I.	Financial Information		Page No.
	Item 1.	Financial Statements:	
		Consolidated Statements of Income and Comprehensive Income	4
		Consolidated Balance Sheets	5
		Consolidated Statements of Changes in Stockholders' Equity	6
		Consolidated Statements of Cash Flows	7
		Notes to Consolidated Financial Statements	8
	Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	15
	Item 3.	Quantitative and Qualitative Disclosures about Market Risk	19
	Item 4.	Controls and Procedures	20
Part II.	Other Information		
	Item 1.	Legal Proceedings	21
	Item 1A.	Risk Factors	21
	Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	22
	Item 6.	Exhibits	23
	Signature		24

Part I. Financial Information

Item 1. Financial Statements

Berry Global Group, Inc.
Consolidated Statements of Income
(Unaudited)
(in millions of dollars, except per share amounts)

	Quarterly Period Ended	
	January 2, 2021	December 28, 2019
Net sales	**$ 3,136**	$ 2,816
Costs and expenses:		
Cost of goods sold	**2,518**	2,296
Selling, general and administrative	**241**	229
Amortization of intangibles	**74**	75
Restructuring and transaction activities	**(1)**	17
Operating income	**304**	199
Other expense, net	**25**	13
Interest expense, net	**97**	118
Income before income taxes	**182**	68
Income tax expense	**52**	21
Net income	**$ 130**	$ 47
Net income per share:		
Basic	**$ 0.97**	$ 0.36
Diluted	**0.96**	0.35
Outstanding weighted-average shares:		
Basic	**133.6**	132.3
Diluted	**135.7**	134.3

Consolidated Statements of Comprehensive Income
(Unaudited)
(in millions of dollars)

	Quarterly Period Ended	
	January 2, 2021	December 28, 2019
Net income	**$ 130**	$ 47
Other comprehensive income, net of tax:		
Currency translation	**178**	92
Derivative instruments	**17**	13
Other comprehensive income	**195**	105
Comprehensive income	**$ 325**	$ 152

See notes to consolidated financial statements.

Berry Global Group, Inc.
Consolidated Balance Sheets
(in millions of dollars)

	January 2, 2021 (Unaudited)	September 26, 2020
Assets		
Current assets:		
Cash and cash equivalents	**$ 847**	$ 750
Accounts receivable, net	**1,456**	1,469
Finished goods	**835**	708
Raw materials and supplies	**668**	560
Prepaid expenses and other current assets	**177**	168
Assets held for sale	**—**	162
Total current assets	**3,983**	3,817
Noncurrent assets:		
Property, plant, and equipment	**4,734**	4,561
Goodwill and intangible assets	**7,801**	7,670
Right-of-use assets	**572**	562
Other assets	**86**	91
Total assets	**$ 17,176**	$ 16,701
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	**$ 1,193**	$ 1,115
Accrued employee costs	**310**	324
Other current liabilities	**721**	644
Current portion of long-term debt	**71**	75
Liabilities held for sale	**—**	25
Total current liabilities	**2,295**	2,183
Noncurrent liabilities:		
Long-term debt, less current portion	**10,010**	10,162
Deferred income taxes	**536**	601
Employee benefit obligations	**377**	368
Operating lease liabilities	**471**	464
Other long-term liabilities	**1,042**	831
Total liabilities	**14,731**	14,609
Stockholders' equity:		
Common stock (133.9 and 133.6 million shares issued, respectively)	**1**	1
Additional paid-in capital	**1,062**	1,034
Retained earnings	**1,738**	1,608
Accumulated other comprehensive loss	**(356)**	(551)
Total stockholders' equity	**2,445**	2,092
Total liabilities and stockholders' equity	**$ 17,176**	$ 16,701

See notes to consolidated financial statements.

Berry Global Group, Inc.
Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)
(in millions of dollars)

Quarterly Period Ended	**Common Stock**	**Additional Paid-in Capital**	**Accumulated Other Comprehensive Loss**	**Retained Earnings**	**Total**
Balance at September 26, 2020	$ 1	$ 1,034	$ (551)	$ 1,608	$ 2,092
Net income	**—**	**—**	**—**	**130**	**130**
Other comprehensive income	**—**	**—**	**195**	**—**	**195**
Share-based compensation	**—**	**21**	**—**	**—**	**21**
Proceeds from issuance of common stock	**—**	**7**	**—**	**—**	**7**
Balance at January 2, 2021	**$ 1**	**$ 1,062**	**$ (356)**	**$ 1,738**	**$ 2,445**
Balance at September 28, 2019	$ 1	$ 949	$ (386)	$ 1,054	$ 1,618
Net income	—	—	—	47	47
Other comprehensive income	—	—	105	—	105
Share-based compensation	—	19	—	—	19
Proceeds from issuance of common stock	—	2	—	—	2
Adoption of lease accounting standard	—	—	—	(5)	(5)
Balance at December 28, 2019	$ 1	$ 970	$ (281)	$ 1,096	$ 1,786

See notes to consolidated financial statements.

Berry Global Group, Inc.
Consolidated Statements of Cash Flows
(Unaudited)
(in millions of dollars)

	Quarterly Period Ended	
	January 2, 2021	December 28, 2019
Cash Flows from Operating Activities:		
Net income	$ **130**	$ 47
Adjustments to reconcile net cash provided by operating activities:		
Depreciation	**141**	141
Amortization of intangibles	**74**	75
Non-cash interest	**8**	4
Deferred income tax	**(19)**	(16)
Share-based compensation expense	**21**	19
Other non-cash operating activities, net	**5**	17
Changes in working capital	**(49)**	(68)
Changes in other assets and liabilities	**4**	(1)
Net cash from operating activities	**315**	218
Cash Flows from Investing Activities:		
Additions to property, plant and equipment, net	**(162)**	(148)
Divestiture of business	**140**	—
Net cash from investing activities	**(22)**	(148)
Cash Flows from Financing Activities:		
Proceeds from long-term borrowings	**750**	—
Repayments on long-term borrowings	**(985)**	(164)
Proceeds from issuance of common stock	**7**	2
Debt financing costs	**(6)**	(2)
Net cash from financing activities	**(234)**	(164)
Effect of exchange rate changes on cash	**38**	17
Net change in cash	**97**	(77)
Cash and cash equivalents at beginning of period	**750**	750
Cash and cash equivalents at end of period	**$ 847**	$ 673

See notes to consolidated financial statements.

1. Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements of Berry Global Group, Inc. ("the Company," "we," or "Berry") have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In preparing financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts and disclosures at the date of the financial statements and during the reporting period. Actual results could differ from those estimates. The Company's U.S. based results for the quarterly period ended January 2, 2021 and December 28, 2019 are based on a fourteen and thirteen week period, respectively. In October 2020, the Company reorganized portions of its four operating segments in order to better align our various businesses for future growth. The Company has recast all prior period amounts to conform to this new reporting structure. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included, and all subsequent events up to the time of the filing have been evaluated. For further information, refer to the Company's most recent Form 10-K filed with the Securities and Exchange Commission.

2. Recent Accounting Pronouncements

Changes to GAAP are established by the Financial Accounting Standards Board ("FASB") in the form of accounting standards updates to the FASB's Accounting Standards Codification. During fiscal 2021, with the exception of the below, there have been no developments to the recently adopted accounting pronouncements from those disclosed in the Company's 2020 Annual Report on Form 10-K that are considered to have a material impact on our unaudited consolidated financial statements.

Credit Losses

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326) and issued subsequent amendments to the initial guidance. The new standard requires entities to measure all expected credit losses for most financial assets held at the reporting date based on an expected loss model, which includes historical experience, current conditions, and reasonable and supportable forecasts. The new standard also requires enhanced disclosure. The Company adopted the new standard on September 27, 2020 with no material impact to the Company's consolidated financial statements. See Note 3. Revenue and Accounts Receivable.

Defined Benefit Plans

In August 2018, the FASB issued ASU 2018-14, Changes to the Disclosure Requirements for Defined Benefit Plans. The new standard removes requirements to disclose the amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost over the next fiscal year and the effects of a one-percentage-point changes in assumed health care cost trend rates. The standard also adds requirements to disclose the reasons for significant gains and losses related to changes in the benefit obligations for the period and the accumulated benefit obligation ("ABO") for plans with ABOs in excess of plan assets. The new standard will be effective for the Company beginning fiscal 2022. The Company is currently evaluating the impact of the adoption of this standard to our disclosures.

Income Taxes

In December 2019, the FASB issued ASU 2019-12, Income Taxes - Simplifying the Accounting for Income Taxes (Topic 740). The new guidance eliminates certain exceptions related to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. It also clarifies and simplifies other aspects of the accounting for income taxes. The new standard will be effective for the Company beginning fiscal 2022. The Company is currently evaluating the impact of the adoption of this standard to the Company's consolidated financial statements.

Reference Rate Reform

In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform - Facilitation of the Effects of Reference Rate Reform on Financial Reporting (Topic 848). This standard provides temporary optional expedients and exceptions to the GAAP guidance on contract modifications and hedge accounting to ease the financial reporting burdens of the expected market transition from LIBOR and other interbank offered rates to alternative reference rates, such as SOFR. ASU 2020-04 is effective upon issuance and generally can be applied through the end of calendar year 2022. The Company is currently evaluating the impact and whether it plans to adopt the optional expedients and exceptions provided under this new standard.

3. Revenue and Accounts Receivable

Our revenues are primarily derived from the sale of plastic packaging products to customers. Revenue is recognized when performance obligations are satisfied, in an amount reflecting the consideration to which the Company expects to be entitled. We consider the promise to transfer products to be our sole performance obligation. If the consideration agreed to in a contract includes a variable amount, we estimate the amount of consideration we expect to be entitled to in exchange for transferring the promised goods to the customer using the most likely amount method. Our main source of variable consideration is customer rebates. The accrual for customer rebates was $110 million and $104 million at January 2, 2021 and September 26, 2020, respectively, and is included in Other current liabilities on the Consolidated Balance Sheets. The Company disaggregates revenue based on reportable business segment, geography, and significant product line. Refer to Note 10. Segment and Geographic Data for further information.

Accounts receivable, net are presented net of allowance for credit losses of $25 million at January 2, 2021 and September 26, 2020. The Company records its current expected credit losses based on a variety of factors including historical loss experience, current conditions including the COVID-19 pandemic, and customer financial condition. The changes to our current expected credit losses, write-off activity, and recoveries were not material for any of the periods presented.

The Company has entered into various qualifying factoring agreements to sell certain receivables to third-party financial institutions. The transfer of receivables is accounted for as a sale, without recourse. Net sales available under qualifying U.S. based programs were $247 million and $222 million for the quarterly periods ended January 2, 2021 and December 28, 2019, respectively. There were no amounts outstanding from financial institutions related to these programs. The fees associated with the transfer of receivables for all programs were not material for any of the periods presented.

4. Dispositions

U.S. Flexible Packaging Converting Disposition

In November 2020, the Company completed the sale of its U.S. Flexible Packaging Converting business which was primarily operated in its Engineered Materials reporting segment for net proceeds of $140 million. A pretax gain on sale of $7 million was recorded in fiscal 2021 within Restructuring and transaction activities on the Consolidated Statements of Income. The divested business recorded $203 million in net sales during fiscal 2020.

5. Restructuring and Transaction Activities

The table below includes the significant components of the restructuring and transaction activities, by reporting segment:

	Quarterly Period Ended	
	January 2, 2021	December 28, 2019
Consumer Packaging International	**$ 3**	$ 10
Consumer Packaging North America	**1**	2
Engineered Materials	**(5)**	3
Health, Hygiene & Specialties	**—**	2
Consolidated	**$ (1)**	$ 17

The table below sets forth the activity with respect to the restructuring and transaction activities accrual at January 2, 2021:

	Restructuring				
	Employee Severance and Benefits	**Facility Exit Costs**	**Non-cash Impairment Charges**	**Transaction Activities**	**Total**
Balance at September 26, 2020	$ 10	$ 7	$ —	$ —	$ 17
Charges	**3**	**1**	**—**	**(5)**	**(1)**
Cash	**(5)**	**(1)**	**—**	**5**	**(1)**
Balance at January 2, 2021	**$ 8**	**$ 7**	**$ —**	**$ —**	**$ 15**

6. Leases

The Company leases certain manufacturing facilities, warehouses, office space, manufacturing equipment, office equipment, and automobiles.

We recognize right-of-use assets and lease liabilities for leases with original lease terms greater than one year based on the present value of lease payments over the lease term using our incremental borrowing rate on a collateralized basis. Short-term leases, with original lease terms of less than one year, are not recognized on the balance sheet. We are party to certain leases, namely for manufacturing facilities, which offer renewal options to extend the original lease term. Renewal options are included in the right-of-use asset and lease liability based on our assessment of the probability that the options will be exercised.

Supplemental lease information is as follows:

Leases	**Classification**	**January 2, 2021**	September 26, 2020
Operating leases:			
Operating lease right-of-use assets	Right-of-use asset	$ 572	$ 562
Current operating lease liabilities	Other current liabilities	118	115
Noncurrent operating lease liabilities	Operating lease liability	471	464
Finance leases:			
Finance lease right-of-use assets	Property, plant, and equipment, net	$ 67	$ 78
Current finance lease liabilities	Current portion of long-term debt	14	17
Noncurrent finance lease liabilities	Long-term debt, less current portion	51	59

Cash paid for amounts included in lease liabilities	**Quarterly Period Ended January 2, 2021**	Quarterly Period Ended December 28, 2019
Operating cash flows from operating leases	$ 31	$ 29
Operating cash flows from finance leases	1	1
Financing cash flows from finance leases	11	13

Right-of-use assets obtained in exchange for new operating lease liabilities were $11 million for the quarterly period ended January 2, 2021.

7. Long-Term Debt

Long-term debt consists of the following:

Facility	Maturity Date	January 2, 2021	September 26, 2020
Term loan	October 2022	**$ 800**	$ 1,545
Term loan	January 2024	**446**	448
Term loan	July 2026	**4,186**	4,208
Revolving line of credit	May 2024	**—**	—
1.00% First Priority Senior Secured Notes [a]	July 2025	**860**	814
1.57% First Priority Senior Secured Notes	January 2026	**750**	—
4.875% First Priority Senior Secured Notes	July 2026	**1,250**	1,250
1.50% First Priority Senior Secured Notes [a]	July 2027	**461**	436
5.125% Second Priority Senior Secured Notes	July 2023	**300**	300
4.50% Second Priority Senior Secured Notes	February 2026	**500**	500
5.625% Second Priority Senior Secured Notes	July 2027	**500**	500
Debt discounts and deferred fees		**(81)**	(85)
Finance leases and other	Various	**109**	121
Retired debt	Various	**—**	200
Total long-term debt		**10,081**	10,237
Current portion of long-term debt		**(71)**	(75)
Long-term debt, less current portion		**$ 10,010**	10,162

(a) Euro denominated

In December 2020, the Company issued $750 million aggregate principal amount of 1.57% first priority senior secured notes due 2026. The proceeds were used to prepay a portion of the term loan maturing in 2022. Debt extinguishment costs of $4 million, primarily comprised of deferred debt discount and financing fees, were recorded in Other expense, net on the Consolidated Statements of Income upon the extinguishment of a portion of the term loan.

Debt discounts and deferred financing fees are presented net of Long-term debt, less the current portion on the Consolidated Balance Sheets and are amortized to Interest expense, net on the Consolidated Statements of Income through maturity.

8. Financial Instruments and Fair Value Measurements

In the normal course of business, the Company is exposed to certain risks arising from business operations and economic factors. The Company may use derivative financial instruments to help manage market risk and reduce the exposure to fluctuations in interest rates and foreign currencies. These financial instruments are not used for trading or other speculative purposes.

Cross-Currency Swaps

The Company is party to certain cross-currency swaps to hedge a portion of our foreign currency risk. The swap agreements mature May 2022 (€250 million), June 2024 (€1,625 million) and July 2027 (£700 million). In addition to the cross-currency swaps, we hedge a portion of our foreign currency risk by designating foreign currency denominated long-term debt as net investment hedges of certain foreign operations. As of January 2, 2021, we had outstanding long-term debt of €785 million that was designated as a hedge of our net investment in certain euro-denominated foreign subsidiaries. When valuing cross-currency swaps the Company utilizes Level 2 inputs (substantially observable).

Interest Rate Swaps

The primary purpose of the Company's interest rate swap activities is to manage interest expense variability associated with our outstanding variable rate term loan debt. When valuing interest rate swaps the Company utilizes Level 2 inputs (substantially observable).

As of January 2, 2021, the Company effectively had (i) a $450 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.398%, with an expiration in June 2026, (ii) a $1 billion interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.835% with an expiration in June 2026, (iii) a $400 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.916% with an expiration in June 2026, (iv) an $884 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.857%, with an expiration in June 2024, and (v) a $473 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 2.050%, with an expiration in June 2024.

The Company records the fair value positions of all derivative financial instruments on a net basis by counterparty for which a master netting arrangement is utilized. Balances on a gross basis are as follows:

Derivative Instruments	**Hedge Designation**	**Balance Sheet Location**	**January 2, 2021**	September 26, 2020
Cross-currency swaps	Designated	Other long-term liabilities	**499**	270
Interest rate swaps	Designated	Other long-term liabilities	**207**	226

The effect of the Company's derivative instruments on the Consolidated Statements of Income is as follows:

		Quarterly Period Ended	
Derivative Instruments	**Statements of Income Location**	**January 2, 2021**	December 28, 2019
Cross-currency swaps	Interest expense, net	**$ (3)**	$ (2)
Interest rate swaps	Interest expense, net	**17**	17

Non-recurring Fair Value Measurements

The Company has certain assets that are measured at fair value on a non-recurring basis when impairment indicators are present or when the Company completes an acquisition. The Company adjusts certain long-lived assets to fair value only when the carrying values exceed the fair values. The categorization of the framework used to value the assets is considered Level 3, due to the subjective nature of the unobservable inputs used to determine the fair value. These assets that are subject to our annual impairment analysis primarily include our definite lived and indefinite lived intangible assets, including Goodwill and our property, plant and equipment. The Company reviews Goodwill and other indefinite lived assets for impairment as of the first day of the fourth fiscal quarter each year and more frequently if impairment indicators exist. The Company determined Goodwill and other indefinite lived assets were not impaired in our annual fiscal 2020 assessment. No impairment indicators were identified in the current quarter.

Included in the following table are the major categories of assets measured at fair value on a non-recurring basis as of January 2, 2021 and September 26, 2020, along with the impairment loss recognized on the fair value measurement during the period:

	As of January 2, 2021				
	Level 1	**Level 2**	**Level 3**	**Total**	**Impairment**
Indefinite-lived trademarks	**$ —**	**$ —**	**$ 248**	**$ 248**	**$ —**
Goodwill	**—**	**—**	**5,312**	**5,312**	**—**
Definite lived intangible assets	**—**	**—**	**2,241**	**2,241**	**—**
Property, plant, and equipment	**—**	**—**	**4,734**	**4,734**	**—**
Total	**$ —**	**$ —**	**$ 12,535**	**$ 12,535**	**$ —**

	As of September 26, 2020				
	Level 1	Level 2	Level 3	Total	Impairment
Indefinite-lived trademarks	$ —	$ —	$ 248	$ 248	$ —
Goodwill	—	—	5,173	5,173	—
Definite lived intangible assets	—	—	2,249	2,249	—
Property, plant, and equipment	—	—	4,561	4,561	2
Total	$ —	$ —	$ 12,231	$ 12,231	$ 2

The Company's financial instruments consist primarily of cash and cash equivalents, long-term debt, interest rate and cross-currency swap agreements, and finance lease obligations. The fair value of our marketable long-term indebtedness exceeded book value by $177 million as of January 2, 2021. The Company's long-term debt fair values were determined using Level 2 inputs (substantially observable).

9. Income Taxes

In comparison to the statutory rate, the higher effective tax rate of 29% for the quarter was negatively impacted by 5% from divestiture and 3% from global intangible low-taxed income provisions.

10. Segment and Geographic Data

The Company's operations are organized into four reporting segments: Consumer Packaging International, Consumer Packaging North America, Engineered Materials, and Health, Hygiene & Specialties. The structure is designed to align us with our customers, provide optimal service, drive future growth, and to facilitate synergies realization. In October 2020, the Company realigned portions of our operating segments. As a result of these organizational realignments, we have recast prior period segment amounts resulted in the following Net sales movements for the quarterly period ended December 28, 2019: (1.) Tapes business: $69 million from Engineered Materials to Health, Hygiene & Specialties, (2.) North American Healthcare: $69 million from Consumer Packaging North America to Consumer Packaging International and (3.) European Films: $149 million from Consumer Packaging International to Engineered Materials.

Selected information by reportable segment is presented in the following tables:

	Quarterly Period Ended	
	January 2, 2021	December 28, 2019
Net sales:		
Consumer Packaging International	**$ 988**	$ 930
Consumer Packaging North America	**686**	611
Engineered Materials	**722**	665
Health, Hygiene & Specialties	**740**	610
Total net sales	**$ 3,136**	$ 2,816
Operating income:		
Consumer Packaging International	**$ 71**	$ 38
Consumer Packaging North America	**59**	44
Engineered Materials	**78**	70
Health, Hygiene & Specialties	**96**	47
Total operating income	**$ 304**	$ 199
Depreciation and amortization:		
Consumer Packaging International	**$ 89**	$ 87
Consumer Packaging North America	**56**	56
Engineered Materials	**25**	26
Health, Hygiene & Specialties	**45**	47
Total depreciation and amortization	**$ 215**	$ 216

Selected information by geographical region is presented in the following tables:

	Quarterly Period Ended	
	January 2, 2021	December 28, 2019
Net sales:		
United States & Canada	**$ 1,677**	$ 1,513
Europe	**1,093**	1,003
Rest of world	**366**	300
Total net sales	**$ 3,136**	$ 2,816

Selected information by product line is presented in the following tables:

	Quarterly Period Ended	
	January 2, 2021	December 28, 2019
Net sales:		
Packaging	**81**	82
Non-packaging	**19**	18
Consumer Packaging International	**100%**	100%
Rigid Open Top	**55**	57
Rigid Closed Top	**45**	43
Consumer Packaging North America	**100%**	100%
Core Films	**58**	59
Retail & Industrial	**42**	41
Engineered Materials	**100%**	100%
Health	**19**	14
Hygiene	**46**	49
Specialties	**35**	37
Health, Hygiene & Specialties	**100%**	100%

11. Contingencies and Commitments

The Company is party to various legal proceedings involving routine claims which are incidental to its business. Although the Company's legal and financial liability with respect to such proceedings cannot be estimated with certainty, we believe that any ultimate liability would not be material to our financial statements.

The Company has various purchase commitments for raw materials, supplies, and property and equipment incidental to the ordinary conduct of business.

12. Share Repurchase Program

No shares were repurchased during the quarter. Authorized share repurchases of $393 million remain available to the Company.

13. Basic and Diluted Net Income Per Share

Basic net income per share is calculated by dividing the net income attributable to common stockholders by the weighted-average number of common shares outstanding during the period, without consideration for common stock equivalents. Diluted net income per share is calculated by dividing the net income attributable to common stockholders by the weighted-average number of common share equivalents outstanding for the period determined using the treasury-stock method and the if-converted method. For purposes of this calculation, stock options and restricted stock units are considered to be common stock equivalents and are only included in the calculation of diluted net income per share when their effect is dilutive. For the three months ended January 2, 2021 and December 28, 2019, 3.2 million and 7.2 million shares, respectively, were excluded from the diluted net income per share calculation as their effect would be anti-dilutive.

The following tables provide a reconciliation of the numerator and denominator of the basic and diluted net income per share calculations:

	Quarterly Period Ended	
(in millions, except per share amounts)	**January 2, 2021**	December 28, 2019
Numerator		
Consolidated net income	**$ 130**	$ 47
Denominator		
Weighted average common shares outstanding - basic	**133.6**	132.3
Dilutive shares	**2.1**	2.0
Weighted average common and common equivalent shares outstanding - diluted	**135.7**	134.3
Per common share income		
Basic	**$ 0.97**	$ 0.36
Diluted	**$ 0.96**	$ 0.35

14. Accumulated Other Comprehensive Loss

The components and activity of Accumulated other comprehensive loss are as follows:

Quarterly Period Ended	Currency Translation	Defined Benefit Pension and Retiree Health Benefit Plans	Derivative Instruments	Accumulated Other Comprehensive Loss
Balance at September 26, 2020	$ (278)	$ (116)	$ (157)	$ (551)
Other comprehensive income before reclassifications	**178**	**—**	**15**	**193**
Net amount reclassified from accumulated other comprehensive loss	**—**	**—**	**2**	**2**
Balance at January 2, 2021	**$ (100)**	**$ (116)**	**$ (140)**	**$ (356)**

	Currency Translation	Defined Benefit Pension and Retiree Health Benefit Plans	Derivative Instruments	Accumulated Other Comprehensive Loss
Balance at September 28, 2019	$ (279)	$ (56)	$ (51)	$ (386)
Other comprehensive loss before reclassifications	92	—	(4)	88
Net amount reclassified from accumulated other comprehensive loss	—	—	17	17
Balance at December 28, 2019	$ (187)	$ (56)	$ (38)	$ (281)

15. Subsequent Events

In January 2021, the Company issued $800 million aggregate principal amount of 0.95% first priority senior secured notes due 2024. The proceeds were used to prepay the term loan maturing in 2022.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Summary

Business. The Company's operations are organized into four operating segments: Consumer Packaging International, Consumer Packaging North America, Engineered Materials and Health, Hygiene & Specialties, in order to better align our various businesses for future growth. The structure is designed to align us with our customers, provide improved service, drive future growth, and to facilitate synergies realization. The Consumer Packaging International segment primarily consists of containers, closures, dispensing systems, pharmaceutical devices and packaging, and technical components. The Consumer Packaging North America segment primarily consists of containers, foodservice items, closures, overcaps, bottles, and tubes. The Engineered Materials segment primarily consists of polyethylene-based film products, can liners, and specialty coated and laminated products. The Health, Hygiene & Specialties segment primarily consists of nonwoven specialty materials, tapes and adhesives, and films used in hygiene, infection prevention, personal care, industrial, construction, and filtration applications.

Acquisitions and Dispositions. Our acquisition strategy is focused on improving our long-term financial performance, enhancing our market positions, and expanding our existing and complementary product lines. We seek to obtain businesses for attractive post-synergy multiples, creating value for our stockholders from synergy realization, leveraging the acquired products across our customer base, creating new platforms for future growth, and assuming best practices from the businesses we acquire. While the expected benefits on earnings is estimated at the commencement of each transaction, once the execution of the plan and integration occur, we are generally unable to accurately estimate or track what the ultimate effects have been due to system integrations and movements of activities to multiple facilities. As historical business combinations and restructuring plans have not allowed us to accurately separate realized synergies compared to what was initially identified, we estimate the synergy realization based on the overall segment profitability post integration.

U.S. Flexible Packaging Converting Disposition

In November 2020, the Company completed the sale of its U.S. Flexible Packaging Converting business which was primarily operated in its Engineered Materials reporting segment for net proceeds of $140 million. The sold business recorded $203 million in net sales during fiscal 2020.

Raw Material Trends. Our primary raw material is plastic resin. Due to differences in the timing of passing through resin cost changes to our customers on escalator/de-escalator programs, segments are negatively impacted in the short term when plastic resin costs increase and are positively impacted when plastic resin costs decrease. This timing lag and competitor behaviors related to passing through raw material cost changes could affect our results as plastic resin costs fluctuate. In addition, we use other materials such as butyl rubber, adhesives, paper and packaging materials, linerboard, rayon, polyester fiber, and foil, in various manufacturing processes. These raw materials are available from multiple sources and we purchase from a variety of global suppliers. While temporary shortages of raw materials can occur, we expect to continue to successfully manage raw materials supplies without significant supply interruptions.

Outlook. The Company is affected by general economic and industrial growth, plastic resin availability and affordability, and general industrial production. Covid-19 pandemic has resulted in both advantaged and disadvantage products within all segments. Our results are affected by both the duration certain products remain advantaged and timing of when disadvantage products normalize. Our business has both geographic and end market diversity, which reduces the effect of any one of these factors on our overall performance. Our results are affected by our ability to pass through raw material and other cost changes to our customers, improve manufacturing productivity and adapt to volume changes of our customers. By providing advantaged products in targeted markets, we continue to believe our underlying long-term demand fundamental in all divisions will remain strong as we focus on delivering protective solutions that enhance consumer safety and execute on the Company's mission of "Always Advancing to Protect What's Important." For fiscal 2021, we project cash flow from operations between $1,625 to $1,525 million and $650 million of capital spending.

Results of Operations

Comparison of the Quarterly Period Ended January 2, 2021 (the "Quarter") and the Quarterly Period Ended December 28, 2019 (the "Prior Quarter")

The Company's U.S. based results for the Quarter and Prior Quarter are based on a fourteen and thirteen week period, respectively. Business integration expenses consist of restructuring and impairment charges, acquisition related costs, and other business optimization costs. Tables present dollars in millions.

Consolidated Overview

	Quarter	Prior Quarter	$ Change	% Change
Net sales	**$ 3,136**	$ 2,816	$ 320	11%
Operating income	**$ 304**	$ 199	$ 105	53%
Operating income percentage of net sales	**10%**	7%		

The net sales growth is primarily attributed to organic volume growth of 7%, a $50 million favorable impact from foreign currency changes and a $112 million benefit from extra shipping days in the Quarter, partially offset by Prior Quarter divestiture sales of $15 million. The organic volume growth was primarily due to organic growth investments, modest recovery of certain markets that had previously been facing COVID-19 headwinds, and higher demand in our advantaged health and hygiene products as the result of COVID-19.

The operating income increase is primarily attributed to a $46 million increase from the organic volume growth, a $17 million favorable impact from price cost spread including synergies, a $12 million decrease in business integration expense, a $7 million gain on the divested business, a $7 million favorable impact from foreign currency changes, and a $19 million benefit from extra shipping days in the Quarter.

Consumer Packaging International

	Quarter	Prior Quarter	$ Change	% Change
Net sales	**$ 988**	$ 930	$ 58	6%
Operating income	**$ 71**	$ 38	$ 33	87%
Operating income percentage of net sales	**7%**	4%		

The net sales growth in the Consumer Packaging International segment is primarily attributed to organic volume growth of 4%, and a $44 million favorable impact from foreign currency changes partially offset by lower selling prices of $28 million.

The operating income increase is primarily attributed to a $9 million decrease in selling, general, and administrative expense, a $7 million increase from the organic volume growth, a $6 million favorable impact from price cost spread, a $6 million decrease in business integration expense, and a $6 million favorable impact from foreign currency.

Consumer Packaging North America

	Quarter	Prior Quarter	$ Change	% Change
Net sales	**$ 686**	$ 611	$ 75	12%
Operating income	**$ 59**	$ 44	$ 15	34%
Operating income percentage of net sales	**9%**	7%		

The net sales growth in the Consumer Packaging North America segment is primarily attributed to organic volume growth of 8% and a $34 million benefit from extra shipping days in the Quarter. The organic volume growth was primarily due to continued strength in closures, bottles and containers.

The operating income increase is primarily attributed to a $13 million increase from the organic volume growth and a $6 million benefit from extra shipping days in the Quarter, partially offset by a $5 million increase in selling, general, and administrative expense.

Engineered Materials

	Quarter	Prior Quarter	$ Change	% Change
Net sales	**$ 722**	$ 665	$ 57	9%
Operating income	**$ 78**	$ 70	$ 8	11%
Operating income percentage of net sales	**11%**	11%		

The net sales growth in the Engineered Materials segment is primarily attributed to increased selling prices of $14 million, a organic volume growth of 2%, a $7 million favorable impact from foreign currency, and a $37 million benefit from extra shipping days in the Quarter, partially offset by Prior Quarter divestiture sales of $11 million.

The operating income increase is primarily attributed to a $7 million gain on the divested business and a $5 million benefit from extra shipping days in the current quarter, partially offset by a $5 million negative impact from price cost spread.

Health, Hygiene & Specialties

	Quarter	Prior Quarter	$ Change	% Change
Net sales	**$ 740**	$ 610	$ 130	21%
Operating income	**$ 96**	$ 47	$ 49	104%
Operating income percentage of net sales	**13%**	8%		

The net sales growth in the Health, Hygiene & Specialties segment is primarily attributed to organic volume growth of 15%, increased selling prices of $7 million and a $36 million benefit from extra shipping days in the Quarter. The organic volume growth was primarily due to organic growth investments and higher demand in our advantaged health and hygiene products as the result of COVID-19.

The operating income increase is primarily attributed to a $24 million impact from the organic volume growth, a $16 million favorable impact from price cost spread, and a $7 million benefit from extra shipping days in the Quarter.

Other expense, net

	Quarter	Prior Quarter	$ Change	% Change
Other expense, net	**$ 25**	$ 13	$ 12	92%

The other expense increase is primarily attributed to foreign currency changes related to the remeasurement of non-operating intercompany balances.

Interest expense, net

	Quarter	Prior Quarter	$ Change	% Change
Interest expense, net	**$ 97**	$ 118	$ (21)	(18)%

The interest expense decrease is primarily the result of repayments on long-term borrowings in fiscal 2020.

Changes in Comprehensive Income

The $173 million increase in Comprehensive income from Prior Quarter is primarily attributed to an $86 million increase in currency translation and an $83 million improvement in Net income. Currency translation changes are primarily related to non-U.S. subsidiaries with a functional currency other than the U.S. Dollar whereby assets and liabilities are translated from the respective functional currency into U.S. Dollars using period-end exchange rates. The change in currency translation was primarily attributed to locations utilizing the Euro, British pound sterling, Canadian Dollar and Chinese Renminbi as their functional currency. As part of the overall risk management, the Company uses derivative instruments to reduce exposure to changes in interest rates attributed to the Company's floating-rate borrowings and records changes to the fair value of these instruments in Accumulated other comprehensive loss. The change in fair value of these instruments in fiscal 2021 versus fiscal 2020 is primarily attributed to a change in the forward interest curve between measurement dates.

Liquidity and Capital Resources

Senior Secured Credit Facility

We manage our global cash requirements considering (i) available funds among the many subsidiaries through which we conduct business, (ii) the geographic location of our liquidity needs, and (iii) the cost to access international cash balances. At the end of the Quarter, the Company had no outstanding balance on its $850 million asset-based revolving line of credit that matures in May 2024. The Company was in compliance with all covenants at the end of the Quarter.

Cash Flows

Net cash from operating activities increased $97 million from the Prior Quarter primarily attributed to improved net income.

Net cash used in investing activities decreased $126 million from the Prior Quarter primarily attributed to the U.S. Flexible Packaging Converting disposition.

Net cash used in financing activities increased $70 million from the Prior Quarter primarily attributed to increased net debt repayments.

Share Repurchases

No shares were repurchased during the quarter. Authorized share repurchases of $393 million remain available to the Company.

Liquidity Outlook

At January 2, 2021, our cash balance was $847 million, of which approximately 80% was located outside the U.S. We believe our existing U.S. based cash and cash flow from U.S. operations, together with available borrowings under our senior secured credit facilities, will be adequate to meet our liquidity needs over the next twelve months. We do not expect our free cash flow to be sufficient to cover all long-term debt obligations and intend to refinance these obligations prior to maturity.

Summarized Guarantor Financial Information

Berry Global, Inc. ("Issuer") has notes outstanding which are fully, jointly, severally, and unconditionally guaranteed by its parent, Berry Global Group, Inc. (for purposes of this section, "Parent") and substantially all of Issuer's domestic subsidiaries. Separate narrative information or financial statements of the guarantor subsidiaries have not been included because they are 100% owned by Parent and the guarantor subsidiaries unconditionally guarantee such debt on a joint and several basis. A guarantee of a guarantor subsidiary of the securities will terminate upon the following customary circumstances: the sale of the capital stock of such guarantor if such sale complies with the indentures, the designation of such guarantor as an unrestricted subsidiary, the defeasance or discharge of the indenture or in the case of a restricted subsidiary that is required to guarantee after the relevant issuance date, if such guarantor no longer guarantees certain other indebtedness of Issuer. The guarantees of the guarantor subsidiaries are also limited as necessary to prevent them from constituting a fraudulent conveyance under applicable law and any guarantees guaranteeing subordinated debt are subordinated to certain other of the Company's debts. Parent also guarantees Issuer's term loans and revolving credit facilities. The guarantor subsidiaries guarantee our term loans and are co-borrowers under our revolving credit facility.

Presented below is summarized financial information for the Parent, Issuer and guarantor subsidiaries on a combined basis, after intercompany transactions have been eliminated.

	Quarterly Period Ended January 2, 2021
Net sales	$ 1,619
Gross profit	315
Earnings from continuing operations	360
Net income	$ 360

Includes $6 million of income associated with intercompany activity with non-guarantor subsidiaries.

	January 2, 2021	September 26, 2020
Assets		
Current assets	**$ 1,609**	$ 1,417
Noncurrent assets	**6,038**	6,153
Liabilities		
Current liabilities	**$ 1,051**	$ 841
Noncurrent liabilities	**11,904**	11,936

Includes $600 million and $572 million of intercompany payables due to non-guarantor subsidiaries as of January 2, 2021 and September 26, 2020, respectively.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

We are exposed to market risk from changes in interest rates primarily through our senior secured credit facilities. Our senior secured credit facilities are comprised of (i) $5.4 billion term loans and (ii) a $850 million revolving credit facility with no borrowings outstanding. Borrowings under our senior secured credit facilities bear interest at a rate equal to an applicable margin plus LIBOR. The applicable margin for LIBOR rate borrowings under the revolving credit facility ranges from 1.25% to 1.50%, and the margin for term loans is 2.00% per annum. As of period end, the LIBOR rate of approximately 0.14% was applicable to the term loans. A 0.25% change in LIBOR would increase our annual interest expense by $6 million on variable rate term loans.

We seek to minimize interest rate volatility risk through regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. These financial instruments are not used for trading or other speculative purposes. At period end, the Company effectively had (i) a $450 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.398%, with an expiration in June 2026, (ii) a $1 billion interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.835% with an expiration in June 2026, (iii) a $400 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.916% with an expiration in June 2026, (iv) a $884 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 1.857%, with an expiration in June 2024, and (v) a $473 million interest rate swap transaction that swaps a one-month variable LIBOR contract for a fixed annual rate of 2.050%, with an expiration in June 2024.

Foreign Currency Risk

As a global company, we face foreign currency risk exposure from fluctuating currency exchange rates, primarily the U.S. dollar against the euro, British pound sterling, Brazilian real, Chinese renminbi, Canadian dollar and Mexican peso. Significant fluctuations in currency rates can have a substantial impact, either positive or negative, on our revenue, cost of sales, and operating expenses. Currency translation gains and losses are primarily related to non-U.S. subsidiaries with a functional currency other than U.S. dollars whereby assets and liabilities are translated from the respective functional currency into U.S. dollars using period-end exchange rates and impact our Comprehensive income. A 10% decline in foreign currency exchange rates would have had a $8 million unfavorable impact on our Net income for the quarterly period ended January 2, 2021.

The Company is party to certain cross-currency swaps to hedge a portion of our foreign currency risk. The swap agreements mature May 2022 (€250 million), June 2024 (€1,625 million) and July 2027 (£700 million). In addition to cross-currency swaps, we hedge a portion of our foreign currency risk by designating foreign currency denominated long-term debt as net investment hedges of certain foreign operations. As of January 2, 2021, we had outstanding long-term debt of €785 million that was designated as a hedge of our net investment in certain euro-denominated foreign subsidiaries.

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

Under applicable Securities and Exchange Commission regulations, management of a reporting company, with the participation of the principal executive officer and principal financial officer, must periodically evaluate the company's "disclosure controls and procedures," which are defined generally as controls and other procedures of a reporting company designed to ensure that information required to be disclosed by the reporting company in its periodic reports filed with the commission (such as this Form 10-Q) is recorded, processed, summarized, and reported on a timely basis.

The Company's management, with the participation of the Chief Executive Officer and the Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the period covered by this report.

(b) Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting that occurred during the quarter ended that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

There have been no material changes in legal proceedings from the items disclosed in our Form 10-K filed with the Securities and Exchange Commission.

Item 1A. Risk Factors

Before investing in our securities, we recommend that investors carefully consider the risks described in our most recent Form 10-K filed with the Securities and Exchange Commission, including those under the heading "Risk Factors". Realization of any of these risks could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Additionally, we caution readers that the list of risk factors discussed in our most recent Form 10-K may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this report may not in fact occur. Accordingly, readers should not place undue reliance on those statements.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Repurchases of Equity Securities

During the quarter, the Company did not repurchase any shares. As of January 2, 2021, $393 million of authorized shares remained available to purchase under the program.

Item 6. Exhibits

Exhibit No.	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation of Berry Global Group, Inc., as amended through March 6, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on May 2, 2019)
3.2	Amended and Restated Bylaws of Berry Global Group, Inc., as amended and restated effective as of March 6, 2019 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on March 8, 2019)
4.1	Indenture, among Berry Global, Inc., certain guarantors party thereto, U.S. Bank National Association, as Trustee and Collateral Agent, relating to the 1.57% First Priority Senior Secured Notes due 2026, dated December 22, 2020 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 23, 2020).
4.2	Registration Rights Agreement, among Berry Global, Inc., Berry Global Group, Inc., each subsidiary of Berry Global, Inc. identified therein, and Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, on behalf of themselves and as representatives of the initial purchasers, related to the 1.57% First Priority Senior Secured Notes due 2026, dated December 22, 2020 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on December 23, 2020).
10.1	Form of Employee Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 30, 2020).
10.2	Form of Employee Performance-Based Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 30, 2020).
10.3	Form of Director Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on November 30, 2020).
10.4	Form of Director Performance-Based Stock Unit Award Agreement (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on November 30, 2020).
31.1*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.
32.1**	Section 1350 Certification of the Chief Executive Officer.
32.2**	Section 1350 Certification of the Chief Financial Officer.
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Date File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith
** Furnished herewith

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 thereunto duly authorized.

Berry Global Group, Inc.

February 5, 2021

By: /s/ Mark W. Miles
Mark W. Miles
Chief Financial Officer

EXHIBIT 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Thomas E. Salmon, Chief Executive Officer of Berry Global Group, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Berry Global Group, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 5, 2021

By: /s/ Thomas E. Salmon
Thomas E. Salmon
Chief Executive Officer

EXHIBIT 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Mark W. Miles, Chief Financial Officer of Berry Global Group, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Berry Global Group, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

By: /s/ Mark W. Miles
Mark W. Miles
Chief Financial Officer

Date: February 5, 2021

EXHIBIT 32.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Berry Global Group, Inc. (the "Registrant") on Form 10-Q for the quarter ended January 2, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas E. Salmon, Chief Executive Officer of the Registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Thomas E. Salmon
Thomas E. Salmon
Chief Executive Officer

Date: February 5, 2021

EXHIBIT 32.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Berry Global Group, Inc. (the "Registrant") on Form 10-Q for the quarter ended January 2, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark W. Miles, the Chief Financial Officer and Treasurer of the Registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Mark W. Miles
Mark W. Miles
Chief Financial Officer

Date: February 5, 2021