

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Apollo Management Holdings GP, LLC</u>  (Last) (First) (Middle) 9 W. 57TH STREET 43RD FLOOR  (Street) NEW YORK NY 10019  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PLASTICS GROUP INC [ BERY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/05/2014		S		10,000,000	D	\$23.51	14,728,218	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Apollo Management Holdings GP, LLC  
 (Last) (First) (Middle)  
 9 W. 57TH STREET  
 43RD FLOOR  
 (Street)  
 NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
APOLLO INVESTMENT FUND V LP  
 (Last) (First) (Middle)  
 2 MANHATTANVILLE RD  
 C/O APOLLO ADVISORS LP  
 (Street)  
 PURCHASE NY 10577  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
APOLLO ADVISORS V LP  
 (Last) (First) (Middle)

2 MANHATTANVILLE RD  
C/O APOLLO ADVISORS LP

(Street)  
PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Apollo Capital Management V, Inc.](#)

(Last) (First) (Middle)

TWO MANHATTANVILLE ROAD  
SUITE 203

(Street)  
PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[APOLLO INVESTMENT FUND VII LP](#)

(Last) (First) (Middle)

2 MANHATTAVILLE RD

(Street)  
PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Apollo Advisors VI, L.P.](#)

(Last) (First) (Middle)

ONE MANHATTANVILLE ROAD  
SUITE 201

(Street)  
PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[APOLLO MANAGEMENT V LP](#)

(Last) (First) (Middle)

2 MANHATTANVILLE RD  
C/O APOLLO ADVISORS LP

(Street)  
PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AIF V Management, LLC](#)

(Last) (First) (Middle)

2 MANHATTANVILLE ROAD  
SUITE 203

(Street)  
PURCHASE NY 10577

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Apollo Management VI, L.P.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET  
43RD FLOOR

(Street)  
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AIF VI Management, LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET  
43RD FLOOR

(Street)  
NEW YORK NY 10019

(City) (State) (Zip)

**Explanation of Responses:**

1. See [Exhibit 99.1](#).

[see signatures attached as  
Exhibit 99.2](#)

[06/06/2014](#)

\*\* 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 4 (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.**

- (1) The amount of common stock, par value \$0.01 of Berry Plastics Group, Inc. (the “Issuer”) reported as beneficially owned includes (i) 690,614 shares held of record by Apollo V Covalence Holdings, L.P. (“Covalence V”), (ii) 4,169,436 shares held of record by Apollo Investment Fund V, L.P. (“AIV V”), (iii) 269,716 shares held of record by Covalence Co-Investment Holdings LLC (“Covalence Co-Invest”), (iv) 4,848,158 shares held of record by Apollo Investment Fund VI, L.P. (“AIV VI”), (v) 4,480,670 shares held of record by AP Berry Holdings, L.P. (“AP Holdings”), and (vi) 269,624 shares held of record by BPC Co-Investment Holdings LLC (“BPC Co-Investment LLC,” and together with Covalence V, AIV V, Covalence Co-Invest, AIV VI and AP Holdings, the “Apollo Funds”).

Apollo V Covalence Holdings, LLC (“Covalence LLC”) is the general partner of Covalence V, and Apollo Advisors V, L.P. (“Advisors V”) is the general partner of AIV V. AP Berry Holdings, LLC (“AP Holdings LLC”) is the general partner of AP Holdings and the fiduciary of Apollo Overseas Partners (Germany) VI, L.P. (“Overseas Germany”), which is a limited partner of AP Holdings, with respect to Overseas Germany’s investment in the Issuer’s common stock. Apollo Advisors VI, L.P. (“Advisors VI”) is the general partner of AIV VI and the managing general partner of Overseas Germany. Apollo Capital Management V, Inc. (“ACM V”) is the general partner of Advisors V, and Apollo Capital Management VI, LLC (“ACM VI”) is the general partner of Advisors VI. Apollo Principal Holdings I, L.P. (“Principal I”) is the sole stockholder of ACM V and the sole member of ACM VI. Apollo Principal Holdings I GP, LLC (“Principal I GP”) is the general partner of Principal I. Apollo Management V, L.P. (“Management V”) is the manager of Covalence LLC and Covalence Co-Invest, and the investment manager of AIV V. Apollo Management VI, L.P. (“Management VI”) is the manager of AP Holdings LLC, BPC Co-Investment LLC and Overseas Germany, and the investment manager of AIV VI. AIV V Management, LLC (“AIV V LLC”) is the general partner of Management V and AIV VI Management, LLC (“AIV VI LLC”) is the general partner of Management VI. Apollo Management, L.P. (“Apollo Management”) is the sole member and manager of AIV V LLC and AIV VI LLC, and Apollo Management GP, LLC (“Apollo Management GP”) is the general partner of Apollo Management. Apollo Management Holdings, L.P. (“Management Holdings”) is the sole member and manager of Apollo Management GP, and Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings. Leon Black, Joshua Harris and Marc Rowan are the managers of Principal I GP, and the managers, as well as executive officers, of Management Holdings GP. Each of the Apollo Funds disclaims beneficial ownership of the shares of the Issuer’s common stock held of record by any of the other Apollo Funds, and each of Covalence LLC, Overseas Germany, Advisors V, AP Holdings LLC, Advisors VI, ACM V, ACM VI, Principal I, Principal I GP, Management V, Management VI, AIV V LLC, AIV VI LLC, Apollo Management, Apollo Management GP, Management Holdings, Management Holdings GP, and Messrs. Black, Harris and Rowan, disclaims beneficial ownership of the shares of the Issuer’s common stock held of record by the Apollo Funds, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. The address of each of Covalence V, AP Holdings, AIF V, AIV VI, Covalence LLC, AP Holdings LLC, Advisors V, Advisors VI, ACM V, ACM VI, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The address of Overseas Germany is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, KY1-9005 Grand Cayman, Cayman Islands. The address of each of Covalence Co-Invest, BPC Co-Investment LLC, Management V, Management VI, AIV V LLC, AIV VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP, and Messrs. Black, Harris and Rowan, is 9 West 57th Street, 43rd Floor, New York, New York 10019.

---

**This Statement on Form 4 is filed by** (i) Apollo V Covalence Holdings, L.P., (ii) Apollo Investment Fund V, L.P., (iii) Covalence Co-Investment Holdings LLC, (iv) Apollo Investment Fund VI, L.P., (v) AP Berry Holdings, L.P., (vi) BPC Co-Investment Holdings LLC, (vii) Apollo V Covalence Holdings, LLC, (viii) Apollo Advisors V, L.P., (ix) AP Berry Holdings, LLC, (x) Apollo Overseas Partners (Germany) VI, L.P., (xi) Apollo Advisors VI, L.P., (xii) Apollo Capital Management V, Inc., (xiii) Apollo Capital Management VI, Inc., (xiv) Apollo Principal Holdings I, L.P., (xv) Apollo Principal Holdings I GP, LLC, (xvi) Apollo Management V, L.P., (xvii) Apollo Management VI, L.P., (xviii) AIF V Management, LLC, (xix) AIF VI Management, LLC, (xx) Apollo Management, L.P., (xxi) Apollo Management GP, LLC, (xxii) Apollo Management Holdings, L.P., and (xxiii) Apollo Management Holdings GP, LLC.

**Name of Designated Filer:** Apollo Management Holdings GP, LLC

**Date of Event Requiring Statement:** June 5, 2014

**Issuer Name and Ticker or Trading Symbol:** Berry Plastics Group, Inc. [BERY]

APOLLO V COVALENCE HOLDINGS, L.P.

By: Apollo V Covalence Holdings, LLC  
its general partner

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO V COVALENCE HOLDINGS, LLC

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO INVESTMENT FUND V, L.P.

By: Apollo Advisors V, L.P.  
its general partner

By: Apollo Capital Management V, Inc.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS V, L.P.

By: Apollo Capital Management V, Inc.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT V, INC.

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

---

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

COVALENCE CO-INVESTMENT HOLDINGS LLC

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT V, L.P.

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AIF V MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

---

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

AP BERRY HOLDINGS, L.P.

By: AP Berry Holdings, LLC  
its general partner

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AP BERRY HOLDINGS, LLC

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

BPC CO-INVESTMENT HOLDINGS, LLC

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P.  
its managing general partner

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

---

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

---