

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 13, 2024

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

Delaware
**(State or other jurisdiction of
incorporation or organization)**

1-35672
**(Commission
File Number)**

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

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

(812) 424-2904
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, \$.001 par value per share	BERY	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 8.01. Other Events.

On May 13, 2024, Berry Global Group, Inc. (“Berry”) announced the pricing of an \$800,000,000 private offering of first priority senior secured notes due 2031 (the “Notes”) to be issued by its wholly owned subsidiary, Berry Global, Inc. (the “Issuer”). A copy of the press release announcing the pricing of the offering is attached as Exhibit 99.1 hereto and incorporated in this Item 8.01 by reference.

The Notes are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States, only to non-U.S. investors pursuant to Regulation S. The Notes have not been registered under the Securities Act or any state or other securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state or other securities laws. This report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 9.01. “Financial Statements and Exhibits”

(d) Exhibits: The following exhibits are being filed herewith:

[99.1](#) [Press release, dated May 13, 2024, announcing the pricing of the Notes offering.](#)
104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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 GLOBAL GROUP, INC.
(Registrant)

Date: May 14, 2024

By: /s/ Jason K. Greene
Name: Jason K. Greene
Title Executive Vice President, Chief Legal Officer and Secretary

**FOR IMMEDIATE RELEASE**

Berry Global Announces Pricing of Offering of First Priority Senior Secured Notes

EVANSVILLE, Ind. – May 13, 2024 – Berry Global Group, Inc. (NYSE: BERY) (“Berry”), a leading supplier of packaging solutions for consumer goods and industrial products, announced today the pricing of a private placement launched May 13, 2024, by its wholly owned subsidiary, Berry Global, Inc. (the “Issuer”). The Issuer will issue \$800,000,000 of its First Priority Senior Secured Notes due 2031 (the “Notes”). The closing of the private placement offering is expected to occur on or about May 28, 2024, subject to the satisfaction of customary closing conditions.

The Notes will bear interest at a rate of 5.800%, payable semiannually, in cash in arrears, on June 15 and December 15 of each year, commencing on December 15, 2024. The Notes will mature on June 15, 2031.

The Notes will be guaranteed by Berry and each of the Issuer’s existing and future direct or indirect domestic subsidiaries that guarantees the Issuer’s senior secured credit facilities and existing first priority secured notes, subject to certain exceptions. The Notes and the guarantees thereof will be unsubordinated obligations of the Issuer and will rank equally in right of payment with all of the Issuer’s, and, in the case of the guarantees, to all of the guarantors’, existing and future unsubordinated debt. The guarantee by Berry will be unsecured. The Notes will be secured on a second priority basis by liens (subject to certain exceptions and permitted liens) on accounts receivable, inventory and certain related assets that secure the Issuer’s revolving credit facility, and on a first priority basis by liens on the property and assets of the Issuer and the subsidiary guarantors that secure the Issuer’s senior secured term loan credit facility, subject to certain exceptions.

The net proceeds from the offering are intended to (i) repurchase the Issuer’s 4.875% First Priority Senior Secured Notes due 2026 that are validly tendered and accepted for purchase in a concurrent tender offer, (ii) to pay certain fees and expenses related to the offering and the concurrent tender offer and (iii) in the case of the remainder, if any, to fund cash to the Issuer’s balance sheet which may be used for general corporate purposes including, among other things, prepayment of the Issuer’s existing indebtedness.

The Notes are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States, only to non-U.S. investors pursuant to Regulation S. The Notes have not been registered under the Securities Act or any state or other securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum.

About Berry Global

At Berry Global Group, Inc. (NYSE: BERY), we create innovative packaging solutions that we believe make life better for people and the planet. We do this every day by leveraging our unmatched global capabilities, sustainability leadership, and deep innovation expertise to serve customers of all sizes around the world. Harnessing the strength in our diversity and industry-leading talent of over 40,000 global employees across more than 250 locations, we partner with customers to develop, design, and manufacture innovative products with an eye toward the circular economy. The challenges we solve and the innovations we pioneer benefit our customers at every stage of their journey. For more information, visit our website, or connect with us on LinkedIn or X.

Forward Looking Statements

Certain statements and information in this release that are not historical may constitute “forward looking statements” within the meaning of the federal securities laws and are presented pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “would,” “could,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” “projects,” “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 and other statements that are not historical facts 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 due to a variety of factors, including without limitation: (1) risks associated with our substantial indebtedness and debt service; (2) changes in prices and availability of resin and other raw materials and our ability to pass on changes in raw material prices to our customers on a timely basis; (3) risks related to acquisitions or divestitures and integration of acquired businesses and their operations, and realization of anticipated cost savings and synergies; (4) risks related to international business, including transactional and translational foreign currency exchange rate risk and the risks of compliance with applicable export controls, sanctions, anti-corruption laws and regulations; (5) increases in the cost of compliance with laws and regulations, including environmental, safety, and climate change laws and regulations; (6) labor issues, including the potential labor shortages, shutdowns or strikes, or the failure to renew effective bargaining agreements; (7) risks related to disruptions in the overall global economy, persistent inflation, supply chain disruptions, and the financial markets that may adversely impact our business; (8) risk of catastrophic loss of one of our key manufacturing facilities, natural disasters, and other unplanned business interruptions; (9) risks related to weather-related events and longer-term climate change patterns; (10) risks related to the failure of, inadequacy of, or attacks on our information technology systems and infrastructure; (11) risks that our restructuring programs may entail greater implementation costs or result in lower cost savings than anticipated; (12) risks related to future write-offs of substantial goodwill; (13) risks of competition, including foreign competition, in our existing and future markets; (14) risks related to market conditions associated with our share repurchase program; (15) risks related to market disruptions and increased market volatility; and (16) the other factors and uncertainties discussed in the section titled “Risk Factors” in our Annual Report on Form 10-K filed on November 17, 2023 and subsequent filings with the Securities and Exchange Commission. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. New factors may emerge from time to time, and it is not possible for us to predict new factors, nor can we assess the potential effect of any new factors on us. Accordingly, readers should not place undue reliance on those statements. All forward-looking statements are based upon information available to us on the date hereof. All forward-looking statements are made only as of the date hereof and we undertake no obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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