
**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): September 20, 2021

BERRY GLOBAL GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

1-35672

(Commission File Number)

Delaware

(State or Other Jurisdiction of Incorporation)

20-5234618

(I.R.S. Employer Identification No.)

101 Oakley Street

Evansville, Indiana 47710

(Address of principal executive offices, including zip code)

(812) 424-2904

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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, \$0.01 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 7.01. Regulation FD Disclosure.

On September 20, 2021, Berry Global Group, Inc. (“Berry”) issued a press release announcing the commencement by Berry Global, Inc., the Company’s wholly owned subsidiary (the “Issuer”) of exchange offers of up to \$800,000,000 of the Issuer’s new 0.95% First Priority Senior Secured Notes due 2024 (the “2024 Exchange Notes”), up to \$1,525,000,000 of the Issuer’s new 1.57% First Priority Senior Secured Notes due 2026 (the “2026 Exchange Notes”), and up to \$400,000,000 of the Issuer’s new 1.65% First Priority Senior Secured Notes due 2027 (the “2027 Exchange Notes” and together with the 2024 Exchange Notes and the 2026 Exchange Notes, collectively, the “Exchange Notes”), for an equal amount of the Issuer’s outstanding unregistered 0.95% First Priority Senior Secured Notes due 2024 (the “2024 Outstanding Notes”), unregistered 1.57% First Priority Senior Secured Notes due 2026 (the “2026 Outstanding Notes”), and unregistered 1.65% First Priority Senior Secured Notes due 2027 (the “2027 Outstanding Notes” and together with the 2024 Outstanding Notes and the 2026 Outstanding Notes, collectively, the “Outstanding Notes”), in a transaction registered under the Securities Act of 1933, as amended. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated September 16, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.
(Registrant)

Dated: September 20, 2021

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

**FOR IMMEDIATE RELEASE****Berry Global Group, Inc. Announces Notes Exchange Offers**

EVANSVILLE, Ind. – September 20, 2021 -- Berry Global Group, Inc. (NYSE: BERY) (“Berry”) announced today the commencement by Berry Global, Inc., Berry’s wholly owned subsidiary (the “Issuer”), of offers to exchange up to \$800,000,000 of the Issuer’s new 0.95% First Priority Senior Secured Notes due 2024 (the “2024 Exchange Notes”), up to \$1,525,000,000 of the Issuer’s new 1.57% First Priority Senior Secured Notes due 2026 (the “2026 Exchange Notes”), and up to \$400,000,000 of the Issuer’s new 1.65% First Priority Senior Secured Notes due 2027 (the “2027 Exchange Notes” and together with the 2024 Exchange Notes and the 2026 Exchange Notes, collectively, the “Exchange Notes”), for an equal amount of the Issuer’s outstanding unregistered 0.95% First Priority Senior Secured Notes due 2024 (the “2024 Outstanding Notes”), unregistered 1.57% First Priority Senior Secured Notes due 2026 (the “2026 Outstanding Notes”), and unregistered 1.65% First Priority Senior Secured Notes due 2027 (the “2027 Outstanding Notes” and together with the 2024 Outstanding Notes and the 2026 Outstanding Notes, collectively, the “Outstanding Notes”), in a transaction registered under the Securities Act of 1933, as amended. The exchange offers are being conducted upon the terms and subject to the conditions set forth in a prospectus dated September 20, 2021, and the related letter of transmittal.

The Exchange Notes are identical in all material respects to the Outstanding Notes, except that (i) the Exchange Notes will be registered under the Securities Act of 1933 and will not bear any legend restricting their transfer; (ii) the Exchange Notes bear a different CUSIP number than the Outstanding Notes; (iii) the Exchange Notes will not be subject to transfer restrictions or entitled to registration rights; and (iv) the Exchange Notes will not be entitled to additional interest provisions applicable to the Outstanding Notes in some circumstances relating to the timing of the exchange offers.

The exchange offers are limited to holders of the Outstanding Notes. The exchange offers are scheduled to expire at 5:00 p.m. Eastern Time on October 19, 2021, unless extended. Outstanding Notes tendered pursuant to the exchange offers may be withdrawn at any time prior to the expiration date by following the procedures set forth in the offering prospectus and the related letter of transmittal.

Copies of the prospectus and the related letter of transmittal may be obtained from U.S. Bank National Association, which is serving as the exchange agent for the exchange offer. The address, telephone and facsimile number of U.S. Bank National Association are as follows:

By Hand, Overnight Mail, Courier, or Registered or Certified Mail:

U.S. Bank National Association
West Side Flats Operations Center
Attn: Lori Buckles
60 Livingston Avenue Mail Station — EP-MN-WS2N
St. Paul, MN 55107-2292

By Facsimile:

(615) 466-7367
Attention: Specialty Finance Group

For Information or Confirmation by Telephone:

(651) 495-3738

About Berry Global

At Berry Global Group, Inc. (NYSE:BERY), we create innovative packaging and engineered products 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 47,000 global employees across more than 295 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 at www.berryglobal.com.

Forward Looking Statements

Certain statements and information included in this release may constitute “forward looking statements” within the meaning of the federal securities laws. You can identify forward-looking statements because they 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. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results.

Important factors that could cause actual results to differ materially from our expectations, which we refer to as cautionary statements, are disclosed in Berry’s filings with the U.S. Securities and Exchange Commission (the “SEC”). In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained herein may not in fact occur. 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 publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Berry Global Group, Inc.

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