

BERRY PLASTICS GROUP INC  
Form 8-K  
October 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): October 15, 2012**

**BERRY PLASTICS GROUP, INC.**

(Exact name of Registrant as specified in its charter)

<b>Delaware</b>	<b>001-35672</b>	<b>20-5234618</b>
(State of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
<b>101 Oakley Street</b>		<b>47710</b>
<b>Evansville, Indiana</b>		(Zip Code)
(Address of principal executive offices)	<b>(812) 424-2904</b>	

(Registrant's telephone number, including area code)

N/A

(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))
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**Item 1.02 Termination of a Material Definitive Agreement; Item 8.01 Other Events.**

On October 15, 2012, Berry Plastics Corporation (the “Company”), a wholly owned subsidiary of Berry Plastics Group, Inc. (“Berry Parent”), redeemed all of the Company’s outstanding 11% Senior Subordinated Secured Notes due 2016 (the “11% Notes”). Immediately before the redemption, \$454,563,354 aggregate principal amount of the 11% Notes was outstanding. The redemption price for the 11% Notes was 100% of the aggregate principal amount redeemed plus (i) a premium of approximately \$13 million as provided for in the indenture governing the 11% Notes and (ii) approximately \$4 million in accrued and unpaid interest. The Company used \$440 million of net proceeds from the initial public offering of Berry Parent and cash on hand to redeem the 11% Notes. Upon the redemption, the indenture and supplemental indentures governing the 11% Notes were terminated.

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**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 PLASTICS GROUP, INC.**

Date: October 19, 2012

By: /s/ Jeffrey D. Thompson

Name: Jeffrey D. Thompson

Title: Executive Vice President and Chief Legal Officer

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