

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

BERRY GLOBAL GROUP INC  
Form SC 13G  
October 22, 2018

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

Schedule 13G

---

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934\*

Berry Global Group, Inc.  
(Name of Issuer)

Common stock  
(Title of Class of Securities)

08579W103  
(CUSIP Number)

October 12, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

---

\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that  
section of the Act but shall be subject to all other provisions of the Act  
(however, see the Notes).

Schedule 13G

PAGE 2 of 18

CUSIP No. 08579W103

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Investors LP

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

---

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 7,194,699

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
7,194,699

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
7,194,699

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.5%

---

(12) TYPE OF REPORTING PERSON  
PN

---

Schedule 13G

PAGE 3 of 18

CUSIP No. 08579W103

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Performance LLC

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

BENEFICIALLY (6) SHARED VOTING POWER  
5,048,911  
OWNED BY \_\_\_\_\_  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,048,911  
\_\_\_\_\_  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,048,911  
\_\_\_\_\_  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
\_\_\_\_\_  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.8%  
\_\_\_\_\_  
(12) TYPE OF REPORTING PERSON  
OO  
\_\_\_\_\_

Schedule 13G

PAGE 4 of 18

CUSIP No. 08579W103

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Equities LP  
\_\_\_\_\_  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]  
\_\_\_\_\_  
(3) SEC USE ONLY  
\_\_\_\_\_  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
\_\_\_\_\_

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES \_\_\_\_\_  
BENEFICIALLY (6) SHARED VOTING POWER  
1,721,683  
OWNED BY \_\_\_\_\_  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
1,721,683  
\_\_\_\_\_

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,721,683

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.3%

(12) TYPE OF REPORTING PERSON  
PN

Schedule 13G

PAGE 5 of 18

CUSIP No. 08579W103

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Equities II LP

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 100,974

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
100,974

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
100,974

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.1%

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

(12) TYPE OF REPORTING PERSON  
PN

---

Schedule 13G

PAGE 6 of 18

CUSIP No. 08579W103

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
VGE III Portfolio Ltd.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a)   
(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 3,226,254

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,226,254

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
3,226,254

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
2.4%

---

(12) TYPE OF REPORTING PERSON  
CO

---

Schedule 13G

PAGE 7 of 18

CUSIP No. 08579W103

---

(1) NAME OF REPORTING PERSON

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Long Fund GP LLC

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,145,788

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,145,788

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,145,788

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.6%

---

(12) TYPE OF REPORTING PERSON  
OO

---

Schedule 13G

PAGE 8 of 18

CUSIP No. 08579W103

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Long Fund Master Ltd.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

Cayman Islands

---

NUMBER OF SHARES	(5)	SOLE VOTING POWER 0
---------------------	-----	------------------------

---

BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 2,145,788
--------------------------	-----	----------------------------------

---

EACH REPORTING PERSON WITH	(7)	SOLE DISPOSITIVE POWER 0
----------------------------------	-----	-----------------------------

---

	(8)	SHARED DISPOSITIVE POWER 2,145,788
--	-----	---------------------------------------

---

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,145,788	
-----	--	--

---

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[ ]
------	---	-----

---

(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.6%	
------	--	--

---

(12)	TYPE OF REPORTING PERSON CO	
------	--------------------------------	--

---

Schedule 13G

PAGE 9 of 18

CUSIP No. 08579W103

---

(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON O. Andreas Halvorsen	
-----	---	--

---

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [x]
-----	--	--------------------

---

(3)	SEC USE ONLY	
-----	--------------	--

---

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Norway	
-----	--	--

---

---

NUMBER OF SHARES	(5)	SOLE VOTING POWER 0
---------------------	-----	------------------------

---

BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 7,194,699
--------------------------	-----	----------------------------------

---

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER  
7,194,699

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
7,194,699

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.5%

---

(12) TYPE OF REPORTING PERSON  
IN

---

Schedule 13G

PAGE 10 of 18

CUSIP No. 08579W103

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David C. Ott

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 7,194,699

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
7,194,699

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED



Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

BY EACH REPORTING PERSON  
7,194,699

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.5%

---

(12) TYPE OF REPORTING PERSON  
IN

---

Schedule 13G

PAGE 11 of 18

CUSIP No. 08579W103

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Rose S. Shabet

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 7,194,699

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
7,194,699

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
7,194,699

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.5%

---

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

---

(12) TYPE OF REPORTING PERSON  
IN

---

Schedule 13G

PAGE 12 of 18

CUSIP No. 08579W103

ITEM 1(a). NAME OF ISSUER:

Berry Global Group, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

101 Oakley Street  
Evansville, Indiana 47710

ITEM 2(a). NAME OF PERSON FILING:

Viking Global Investors LP ("VGI"),  
Viking Global Performance LLC ("VGP"),  
Viking Global Equities LP ("VGE"),  
Viking Global Equities II LP ("VGEII"),  
VGE III Portfolio Ltd. ("VGEIII"),  
Viking Long Fund GP LLC ("VLFGP"),  
Viking Long Fund Master Ltd. ("VLFM"),  
O. Andreas Halvorsen, David C. Ott and  
Rose S. Shabet (collectively, the "Reporting Persons")

ITEM 2(b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE:

The business address of each of the Reporting Persons is  
55 Railroad Avenue, Greenwich, Connecticut 06830.

ITEM 2(c). CITIZENSHIP:

VGI, VGE and VGEII are Delaware limited partnerships;  
VGEIII and VLFM are Cayman Islands exempted companies; and  
VGP and VLFGP are Delaware limited liability companies.  
O. Andreas Halvorsen is a citizen of Norway.  
David C. Ott and Rose S. Shabet are citizens of  
the United States.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common stock ("Common Stock")

ITEM 2(e). CUSIP NUMBER: 08579W103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c),  
CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act
- (b)  Bank as defined in Section 3(a)(6) of the Act
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940
- (e)  Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

1(b)(1)(ii)(E)

- (f) [ ] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)

Schedule 13G

PAGE 13 of 18

CUSIP No. 08579W103

- (g) [ ] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G)
- (h) [ ] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940
- (j) [ ] A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)
- (k) [ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP.

A. VGI

- (a) Amount beneficially owned: 7,194,699
- (b) Percent of class: 5.5%
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
7,194,699
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 7,194,699

VGI provides managerial services to VGE, VGEII, VGEIII and VLFM. VGI has the authority to dispose of and vote the shares of Common Stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), VGI may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII, VGEIII and VLFM. VGI does not directly own any shares of Common Stock.

Schedule 13G

PAGE 14 of 18

CUSIP No. 08579W103

## Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

### B. VGP

- (a) Amount beneficially owned: 5,048,911
- (b) Percent of class: 3.8%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
5,048,911
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 5,048,911

VGP, as the general partner of VGE and VGEII, has the authority to dispose of and vote the shares of Common Stock directly owned by VGE and VGEII. VGP serves as investment manager to VGEIII and has the authority to dispose of and vote the shares of Common Stock directly owned by VGEIII. VGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VGP may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII and VGEIII.

### C. VLFGP

- (a) Amount beneficially owned: 2,145,788
- (b) Percent of class: 1.6%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
2,145,788
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 2,145,788

VLFGP serves as the investment manager of VLFM and has the authority to dispose of and vote the shares of Common Stock directly owned by VLFM. VLFGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VLFGP may be deemed to beneficially own the shares of Common Stock directly held by VLFM.

Schedule 13G

PAGE 15 of 18

CUSIP No. 08579W103

### D. VGE

- (a) Amount beneficially owned: 1,721,683
- (b) Percent of class: 1.3%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
1,721,683
  - (iii) sole power to dispose or to direct the disposition  
of 0

## Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

- (iv) shared power to dispose or to direct the disposition of 1,721,683

VGE has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGE.

### E. VGEII

- (a) Amount beneficially owned: 100,974
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
100,974
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 100,974

VGEII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

### F. VGEIII

- (a) Amount beneficially owned: 3,226,254
- (b) Percent of class: 2.4%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
3,226,254
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 3,226,254

VGEIII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEIII. Viking Global Equities III Ltd. (a Cayman Islands exempted company) invests substantially all of its assets through VGEIII.

### G. VLFM

- (a) Amount beneficially owned: 2,145,788
- (b) Percent of class: 1.6%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
2,145,788
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 2,145,788

VLFM has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VLFMP, and by VGI,

## Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

an affiliate of VLFGP, which provides managerial services to VLFM. Viking Long Fund LP (a Delaware limited partnership) and Viking Long Fund III Ltd. (a Cayman Islands exempted company), through its investment in Viking Long Fund Intermediate LP (a Cayman Islands limited partnership), invest substantially all of their assets through VLFM.

Schedule 13G

PAGE 16 of 18

CUSIP No. 08579W103

- H. O. Andreas Halvorsen, David C. Ott and Rose S. Shabet
- (a) Amount beneficially owned: 7,194,699
  - (b) Percent of class: 5.5%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote  
0
    - (ii) shared power to vote or to direct the vote  
7,194,699
    - (iii) sole power to dispose or to direct the disposition  
of 0
    - (iv) shared power to dispose or to direct the disposition  
of 7,194,699

Mr. Halvorsen, Mr. Ott and Ms. Shabet, as Executive Committee Members of Viking Global Partners LLC, general partner of VGI ("VGPL"), VGP and VLFGP, have shared authority to dispose of and vote the shares of Common Stock beneficially owned by VGI, VGP and VLFGP. None of Mr. Halvorsen, Mr. Ott and Ms. Shabet directly owns any shares of Common Stock.

Based on Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGE II, VGEIII and VLFM.

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
If this statement is being filed to report the fact that as of the date hereof the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[]
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
Yes, see Item 4.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.  
Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
Not applicable.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not applicable.
- ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))  
By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities

Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

and were not acquired and not held in connection with or as a participant in any transaction having that purpose or effect.

Schedule 13G

PAGE 17 of 18

CUSIP No. 08579W103

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: October 22, 2018

/s/ O. ANDREAS HALVORSEN  
By: O. Andreas Halvorsen - individually and  
as an Executive Committee Member of  
VIKING GLOBAL PERFORMANCE LLC, on behalf  
of itself and VIKING GLOBAL EQUITIES LP,  
VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD.,  
and as an Executive Committee Member of  
Viking Global Partners LLC, on behalf of  
VIKING GLOBAL INVESTORS LP, and as  
an Executive Committee Member of  
VIKING LONG FUND GP LLC, on behalf of itself  
and VIKING LONG FUND MASTER LTD.

/s/ DAVID C. OTT  
By: David C. Ott - individually and  
as an Executive Committee Member of  
VIKING GLOBAL PERFORMANCE LLC, on behalf  
of itself and VIKING GLOBAL EQUITIES LP,  
VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD.,  
and as an Executive Committee Member of  
Viking Global Partners LLC, on behalf of  
VIKING GLOBAL INVESTORS LP, and as  
an Executive Committee Member of  
VIKING LONG FUND GP LLC, on behalf of itself  
and VIKING LONG FUND MASTER LTD.

/s/ ROSE S. SHABET  
By: Rose S. Shabet - individually and  
as an Executive Committee Member of  
VIKING GLOBAL PERFORMANCE LLC, on behalf  
of itself and VIKING GLOBAL EQUITIES LP,  
VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD.,  
and as an Executive Committee Member of  
Viking Global Partners LLC, on behalf of  
VIKING GLOBAL INVESTORS LP, and as  
an Executive Committee Member of  
VIKING LONG FUND GP LLC, on behalf of itself  
and VIKING LONG FUND MASTER LTD.

Schedule 13G

PAGE 18 of 18

CUSIP No. 08579W103

## Edgar Filing: BERRY GLOBAL GROUP INC - Form SC 13G

### EXHIBIT A - JOINT FILING AGREEMENT

This joint filing agreement is made and entered into as of this 22nd day of October, 2018, by and among Viking Global Investors LP, Viking Global Performance LLC, Viking Global Equities LP, Viking Global Equities II LP, VGE III Portfolio Ltd., Viking Long Fund GP LLC, Viking Long Fund Master Ltd., O. Andreas Halvorsen, David C. Ott and Rose S. Shabet.

The parties hereby agree to jointly prepare and file a Schedule 13G with respect to Berry Global Group, Inc., as well as any amendments thereto, pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the parties hereto have executed this agreement as of the date first set forth above.

Dated: October 22, 2018

/s/ O. ANDREAS HALVORSEN

By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD.

/s/ DAVID C. OTT

By: David C. Ott - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD.

/s/ ROSE S. SHABET

By: Rose S. Shabet - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD.