

BERRY GLOBAL GROUP INC

Form SC 13G/A

February 19, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

SCHEDULE 13G/A

**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\***

(Amendment No. 2)

Berry Global Group, Inc.

(Name of Issuer)

Common stock

(Title of Class of Securities)

08579W103

(CUSIP Number)

February 8, 2019

(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 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*).



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION

1 NO. OF ABOVE PERSON  
(ENTITIES ONLY)

Viking Global Investors LP  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*

2  
(a)  
(b)  
SEC USE ONLY

3  
4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware  
SOLE VOTING POWER

NUMBER<sup>5</sup> 0  
OF

SHARES SHARED VOTING POWER

BENEFICIALLY  
6,945,161

OWNED  
BY SOLE DISPOSITIVE  
POWER

EACH 7

REPORTING 0

PERSON SHARED DISPOSITIVE  
POWER

WITH 8  
6,945,161

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

6,945,161

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

5.3%

12 TYPE OF REPORTING PERSON

PN

**CUSIP No.**            **13G/A Page 3 of 18 Pages**  
**08579W103**

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION

1        NO. OF ABOVE PERSON  
(ENTITIES ONLY)

Viking Global Performance LLC  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*

2  
(a)  
(b)  
SEC USE ONLY

3  
4        CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware  
SOLE VOTING POWER

5        0  
NUMBER OF  
SHARES        SHARED VOTING POWER

6  
BENEFICIALLY 4,960,828

OWNED BY        SOLE DISPOSITIVE  
POWER

EACH 7

REPORTING 0

PERSON        SHARED DISPOSITIVE  
POWER

WITH 8  
4,960,828

9        AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,960,828

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

**CUSIP No.**            **13G/A Page 4 of 18 Pages**  
**08579W103**

NAME OF REPORTING PERSON

1            I.R.S. IDENTIFICATION NO. OF  
              ABOVE PERSON (ENTITIES  
              ONLY)

Viking Global Equities II LP  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*

2

(a)  
(b)  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware  
SOLE VOTING POWER

5    0

NUMBER  
OF

SHARED VOTING POWER

SHARES

6    99,214

BENEFICIALLY

OWNED        SOLE DISPOSITIVE  
BY             POWER

EACH        7    0

REPORTING

SHARED DISPOSITIVE  
POWER

PERSON

WITH        8    99,214

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

99,214

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

0.08%

12 TYPE OF REPORTING PERSON\*

PN



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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION  
NO. OF ABOVE PERSON  
(ENTITIES ONLY)

Viking Global Equities Master Ltd.  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*

2 (a)  
(b)  
SEC USE ONLY

3  
4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Cayman Islands  
SOLE VOTING POWER

NUMBER<sup>5</sup> 0  
OF

SHARES SHARED VOTING POWER

BENEFICIALLY  
4,861,614

OWNED  
BY SOLE DISPOSITIVE  
POWER

EACH 7

REPORTING 0

PERSON SHARED DISPOSITIVE  
POWER

WITH 8  
4,861,614

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,861,614

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

3.7%

12 TYPE OF REPORTING PERSON

CO

**CUSIP No.**            **13G/A Page 6 of 18 Pages**  
**08579W103**

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION

1    NO. OF ABOVE PERSON  
(ENTITIES ONLY)

Viking Long Fund GP LLC  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*

2  
(a)  
(b)  
SEC USE ONLY

3  
4    CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware  
SOLE VOTING POWER

NUMBER<sup>5</sup>    0  
OF

SHARES    SHARED VOTING POWER

BENEFICIALLY  
1,984,333

OWNED  
BY    SOLE DISPOSITIVE  
POWER

EACH    7

REPORTING 0

PERSON    SHARED DISPOSITIVE  
POWER

WITH    8  
1,984,333

9    AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,984,333

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

1.5%

12 TYPE OF REPORTING PERSON

OO

**CUSIP No.** 08579W103 **13G/A Page 7 of 18 Pages**

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Viking Long Fund Master Ltd.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)  
(b)  
SEC USE ONLY

3  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands  
SOLE VOTING POWER

5 0

NUMBER OF SHARED VOTING POWER

SHARES 6 1,984,333

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

7 0

REPORTING PERSON SHARED DISPOSITIVE POWER

8 1,984,333

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,984,333

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

12 1.5%  
TYPE OF REPORTING PERSON\*

CO

**CUSIP No.** 08579W103 **13G/A Page 8 of 18 Pages**

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

O. Andreas Halvorsen  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)  
(b)  
SEC USE ONLY

3  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Norway  
SOLE VOTING POWER

5 0  
NUMBER OF SHARED VOTING POWER

6 6,945,161  
SHARES BENEFICIALLY

7 0  
OWNED BY EACH SOLE DISPOSITIVE POWER

8 6,945,161  
REPORTING PERSON WITH SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,945,161

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

5.3%

12 TYPE OF REPORTING PERSON\*

IN



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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

David C. Ott  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  
(b)  
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
SOLE VOTING POWER

5 0  
NUMBER OF SHARES  
SHARED VOTING POWER

6 6,945,161  
BENEFICIALLY

OWNED BY EACH

7 0

REPORTING PERSON WITH SHARED DISPOSITIVE POWER

8 6,945,161

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,945,161

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

5.3%

12 TYPE OF REPORTING PERSON\*

IN

**CUSIP No.** 08579W103 **13G/A Page 10 of 18 Pages**

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Rose S. Shabet

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER 5 OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

SOLE VOTING POWER

0

SHARED VOTING POWER

6 6,945,161

OWNED BY EACH REPORTING PERSON

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

6,945,161

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,945,161

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

5.3%

12 TYPE OF REPORTING PERSON\*

IN

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 II LP ("VGEII"),

Viking Global Equities Master Ltd. ("VGEM"),

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")

Items 2(b). Address of Principal Business Office or, if none, Residence:

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

Items 2(c). Citizenship:

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

Item 2(d).

Titles of Classes of Securities:

Common stock

Item 2(e).

CUSIP NUMBER: 08579W103 ("Common Stock")

Item 3. If This Statement is Filed Pursuant to Rule 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 Exchange Act

(b)  Bank as defined in Section 3(a)(6) of the Exchange Act

(c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act

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- (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-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)
  - (g)  Parent holding company, in accordance with Rule 13d-1(b)(1)(ii)(G).
  - (h)  Savings Association 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)  Non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J). 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:
    - (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

A. VGI

- (a) Amount beneficially owned: 6,945,161
- (b) Percent of Class: 5.3%
- (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: 6,945,161
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 6,945,161

VGI provides managerial services to VGEII, VGEM 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 VGEII, VGEM and VLFM. VGI does not directly own any shares of Common Stock.

VGI beneficially owns 6,945,161 shares of Common Stock consisting of (i) 99,214 shares of Common Stock directly and beneficially owned by VGEII, (ii) 4,861,614 shares of Common Stock directly and beneficially owned by VGEM and (iii) 1,984,333 shares of Common Stock directly and beneficially owned by VLFM.

B. VGP

- (a) Amount beneficially owned: 4,960,828
- (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: 4,960,828
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 4,960,828

VGP, as the general partner of VGEII, has the authority to dispose of and vote the shares of Common Stock directly owned by VGEII. VGP serves as investment manager to VGEM and has the authority to dispose of and vote the shares of Common Stock directly owned by VGEM. 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 VGEII and VGEM.

VGP beneficially owns 4,960,828 shares of Common Stock consisting of (i) 99,214 shares of Common Stock directly and beneficially owned by VGEII and (ii) 4,861,614 shares of Common Stock directly and beneficially owned by VGEM.

C. VGEII

- (a) Amount beneficially owned: 99,214
- (b) Percent of Class: 0.08%
- (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: 99,214
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 99,214

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.

D. VGEM

- (a) Amount beneficially owned: 4,861,614
- (b) Percent of Class: 3.7%
- (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: 4,861,614
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 4,861,614

VGEM 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 VGEM. Viking Global Equities LP (a Delaware limited partnership) and Viking Global Equities III Ltd. (a Cayman Islands exempted company), through its investment in VGE III Portfolio Ltd. (a Cayman Islands exempted company), invest substantially all of their assets through VGEM.

E. VLFGP

- (a) Amount beneficially owned: 1,984,333
- (b) Percent of Class: 1.5%
- (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: 1,984,333
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 1,984,333

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.

F. VLFM

- (a) Amount beneficially owned: 1,984,333
- (b) Percent of Class: 1.5%

- (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: 1,984,333
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 1,984,333

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, VLFGP, and by VGI, 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.

G. O. Andreas Halvorsen, David C. Ott and Rose S. Shabet

- (a) Amount beneficially owned: 6,945,161
- (b) Percent of Class: 5.3%
- (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: 6,945,161
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 6,945,161

Mr. Halvorsen, Mr. Ott and Ms. Shabet, as Executive Committee Members of Viking Global Partners LLC, general partner of VGI, 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 VGEII, VGEM and VLFM.

Mr. Halvorsen, Mr. Ott and Ms. Shabet each beneficially own 6,945,161 shares of Common Stock consisting of (i) 99,214 shares of Common Stock directly and beneficially owned by VGEII, (ii) 4,861,614 shares of Common Stock directly and beneficially owned by VGEM and (iii) 1,984,333 shares of Common Stock directly and beneficially owned by VLFM.

Item 5. Ownership of Five Percent or Less of a Class.

nbsp;

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have 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 and were not acquired and not held in connection with or as a participant in any transaction having that purpose or effect.

**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: February 19, 2019

/s/ O. ANDREAS HALVORSEN

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

**EXHIBIT A - JOINT FILING AGREEMENT**

This joint filing agreement is made and entered into as of this 19<sup>th</sup> day of February, 2019, by and among Viking Global Investors LP, Viking Global Performance LLC, Viking Global Equities II LP, Viking Global Equities Master 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: February 19, 2019

/s/ O. ANDREAS HALVORSEN

By: O. Andreas Halvorsen - individually 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 GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES II LP and VIKING GLOBAL EQUITIES MASTER LTD., 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 PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES II LP and VIKING GLOBAL EQUITIES MASTER LTD., 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 PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES II LP and VIKING GLOBAL

EQUITIES MASTER LTD., and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD.

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