

RICH JONATHAN D

Form 4

August 11, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICH JONATHAN D

2. Issuer Name **and** Ticker or Trading
Symbol
BERRY GLOBAL GROUP INC
[BERY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
101 OAKLEY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Chairman

EVANSVILLE, IN 47710

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/09/2017		M	112,687 A	\$ 6.12 338,037	D	
Common Stock	08/09/2017		D ⁽¹⁾	112,687 D	\$ 56.9864 225,350	D	
Common Stock	08/10/2017		M	74,022 A	\$ 6.12 299,372	D	
Common Stock	08/10/2017		D ⁽¹⁾	74,022 D	\$ 57.0504 225,350	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 6.12	08/09/2017		M	112,687	<u>(4)</u> 10/03/2020	Common Stock 112,68
Employee Stock Option (Right to Buy)	\$ 6.12	08/10/2017		M	74,022	<u>(4)</u> 10/03/2020	Common Stock 74,022

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICH JONATHAN D 101 OAKLEY STREET EVANSVILLE, IN 47710	X Executive Chairman

Signatures

Jason K. Greene, as
attorney-in-fact 08/11/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sale pursuant to trading plan meeting the requirements of SEC Rule 10b5-1 adopted by the reporting person on May 24, 2017.

(2)

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Weighted average from 51 transactions with prices ranging from \$56.72 to \$57.24 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.

- (3) Weighted average from 81 transactions with prices ranging from \$56.755 to \$57.43 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.
- (4) Granted under the 2006 Equity Incentive Plan. Option vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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