

BERRY GLOBAL GROUP INC

Form SC 13G/A

January 10, 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. 1)

Berry Global Group, Inc.

(Name of Issuer)

Common stock

(Title of Class of Securities)

08579W103

(CUSIP Number)

January 1, 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*).



**CUSIP No.** 08579W103 **13G/A Page 2 of 22 Pages**

NAME OF REPORTING PERSON

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

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

(a)  
(b)  
SEC USE ONLY

3  
4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware  
SOLE VOTING POWER

5 0  
NUMBER  
OF  
SHARED VOTING POWER  
SHARES

6  
BENEFICIALLY 5,517,250

OWNED SOLE DISPOSITIVE  
BY POWER  
EACH 7  
0  
REPORTING  
SHARED DISPOSITIVE  
PERSON POWER

WITH 8 5,517,250

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,517,250

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

4.2%

12 TYPE OF REPORTING PERSON

PN

**CUSIP No.** 08579W103 **13G/A Page 3 of 22 Pages**

NAME OF REPORTING PERSON

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

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

(a)  
(b)  
SEC USE ONLY

3  
4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware  
SOLE VOTING POWER

5 0  
NUMBER  
OF  
SHARED VOTING POWER  
SHARES

6  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

OWNED BY EACH REPORTING PERSON WITH  
SOLE DISPOSITIVE POWER  
7 0  
SHARED DISPOSITIVE POWER  
8 4,086,850

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,086,850

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

3.1%

12 TYPE OF REPORTING PERSON

OO

**CUSIP No.** 08579W103 **13G/A Page 4 of 22 Pages**

NAME OF REPORTING PERSON

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

Viking Global Equities 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<sup>6</sup> 0

OWNED  
BY SOLE DISPOSITIVE  
POWER

EACH<sup>7</sup> 0

REPORTING

PERSON<sup>8</sup> SHARED DISPOSITIVE  
POWER

WITH<sup>9</sup> 0

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

10 0  
CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW

(9) EXCLUDES CERTAIN  
SHARES\*

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11

0%  
TYPE OF REPORTING PERSON\*

12

PN



**CUSIP No.** 08579W103 **13G/A Page 5 of 22 Pages**

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  
4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware  
SOLE VOTING POWER

5 0  
NUMBER  
OF  
SHARED VOTING POWER  
SHARES

6 81,735  
BENEFICIALLY

OWNED SOLE DISPOSITIVE  
BY POWER

EACH 7 0

REPORTING  
PERSON SHARED DISPOSITIVE  
POWER

WITH 8 81,735

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

81,735

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

0.06%  
12 TYPE OF REPORTING PERSON\*

PN

**CUSIP No.** 08579W103 **13G/A Page 6 of 22 Pages**

NAME OF REPORTING PERSON

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

1 NO. OF ABOVE PERSON  
(ENTITIES ONLY)

VGE III Portfolio Ltd.

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

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER  
OF

SHARED VOTING POWER

SHARES

6 0

BENEFICIALLY

OWNED SOLE DISPOSITIVE  
BY POWER

EACH 7 0

REPORTING

SHARED DISPOSITIVE  
POWER

PERSON

WITH 8 0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

0

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

0%  
12 TYPE OF REPORTING PERSON\*

CO

**CUSIP No.** 08579W103 **13G/A Page 7 of 22 Pages**

NAME OF REPORTING PERSON

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

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

(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  
4,005,115

OWNED  
BY SOLE DISPOSITIVE  
POWER

EACH 7

REPORTING 0

PERSON SHARED DISPOSITIVE  
POWER

WITH 8  
4,005,115

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,005,115

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

3.1%

12 TYPE OF REPORTING PERSON

CO

**CUSIP No.** 08579W103 **13G/A Page 8 of 22 Pages**

NAME OF REPORTING PERSON

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

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

(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  
1,430,400

OWNED  
BY SOLE DISPOSITIVE  
POWER

EACH 7

REPORTING 0

PERSON SHARED DISPOSITIVE  
POWER

WITH 8  
1,430,400

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,430,400

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

1.1%

12 TYPE OF REPORTING PERSON

OO



**CUSIP No.** 08579W103 **13G/A Page 2 of 22 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 1,430,400

BENEFICIALLY

OWNED SOLE DISPOSITIVE  
BY POWER

7 0  
EACH

REPORTING SHARED DISPOSITIVE  
PERSON POWER

8 1,430,400  
WITH

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,430,400

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

1.1%  
12 TYPE OF REPORTING PERSON\*

CO

**CUSIP No.** 08579W103 **13G/A Page 10 of 22 Pages**

NAME OF REPORTING PERSON

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

O. Andreas Halvorsen

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Norway

SOLE VOTING POWER

5 0

NUMBER  
OF

SHARED VOTING POWER

SHARES

6 5,517,250

BENEFICIALLY

OWNED SOLE DISPOSITIVE POWER  
BY

7 0

EACH

REPORTING SHARED DISPOSITIVE  
POWER

PERSON

8 5,517,250

WITH

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,517,250

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

4.2%  
12 TYPE OF REPORTING PERSON\*

IN

**CUSIP No.** 08579W103 **13G/A Page 11 of 22 Pages**

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 5,517,250  
BENEFICIALLY

OWNED BY SOLE DISPOSITIVE POWER

7 0  
EACH

REPORTING SHARED DISPOSITIVE  
PERSON POWER

8 5,517,250  
WITH

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,517,250

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

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

4.2%  
12 TYPE OF REPORTING PERSON\*

IN

**CUSIP No.** 08579W103 **13G/A Page 12 of 22 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 SOLE VOTING POWER

OF 0

SHARED VOTING POWER

SHARES

6 5,517,250

BENEFICIALLY

OWNED SOLE DISPOSITIVE POWER  
BY 7

0

EACH SHARED DISPOSITIVE  
REPORTING POWER

8

PERSON 5,517,250

WITH

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,517,250

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

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11

4.2%  
TYPE OF REPORTING PERSON\*

12

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 LP ("VGE"),

Viking Global Equities II LP ("VGEII"),

VGE III Portfolio Ltd. ("VGEIII"),

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, VGE and VGEII are Delaware limited partnerships; VGP and VLFGP are Delaware limited liability companies; VGEIII, 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 ("Common Stock")

Item 2(e). CUSIP NUMBER: 08579W103

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: 5,517,250
- (b) Percent of Class: 4.2%
- (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: 5,517,250
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 5,517,250

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

VGI beneficially owns 5,517,250 shares of Common Stock consisting of (i) 81,735 shares of Common Stock directly and beneficially owned by VGEII, (ii) 4,005,115 shares of Common Stock directly and beneficially owned by VGEM and (iii) 1,430,400 shares of Common Stock directly and beneficially owned by VLFM.

## B. VGP

(a)	Amount beneficially owned: 4,086,850
(b)	Percent of Class: 3.1%
(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: 4,086,850
(iii)	Sole power to dispose or to direct the disposition of: 0
(iv)	Shared power to dispose or to direct the disposition of: 4,086,850

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 VGEM and has the authority to dispose of and vote the shares of Common Stock directly owned by VGEIII and 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 VGE, VGEII, VGEIII and VGEM.

VGP beneficially owns 4,086,850 shares of Common Stock consisting of (i) 81,735 shares of Common Stock directly and beneficially owned by VGEII and (ii) 4,005,115 shares of Common Stock directly and beneficially owned by VGEM.

## C. VGE

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

As of January 1, 2019, VGE invests substantially all of its assets in VGEM. VGE does not have the authority to dispose of and vote the shares of Common Stock directly owned by VGEM.

D. VGEII

(a)	Amount beneficially owned: 81,735
(b)	Percent of Class: 0.06%
(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: 81,735
(iii)	Sole power to dispose or to direct the disposition of: 0
(iv)	Shared power to dispose or to direct the disposition of: 81,735

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.

E. VGEIII

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

As of January 1, 2019, VGEIII invests substantially all of its assets in VGEM. VGE III does not have the authority to dispose of and vote the shares of Common Stock directly owned by VGEM. Viking Global Equities III Ltd. (a Cayman Islands exempted company) invests substantially all of its assets through VGEIII.

F. VGEM

(a)	Amount beneficially owned: 4,005,115
(b)	Percent of Class: 3.1%
(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: 4,005,115
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 4,005,115

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

#### G. VLFGP

- (a) Amount beneficially owned: 1,430,400
- (b) Percent of Class: 1.1%
- (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: 1,430,400
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 1,430,400

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.

#### H. VLFM

- (a) Amount beneficially owned: 1,430,400
- (b) Percent of Class: 1.1%
- (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: 1,430,400
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 1,430,400

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.

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

(a)	Amount beneficially owned: 5,517,250
(b)	Percent of Class: 4.2%
(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: 5,517,250
(iii)	Sole power to dispose or to direct the disposition of: 0
(iv)	Shared power to dispose or to direct the disposition of: 5,517,250

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 VGE, VGEII, VGEIII, VGEM and VLFM.

Mr. Halvorsen, Mr. Ott and Ms. Shabet each beneficially own 5,517,250 shares of Common Stock consisting of (i) 81,735 shares of Common Stock directly and beneficially owned by VGEII, (ii) 4,005,115 shares of Common Stock directly and beneficially owned by VGEM and (iii) 1,430,400 shares of Common Stock directly and beneficially owned by 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 have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ X ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

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.

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**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: January 10, 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 LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. 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 LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. 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 LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. 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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## **EXHIBIT A - JOINT FILING AGREEMENT**

This joint filing agreement is made and entered into as of this 10<sup>th</sup> day of January, 2019, 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 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: January 10, 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 LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. 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 LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. 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 LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and VIKING

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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.

