

BERRY PLASTICS GROUP INC

Form 8-K

March 12, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 11, 2014

BERRY PLASTICS GROUP, INC.  
(Exact name of registrant as specified in charter)

Delaware (State of incorporation)	1-35672 (Commission File Number)	20-5234618 (IRS Employer Identification No.)
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101 Oakley Street  
Evansville, Indiana 47710  
(Address of principal executive offices / Zip Code)

(812) 424-2904  
(Registrant's telephone number, including area code)

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.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

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Item 5.07 Submission of Matters to a Vote of Security Holders.

On March 11, 2014, Berry Plastics Group, Inc. (the “Company”) held its 2014 Annual Meeting of Stockholders at the Tropicana Executive Conference Center located at 450 NW Riverside Dr., Evansville, Indiana 47708 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved (i) the election of three returning directors to the Company’s Board of Directors, each for a term of three years, and (ii) the ratification of Ernst & Young LLP as the Company’s independent registered public accountants for the fiscal year ending September 27, 2014. The proposals presented at the Annual Meeting are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on January 27, 2014.

As of the record date for the Annual Meeting, there were 116,253,961 shares of common stock issued and outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 107,599,827 shares of common stock, or 92.55% of the issued and outstanding shares of common stock entitled to vote, were represented in person or by proxy. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Item 1: Election of Directors

Name	Votes For	Votes	
		Withheld	Broker Non-Votes
B. Evan Bayh	68,995,576	31,795,930	6,808,321
Anthony M. Civale	55,849,619	44,941,887	6,808,321
Ronald S. Rolfe	100,229,182	562,324	6,808,321

Item 2: Ratification of Ernst & Young LLP as the Company’s independent registered public accountants for the fiscal year ending September 27, 2014

Votes For	Votes	
	Against	Abstentions
107,436,436	157,148	6,243

SIGNATURES

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 thereunto duly authorized.

BERRY PLASTICS GROUP, INC.  
(Registrant)

Date: March 12, 2014

By: /s/ Jason K. Greene  
Jason K. Greene  
Executive Vice President and  
General Counsel

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