

BERRY PLASTICS GROUP INC
Form SC 13G/A
February 13, 2014

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

SCHEDULE 13G

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

BERRY PLASTICS GROUP, INC.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

08579W103

(CUSIP Number)

December 31, 2013

(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).

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo V Covalence Holdings, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 1,581,534 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 1,581,534 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,581,534 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 1.4%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 08579W103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Investment Fund V, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 9,548,178 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 9,548,178 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
9,548,178 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)
8.2%

12 Type of Reporting Person (See Instructions)
PN

CUSIP No. 08579W103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Covalence Co-Investment Holdings LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	6	Shared Voting Power 617,661 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 617,661 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
617,661 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)
0.5%

12 Type of Reporting Person (See Instructions)
OO

CUSIP No. 08579W103

1 Name of Reporting Persons.
 I.R.S. Identification Nos. of Above Persons (Entities Only).
 Apollo Investment Fund VI, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) o
 (b) x

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 11,102,478 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 11,102,478 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 11,102,478 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)
 9.5%

12 Type of Reporting Person (See Instructions)
 PN

CUSIP No. 08579W103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
AP Berry Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 10,260,916 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 10,260,916 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
10,260,916 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)
8.8%

12 Type of Reporting Person (See Instructions)
PN

CUSIP No. 08579W103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
BPC Co-Investment Holdings LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 617,451 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 617,451 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
617,451 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)
0.5%

12 Type of Reporting Person (See Instructions)
OO

CUSIP No. 08579W103

1 Name of Reporting Persons.
 I.R.S. Identification Nos. of Above Persons (Entities Only).
 Apollo V Covalence Holdings, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) o
 (b) x

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 1,581,534 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 1,581,534 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 1,581,534 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)
 1.4%

12 Type of Reporting Person (See Instructions)
 OO

CUSIP No. 08579W103

- 1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Advisors V, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization
Delaware
- | | | |
|--|---|--|
| | 5 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 6 | Shared Voting Power
9,548,178 shares of Common Stock |
| | 7 | Sole Dispositive Power |
| | 8 | Shared Dispositive Power
9,548,178 shares of Common Stock |
| | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
9,548,178 shares of Common Stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x
- 11 Percent of Class Represented by Amount in Row (9)
8.2%
- 12 Type of Reporting Person (See Instructions)
PN

CUSIP No. 08579W103

- 1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Overseas Partners (Germany) VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization
Cayman Islands
- | | | |
|--|---|---|
| | 5 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 6 | Shared Voting Power
39,412 shares of Common Stock |
| | 7 | Sole Dispositive Power |
| | 8 | Shared Dispositive Power
39,412 shares of Common Stock |
| | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
39,412 shares of Common Stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x
- 11 Percent of Class Represented by Amount in Row (9)
0.0%
- 12 Type of Reporting Person (See Instructions)
PN

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AP Berry Holdings, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 10,260,916 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 10,260,916 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 10,260,916 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 8.8%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Advisors VI, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 11,141,890 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 11,141,890 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 11,141,890 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 9.6%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management V, Inc.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 9,548,178 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 9,548,178 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 9,548,178 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 8.2%
12	Type of Reporting Person (See Instructions) CO

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management VI, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 11,141,890 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 11,141,890 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 11,141,890 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 9.6%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 08579W103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Principal Holdings I, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 20,690,068 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 20,690,068 shares of Common Stock
	9	Aggregate Amount Beneficially Owned by Each Reporting Person 20,690,068 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)
17.8%

12 Type of Reporting Person (See Instructions)
PN

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings I GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 20,690,068 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 20,690,068 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 20,690,068 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 17.8%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management V, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 11,747,373 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 11,747,373 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 11,747,373 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 10.1%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management VI, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 21,980,845 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 21,980,845 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 21,980,845 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 18.9%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AIF V Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 11,747,373 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 11,747,373 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 11,747,373 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 10.1%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 08579W103

1 Name of Reporting Persons.
 I.R.S. Identification Nos. of Above Persons (Entities Only).
 AIF VI Management, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) o
 (b) x

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 21,980,845 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 21,980,845 shares of Common Stock
	9	Aggregate Amount Beneficially Owned by Each Reporting Person 21,980,845 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)
 18.9%

12 Type of Reporting Person (See Instructions)
 OO

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 33,728,218 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 33,728,218 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 33,728,218 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 29.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 33,728,218 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 33,728,218 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 33,728,218 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 29.0%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 08579W103

- | | |
|----|--|
| 1 | Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Management Holdings, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization
Delaware |
| 5 | Sole Voting Power |
| 6 | Shared Voting Power
33,728,218 shares of Common Stock |
| 7 | Sole Dispositive Power |
| 8 | Shared Dispositive Power
33,728,218 shares of Common Stock |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
33,728,218 shares of Common Stock |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row (9)
29.0% |
| 12 | Type of Reporting Person (See Instructions)
PN |

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 33,728,218 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 33,728,218 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 33,728,218 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 29.0%
12	Type of Reporting Person (See Instructions) OO

Item 1.

- (a) Name of Issuer
Berry Plastics Group, Inc.
- (b) Address of Issuer's Principal Executive Offices
101 Oakley Street

Evansville, Indiana 47710

Item 2.

- (a) Name of Person Filing
This statement is filed by (i) Apollo V Covalence Holdings, L.P. (Covalence V), (ii) Apollo Investment Fund V, L.P. (AIF V), (iii) Covalence Co-Investment Holdings LLC (Covalence Co-Invest), (iv) Apollo Investment Fund VI, L.P. (AIF VI), (v) AP Berry Holdings, L.P. (AP Holdings), (vi) BPC Co-Investment Holdings LLC (BPC Co-Investment), (vii) Apollo V Covalence Holdings, LLC (Covalence Holdings), (viii) Apollo Advisors V, L.P. (Advisors V), (ix) AP Berry Holdings, LLC (AP Holdings LLC), (x) Apollo Overseas Partners (Germany) VI, L.P. (Overseas Germany), (xi) Apollo Advisors VI, L.P. (Advisors VI), (xii) Apollo Capital Management V, Inc. (ACM V), (xiii) Apollo Capital Management VI, LLC (ACM VI), (xiv) Apollo Principal Holdings I, L.P. (Principal I), (xv) Apollo Principal Holdings I GP, LLC (Principal I GP), (xvi) Apollo Management V, L.P. (Management V), (xvii) Apollo Management VI, L.P. (Management VI), (xviii) AIF V Management, LLC (AIF V LLC), (xix) AIF VI Management, LLC (AIF VI LLC), (xx) Apollo Management, L.P. (Apollo Management), (xxi) Apollo Management GP, LLC (Apollo Management GP), (xxii) Apollo Management Holdings, L.P. (Management Holdings), and (xxiii) Apollo Management Holdings GP, LLC (Management Holdings GP).

Covalence V, AIF V, Covalence Co-Invest, AIF VI, AP Holdings and BPC Co-Investment each hold shares of Common Stock of the Issuer. Covalence Holdings is the general partner of Covalence V, and Advisors V is the general partner of AIF V. Overseas Germany is a limited partner of AP Holdings, and AP Holdings LLC is the general partner of AP Holdings and the fiduciary of Overseas Germany with respect to Overseas Germany's investment in the Common Stock. Advisors VI is the general partner of AIF VI and the managing general partner of Overseas Germany. ACM V is the general partner of Advisors V, and ACM VI is the general partner of Advisors VI. Principal I is the sole stockholder of ACM V and the sole member of ACM VI. Principal I GP is the general partner of Principal I. Management V is the manager of Covalence Holdings and Covalence Co-Invest, and the investment manager of AIF V, and as such has voting and investment power over the shares of Common Stock held by AIF V, Covalence V and Covalence Co-Invest. Management VI is the manager of AP Holdings LLC, BPC Co-Investment and Overseas Germany, and the investment manager of AIF VI. AIF V LLC is the general partner of Management V and AIF VI LLC is the general partner of Management VI. Apollo Management is the sole member and manager of AIF V LLC and AIF VI LLC, and Apollo Management GP is the general partner of Apollo Management. Management Holdings is the sole member and manager of Apollo Management GP, and Management Holdings GP is the general partner of Management Holdings. Covalence V, AIF V, Covalence Co-Invest, AIF VI, AP Holdings, BPC Co-Investment, Covalence Holdings, AP Holdings LLC, Overseas Germany, Advisors V, Advisors VI, ACM V, ACM VI, Principal I, Principal I GP, Management V, Management VI, AIF V LLC, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP are collectively referred to herein as the Reporting Persons.

- (b) Address of Principal Business Office or, if none, Residence
 The principal office of Covalence V, AP Holdings, AIF V, AIF VI, Covalence Holdings, AP Holdings LLC, Advisors V, Advisors VI, ACM V, ACM VI, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office of Overseas Germany is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal office of each of Covalence Co-Invest, BPC Co-Investment, Management V, Management VI, AIF V LLC, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP is 9 West 57th Street, New York, New York 10019.
- (c) Citizenship
 Covalence V, AIF V, AIF VI, AP Holdings, Advisors V, Advisors VI, Principal I, Management V, Management VI, Apollo Management and Management Holdings are Delaware limited partnerships. Covalence Co-Invest, BPC Co-Investment, Covalence Holdings, AP Holdings, ACM VI, Principal I GP, AIF V LLC, AIF VI LLC, Apollo Management GP and Management Holdings GP are Delaware limited liability companies. Overseas Germany is an exempted limited partnership registered in the Cayman Islands. ACM V is a Delaware corporation.
- (d) Title of Class of Securities
 Common stock, par value \$0.01 (the Common Stock).
- (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:
 Not applicable.

Item 4. Ownership.

(a)	Amount beneficially owned:	
	Covalence V:	1,581,534 shares of Common Stock
	AIF V:	9,548,178 shares of Common Stock
	Covalence Co-Invest:	617,661 shares of Common Stock
	AIF VI:	11,102,478 shares of Common Stock
	AP Holdings:	10,260,916 shares of Common Stock
	BPC Co-Investment	617,451 shares of Common Stock
	Covalence Holdings:	1,581,534 shares of Common Stock
	Advisors V:	9,548,178 shares of Common Stock
	Overseas Germany:	39,412 shares of Common Stock
	AP Holdings LLC:	10,260,916 shares of Common Stock
	Advisors VI:	11,141,890 shares of Common Stock
	ACM V:	9,548,178 shares of Common Stock