

AEP INDUSTRIES INC
Form 3
September 02, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â BERRY PLASTICS GROUP
INC

(Last) (First) (Middle)

101 OAKLEY STREET

(Street)

EVANSVILLE,Â INÂ 47710

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
08/24/2016

3. Issuer Name **and** Ticker or Trading Symbol
AEP INDUSTRIES INC [AEP]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____X__ Other
(give title below) (specify below)
See Note 1 below

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

0 (1) (2) (3) (4)

I

See Footnotes (1) (2) (3) (4)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERRY PLASTICS GROUP INC 101 OAKLEY STREET EVANSVILLE, IN 47710	Â	Â X	Â	See Note 1 below

Signatures

/s/ Jason K. Greene, Executive Vice President and Chief Legal Officer and Secretary

09/02/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Berry Plastics Group, Inc. ("Berry") may be deemed to have beneficial ownership of 1,099,189 shares of common stock, par value \$0.01 per share of the Issuer (the "Shares") held by (i) J. Brendan Barba and The Brendan Barba GRAT Number Nine, (ii) Carolyn D. Vegliante, on behalf of herself and her children, (iii) Lauren K. Powers, (iv) John J. Powers, the 2012 Lauren Powers Trust FBO Kyle Powers, the 2012 Lauren Powers Trust FBO Ryan Powers, the 2012 Lauren Powers Trust FBO Griffin Powers and the 2012 Lauren Powers Trust FBO Brenna Powers, (v) Paul C. Vegliante, the 2012 Paul Vegliante Children's Trust and the 2012 Carolyn Vegliante Children's Trust, (vi) Paul M. Feeney, and (vii) Soko Marie Angel, (each of the foregoing, a "Shareholder" and together, the "Shareholders") as a result of entering into Voting Agreements (the "Voting Agreements"), dated as of August 24, 2016, with each Shareholder.

(Continued from Footnote 1) Pursuant to the Voting Agreements, each Shareholder agreed to support the transactions contemplated by the Merger Agreement (as defined below) (the transactions contemplated thereby, including the Merger (as defined below), the "Transactions"), by voting all Shares over which such Shareholder has voting power in favor of the Transactions. Each Shareholder also agreed not to enter into any voting agreement or voting trust or grant a proxy which is inconsistent with its obligations to vote in favor of the Transactions. Each Shareholder also agreed to certain transfer restrictions with respect to the Shares held by such Shareholder. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Berry that it is the beneficial owner of the Shares referred to herein and such beneficial ownership is expressly denied.

On August 24, 2016, Berry, certain of indirect subsidiaries of Berry, and Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Issuer will be merged with and into an indirect subsidiary of Berry (the "Merger"), with such indirect subsidiary surviving the Merger.

Berry does not have any pecuniary interest in any of the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.