

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BERRY PLASTICS GROUP INC | | | (Month/Day/Year) | AEP INDUSTRIES INC [AEP] | |
| (Last) | (First) | (Middle) | 08/24/2016 | | |
| 101 OAKLEY STREET | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| EVANSVILLE,Â INÂ 47710 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Note 1 below | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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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) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

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.

(1) (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.

(2) 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.

(3) 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.