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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 6)*

Berry Corporation (Name of Issuer)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

> 08579X101 (CUSIP Number)

December 31, 2023

(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, an any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on 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)

	ā.				
1		AMES OF REPORTING PERSONS aktree Value Opportunities Fund Holdings, L.P.			
2	CHECK TH (a)□ (b)□				
3	SEC USE OF	SEC USE ONLY			
4	CITIZENSH Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
	5	SOLE VOTING POWER 0			
NUMBER OF SI BENEFICIAI OWNED BY E	LLY	SHARED VOTING POWER 650,677			
REPORTING PI	_	SOLE DISPOSITIVE POWER 0			
	8	SHARED DISPOSITIVE POWER 650,677			
9	AGGRÉGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 650,677				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11	PERCENT (0.86%(1)	DF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN				

(1) Calculated based on 75,666,776 shares of common stock ("Common Shares") issued and outstanding as of October 31, 2023, as reported in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission ("the SEC") on November 2, 2023.

1		AMES OF REPORTING PERSONS aktree Opportunities Fund X Holdings (Delaware), L.P.			
2	CHECK TH (a)□ (b)□				
3	SEC USE OF	EC USE ONLY			
4	CITIZENSH Delaware	ITIZENSHIP OR PLACE OF ORGANIZATION elaware			
	5	SOLE VOTING POWER 0			
NUMBER OF SI BENEFICIAL OWNED BY E	LLY	SHARED VOTING POWER 1,590,520			
REPORTING PI	-	SOLE DISPOSITIVE POWER 0			
	8	SHARED DISPOSITIVE POWER 1,590,520			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,590,520				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11	PERCENT (2.10% ⁽¹⁾	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.10%(1)			
12	TYPE OF R	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			

1		AMES OF REPORTING PERSONS Paktree Opportunities Fund Xb Holdings (Delaware), L.P.			
2	CHECK THE (a)□ (b)□				
3	SEC USE ON	SEC USE ONLY			
4	CITIZENSHI Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
	5	SOLE VOTING POWER 0			
NUMBER OF SI BENEFICIAL OWNED BY E	LLY	SHARED VOTING POWER 1,455,803			
REPORTING PI	-	SOLE DISPOSITIVE POWER 0			
	8	SHARED DISPOSITIVE POWER 1,455,803			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,455,803				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11	PERCENT OI 1.92% ⁽¹⁾	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.92% ⁽¹⁾			
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN				

	-				
1		AMES OF REPORTING PERSONS tlas OCM Holdings			
2	CHECK T (a)□ (b)□				
3	SEC USE	SEC USE ONLY			
4	CITIZENS Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
		5	SOLE VOTING POWER 0		
NUMBER OF SI BENEFICIAL OWNED BY E	LLY		SHARED VOTING POWER 650,677		
REPORTING PI	-		SOLE DISPOSITIVE POWER 0		
		Q	SHARED DISPOSITIVE POWER 650,677		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 650,677				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11	PERCENT 0.86% ⁽¹⁾	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.86% ⁽¹⁾			
12	TYPE OF	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO			

	ā.				
1		AMES OF REPORTING PERSONS aktree Capital Group, LLC			
2	CHECK TH (a)□ (b)□				
3	SEC USE O	EC USE ONLY			
4	CITIZENSI Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
	4	5	SOLE VOTING POWER 0		
NUMBER OF SI BENEFICIAL OWNED BY E	LLY		SHARED VOTING POWER 3,046,323		
REPORTING PI	-	7	SOLE DISPOSITIVE POWER 0		
	8	8	SHARED DISPOSITIVE POWER 3,046,323		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,046,323				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11	PERCENT 4.03%(1)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.03%(1)			
12	TYPE OF R	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO			

	ā.				
1		AMES OF REPORTING PERSONS aktree Capital Group Holdings GP, LLC			
2	CHECK TH (a)□ (b)□				
3	SEC USE O	SEC USE ONLY			
4	CITIZENSI Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
	4	5	SOLE VOTING POWER 0		
NUMBER OF SI BENEFICIAL OWNED BY E	LLY		SHARED VOTING POWER 3,697,000		
REPORTING PI	_	7	SOLE DISPOSITIVE POWER 0		
	8	8	SHARED DISPOSITIVE POWER 3,697,000		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,697,000				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11	PERCENT 4.89% ⁽¹⁾	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.89%(1)			
12	TYPE OF R	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO			

1		AMES OF REPORTING PERSONS rookfield Corporation			
2	CHECK TH (a)□ (b)□				
3	SEC USE O	SEC USE ONLY			
4		CITIZENSHIP OR PLACE OF ORGANIZATION Ontario, Canada			
	5	SOLE VOTING POWER 0			
NUMBER OF SI BENEFICIAL OWNED BY E	LLY	SHARED VOTING POWER 3,046,323			
REPORTING PI	-	SOLE DISPOSITIVE POWER 0			
	8	SHARED DISPOSITIVE POWER 3,046,323			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,046,323				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11	PERCENT (4.03%(1)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.03%(1)			
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO				

1		AMES OF REPORTING PERSONS rookfield Asset Management ULC			
2	CHECK (a)□ (b)□				
3	` ′	D)□ SEC USE ONLY			
4		CITIZENSHIP OR PLACE OF ORGANIZATION British Columbia, Canada			
		5	SOLE VOTING POWER 0		
NUMBER OF SI BENEFICIAL OWNED BY E	LLY		SHARED VOTING POWER 650,677		
REPORTING PI	_	7	SOLE DISPOSITIVE POWER 0		
	8		SHARED DISPOSITIVE POWER 650,677		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 650,677				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.86% ⁽¹⁾			
12	TYPE O	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO			

1		AMES OF REPORTING PERSONS AM Partners Trust			
2	CHECK THE (a)□ (b)□				
3	SEC USE ON	SEC USE ONLY			
4		CITIZENSHIP OR PLACE OF ORGANIZATION Ontario, Canada			
	5	SOLE VOTING POWER 0			
NUMBER OF SI BENEFICIAL OWNED BY E	LLY	SHARED VOTING POWER 3,046,323			
REPORTING PI	-	SOLE DISPOSITIVE POWER 0			
	8	SHARED DISPOSITIVE POWER 3,046,323			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,046,323				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
11	PERCENT O 4.03%(1)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.03%(1)			
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC				

Item 1(a). Name of Issuer

Berry Corporation (the "Issuer")

Item 1(b). Address of the Issuer's Principal Executive Offices

16000 N. Dallas Parkway, Suite 500 Dallas, Texas 75248

Item 2(a). Names of Persons Filing

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Oaktree Value Opportunities Fund Holdings, L.P. ("VOF Holdings");
- (ii) Oaktree Opportunities Fund X Holdings (Delaware), L.P. ("X Holdings");
- (iii) Oaktree Opportunities Fund Xb Holdings (Delaware) ("Xb Holdings");
- (iv) Atlas OCM Holdings LLC ("Atlas");
- (v) Oaktree Capital Group, LLC ("OCG");
- (vi) Oaktree Capital Group Holdings GP, LLC ("OCGH GP" and, together with each of the foregoing, the "Oaktree Reporting Persons"):
- (vii) Brookfield Corporation (f/k/a Brookfield Asset Management Inc.) ("BAM");
- (viii) Brookfield Asset Management ULC ("Brookfield ULC"); and
- (ix) BAM Partners Trust ("BAM Partnership," and together with BAM and Brookfield ULC, the "Brookfield Reporting Persons").

Item 2(b). Address of the Principal Business Office, or if none, Residence

The principal business address of each of the Oaktree Reporting Persons is 333 S. Grand Avenue, 28th Floor, Los Angeles, CA 90071.

The principal business address of each of the Brookfield Reporting Persons is Brookfield Place, 181 Bay Street, Suite 100, Toronto, Ontario, Canada M5J 2T3.

Item 2(c). Citizenship

See responses to Item 4 on each cover page.

Item 2(d). Title of Class of Securities

Common Stock, par value \$0.001 per share

Item 2(e). CUSIP Number

08579X101

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a (n):

Not Applicable.

Item 4. Ownership

(a) Amount beneficially owned:

See responses to Item 9 on each cover page.

(b) Percent of Class:

See responses to Item 11 on each cover page.

(c) Number of shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See responses to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

See responses to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See responses to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

The reported securities are held as follows:

- VOF Holdings directly holds 650,677 Common Shares, representing 0.86% of the outstanding Common Shares. Atlas, in its capacity
 as the indirect manager through Oaktree Capital Management, L.P. of VOF Holdings, and Brookfield ULC, in its capacity as the
 indirect owner of the Class A units of Atlas, may be deemed beneficial owners of the securities held directly by VOF Holdings.
- X Holdings directly holds 1,590,520 Common Shares, representing 2.10% of the outstanding Common Shares. Xb Holdings directly holds 1,455,803 Common Shares, representing 1.92% of the outstanding Common Shares. OCG, in its capacity as the indirect manager of each of X Holdings and Xb Holdings, BAM, in its capacity as the indirect owner of the class A units of OCG, and BAM Partnership, in its capacity as the sole owner of Class B Limited Voting Shares of BAM, may be deemed beneficial owners of the securities held directly by X Holdings and Xb Holdings.
- OCGH GP, in its capacity as the indirect owner of the class B units of each of Atlas and OCG, may be deemed a beneficial owner of the securities held directly by VOF Holdings, X Holdings, and Xb Holdings.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons declare that filing this statement on Schedule 13G (this "Statement") shall not be construed as an admission that any of the Reporting Persons are, for the purposes of Section 13(d) and/or Section 13(g) of the Act, the beneficial owner of any securities covered by this Statement, and such beneficial ownership is expressly disclaimed by each Reporting Person.

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:

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

By signing below each Reporting Person certifies that, to the best of their 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 are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a–11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2024

OAKTREE VALUE OPPORTUNITIES FUND HOLDINGS, L.P.

By: Oaktree Value Opportunities Fund GP, L.P.

Its: General Partner

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/Henry Orren

Name: Henry Orren Title: Senior Vice President

OAKTREE OPPORTUNITIES FUND X HOLDINGS (DELAWARE), L.P.

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P.

Its: Managing Member

By: /s/Henry Orren

Name: Henry Orren

Title: Senior Vice President

OAKTREE OPPORTUNITIES FUND Xb HOLDINGS (DELAWARE), L.P.

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P.

Its: Managing Member

By: /s/Henry Orren

Name: Henry Orren

Title: Senior Vice President

ATLAS OCM HOLDINGS, LLC

By: Oaktree New Holdings, LLC

Its: Member

By: /s/Henry Orren

Name: Henry Orren Title: Senior Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/Henry Orren Name: Henry Orren Title: Senior Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/Henry Orren
Name: Henry Orren
Title: Senior Vice President

BROOKFIELD CORPORATION

By: /s/Swati Mandava Name: Swati Mandava

Title: Managing Director, Legal & Regulatory

BROOKFIELD ASSET MANAGEMENT ULC

By: /s/Kathy Sarpash Name: Kathy Sarpash

Title: Managing Director, Legal & Regulatory

BAM PARTNERS TRUST

By: BAM Class B Partners Inc.

Title: Trustee

By: /s/Kathy Sarpash Name: Kathy Sarpash Title: Secretary Joint Filing Agreement, dated as of February 14, 2024, by and among the Reporting Persons.

EXHIBIT A

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.0001 per share, of Berry Corporation (this "Agreement"), is being filed, and all amendments thereto will be filed, by Oaktree Capital Group Holdings GP, LLC as designated filer on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 14, 2024

OAKTREE VALUE OPPORTUNITIES FUND HOLDINGS, L.P.

By: Oaktree Value Opportunities Fund GP, L.P.

Its: General Partner

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/Henry Orren Name: Henry Orren Title: Senior Vice President

OAKTREE OPPORTUNITIES FUND X HOLDINGS (DELAWARE), L.P.

By: Oaktree Fund GP, LLC Its: General Partner By: Oaktree Fund GP I, L.P.

Its: Managing Member

By: /s/Henry Orren

Name: Henry Orren Title: Senior Vice President

OAKTREE OPPORTUNITIES FUND Xb HOLDINGS (DELAWARE), L.P.

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P.

Its: Managing Member

By: /s/Henry Orren

Name: Henry Orren

Title: Senior Vice President

ATLAS OCM HOLDINGS, LLC

By: Oaktree New Holdings, LLC

Its: Member

By: /s/Henry Orren
Name: Henry Orren

Title: Senior Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/Henry Orren

Name: Henry Orren

Title: Senior Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/Henry Orren

Name: Henry Orren Title: Senior Vice President

BROOKFIELD CORPORATION

By: /s/Swati Mandava

Name: Swati Mandava

Title: Managing Director, Legal & Regulatory

BROOKFIELD ASSET MANAGEMENT ULC

By: /s/Kathy Sarpash

Name: Kathy Sarpash

Title: Managing Director, Legal & Regulatory

BAM PARTNERS TRUST

By: BAM Class B Partners Inc.

Title: Trustee

By: /s/Kathy Sarpash

Name: Kathy Sarpash Title: Secretary