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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 15, 2023

Berry Corporation (bry)
(Exact name of registrant as specified in its charter)

Delaware	001-38606	81-5410470
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

16000 N. Dallas Parkway, Suite 500
Dallas, Texas 75248
(Address of Principal Executive Offices)

(661) 616-3900
(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 (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.001 per share	BRY	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On September 18, 2023, Berry Corporation (bry) (the “Company”) issued a press release announcing the completion of the previously announced Transaction (as defined below) and providing updated guidance for 2023. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. This information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such disclosure in this Form 8-K in such a filing.

Item 8.01 Other Events.

On September 15, 2023, the Company completed its previously announced acquisition of Macpherson Energy Corporation, a privately held Kern County, California operator (the “Transaction”). Consideration for the Transaction, primarily funded through a reduction in 2023 capital expenditures, comprised an all-cash purchase price of $70 million (subject to customary post-closing adjustments), $50 million of which was paid at closing and the remainder of which will be paid in July 2024. The Company funded the initial payment through a combination of cash on hand and funds drawn from its credit facility and expects the final payment to be funded similarly. The Company expects to repay the credit facility borrowings by the second half of 2024.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Berry Corporation (bry), dated September 18, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 hereunto duly authorized.

Dated: September 19, 2023

Berry Corporation (bry)

By: *_/s/ Danielle Hunter_*

Danielle Hunter

President

Berry Corporation Completes Acquisition of Macpherson Energy Corporation, Updates Annual Guidance

Dallas, TX, September 18, 2023 (GLOBE NEWSWIRE) - Berry Corporation (bry) (NASDAQ: BRY) (“Berry” or the “Company”) announced today that it has successfully completed the acquisition of Macpherson Energy Corporation, a privately held Kern County, California operator, previously announced in June. The Company has also updated its guidance for the full-year 2023 in connection with the acquisition.

“Macpherson’s high-quality, low decline oil producing properties are a complementary fit with Berry’s existing portfolio and demonstrates Berry’s disciplined approach to consolidation with a focus on value creation and accretion. This transaction is immediately accretive to Berry in both production and cash flows, supports our overall strategic plan to efficiently maintain our California production, and is expected to enhance our cash flows and shareholder returns,” said Fernando Araujo, Berry’s Chief Executive Officer. “We are well-positioned to be a consolidator of value creating opportunities in California and other basins with conventional reservoirs.”

Consideration for the Macpherson acquisition, primarily funded through a reduction in 2023 capital expenditures, comprised an all-cash purchase price of $70 million (subject to customary post-closing adjustments), $50 million of which was paid at closing and the remainder of which will be paid in July 2024. Berry funded the initial payment through a combination of cash on hand and funds drawn from our credit facility and expects the final payment to be funded similarly. The Company expects to repay the credit facility borrowings by the second half of 2024.

Updated Full-Year 2023 Guidance

Reflecting the MacPherson acquisition and Berry’s results to date, based on current projections, Berry’s 2023 full year guidance is now as follows:

	Prior	**Updated**
Full-Year 2023 Guidance		
Average Daily Production (boe/d)(1)	24,000 - 25,200	24,800 - 25,400
Expenses from field operations ($/boe)(2)	$35.00 - $37.00	$36.00 - $37.00
E&P non-production revenues ($/boe)(3)	$3.30 - $3.50	$1.65 - $1.85
Natural gas purchase hedge settlements ($/boe)(4)(5)	($3.60) - ($3.85)	($4.20) - ($4.40)
Taxes, Other than Income Taxes ($/boe)	$4.75 - $5.25	$5.50 - $5.75
Adjusted General & Administrative (G&A) expenses ($/boe)(6)		
E&P Segment & Corp	$6.55 - $6.95	$6.60 - $6.90
Well Servicing and Abandonment Segment	~$1.55	~$1.30
Capital Expenditures ($ millions)		
E&P Segment & Corp	$95 - $105	$68 - $74
Well Servicing and Abandonment Segment	~$8	~$6
Well Servicing & Abandonment Segment Adjusted EBITDA ($mm)	~$27	~$25

(1) Oil production is expected to be approximately 93% of total.

(2) Expenses from field operations include lease operating expenses, electricity generation expenses, transportation expenses, and marketing expenses.

(3) E&P non-production revenues include sales from electricity, transportation, and marketing activities.

(4) Natural gas purchase hedge settlements is the cash (received) or paid from these derivatives on a per boe basis.

(5) Based on natural gas hedge settlements to date and hedge positions as of September 7, 2023, and Henry Hub gas price of $2.77 per mmbtu.

(6) Adjusted General & Administrative expenses and Well Servicing and Abandonment Segment Adjusted EBITDA are non-GAAP financial measures. The Company does not provide a reconciliation of these measures because the Company believes such reconciliation would imply a degree of precision and certainty that could be confusing to investors and is unable to reasonably predict certain items included in or excluded from the GAAP financial measures without unreasonable efforts. This is due to the inherent difficulty of forecasting the timing or amount of various items that have not yet occurred and are out of the Company's control or cannot be reasonably predicted. Non-GAAP forward-looking measures provided without the most directly comparable GAAP financial measures may vary materially from the corresponding GAAP financial measures. The Company defines Adjusted General and Administrative Expenses as general and administrative expenses adjusted for non-cash stock compensation expense and unusual and infrequent costs. The Company defines Adjusted EBITDA as earnings before interest expense; income taxes; depreciation, depletion, and amortization; derivative gains or losses net of cash received or paid for scheduled derivative settlements; impairments; stock compensation expense; and unusual and infrequent items.

About Berry Corporation (bry)

Berry is a publicly traded (NASDAQ: BRY) western United States independent upstream energy company with a focus on onshore, low geologic risk, long-lived, conventional oil reserves located primarily in the San Joaquin basin of California, as well as the Uinta basin of Utah. We also have well servicing and abandonment capabilities in California. More information can be found at the Company's website at bry.com.

Forward-Looking Statements

The information in this press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included in this press release that address plans, activities, events, objectives, goals, strategies, or developments that the Company expects, believes or anticipates will or may occur in the future, such as those regarding our financial position; liquidity; cash flows; financial and operating results; capital program; operations and business strategy; potential acquisition and other strategic opportunities; hedging activities; capital expenditures; return of capital; our shareholder return model; projected accretion to financial and production results; projected synergies related to the merger; anticipated increases to free cash flow and shareholder returns; and other guidance are forward-looking statements. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although we believe that these assumptions were reasonable when made, these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control. Therefore, such forward-looking statements involve significant risks and uncertainties that could materially affect our expected financial position, financial and operating results, liquidity, cash flows and business prospects.

Berry cautions you that these forward-looking statements are subject to all of the risks and uncertainties incident to acquisition transactions and the exploration for and development, production, gathering and sale of natural gas, NGLs and oil most of which are difficult to predict and many of which are beyond Berry's control. These risks include, but are not limited to, commodity price volatility; legislative and regulatory actions that may prevent, delay or otherwise restrict our ability to drill and develop our assets, including with respect to existing and/or new requirements in the regulatory approval and permitting process; legislative and regulatory initiatives in California or our other areas of operation addressing climate change or other environmental concerns; investment in and development of competing or alternative energy sources; drilling, production and other operating risks; effects of competition; uncertainties inherent in estimating natural gas and oil reserves and in projecting future rates of production; our ability to replace our reserves through exploration and development activities or strategic transactions; cash flow and access to capital; the timing and funding of development expenditures; environmental, health and safety risks; effects of hedging arrangements; potential shut-ins of production due to lack of downstream demand or storage capacity; disruptions to, capacity constraints in, or other limitations on the third-party transportation and market takeaway infrastructure (including pipeline systems) that deliver our oil and natural gas and other processing and transportation considerations; the ability to effectively deploy our ESG strategy and risks associated with initiating new projects or business in connection therewith; our ability to successfully integrate the Macpherson assets into our operations; we fail to identify risks or liabilities related to Macpherson, its operations or assets; our inability to achieve anticipated synergies; our ability to successfully execute other strategic bolt-on acquisitions; overall domestic and global political and economic conditions; inflation levels, including increased interest rates and volatility in financial markets and banking; changes in tax laws and the other risks described under the heading “Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 and subsequent filings with the SEC.

You can typically identify forward-looking statements by words such as aim, anticipate, achievable, believe, budget, continue, could, effort, estimate, expect, forecast, goal, guidance, intend, likely, may, might, objective, outlook, plan, potential, predict, project, seek, should, target, will or would and other similar words that reflect the prospective nature of events or outcomes.

Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no responsibility to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise except as required by applicable law. Investors are urged to consider carefully the disclosure in our filings with the Securities and Exchange Commission, available from us at via our website or via the Investor Relations contact below, or from the SEC’s website at www.sec.gov.

Contact

Contact: Berry Corporation (bry)
Todd Crabtree – Director, Investor Relations
(661) 616-3811
ir@bry.com