

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Benefit Street Partners LLC</u>  (Last) (First) (Middle) <u>9 WEST 57TH STREET, SUITE 4920</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Berry Petroleum Corp [ BRY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/12/2019		S		1,689,645	D	\$9.8375	1,169,999	I	By BSP Berry Credit Alpha 1 L.L.C. <sup>(1)(2)</sup>
Common Stock	06/12/2019		S		1,198,637	D	\$9.8375	830,001	I	By BSP Berry Credit Alpha 2 L.L.C. <sup>(1)(2)</sup>
Common Stock								3,193,538	I	By Providence Debt Fund III L.P. <sup>(1)(2)</sup>
Common Stock								1,700,678	I	By BSP Berry DF3 3 LLC <sup>(1)(2)</sup>
Common Stock								444,302	I	By SEI Institutional Investments Trust - High Yield Bond Fund <sup>(1)(2)</sup>
Common Stock								330,509	I	By SEI Institutional Managed Trust - High Yield Bond Fund <sup>(1)(2)</sup>
Common Stock								167,757	I	By SEI Global Master Fund plc - The SEI High Yield Fixed Income Fund <sup>(1)(2)</sup>
Common Stock								77,223	I	By U.S. High Yield Bond Fund <sup>(1)(2)</sup>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,846,227	I	By BSP Berry Special Situations 3 LLC <sup>(1)(2)</sup>
Common Stock								1,974,368	I	By BSP Berry SEI 2 LLC <sup>(1)(2)</sup>
Common Stock	06/12/2019		s		1,881,718	D	\$9.8375	1,044,435	I	By fund-of-one managed by BSP on behalf of institutional client <sup>(1)(2)</sup>
Common Stock								1,019,301	I	By BSP Special Situations Master A L.P. <sup>(1)(2)</sup>
Common Stock	06/12/2019		s		315,000	D	\$9.8375	0	I	By Hampshire Credit Alpha Master Fund LP <sup>(1)(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
[Benefit Street Partners LLC](#)

(Last) (First) (Middle)  
 9 WEST 57TH STREET, SUITE 4920

(Street)  
 NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Gahan Thomas](#)

(Last) (First) (Middle)  
 9 WEST 57TH STREET, SUITE 4920

(Street)  
 NEW YORK NY 10019

(City) (State) (Zip)

**Explanation of Responses:**

1. The reported shares are held in the respective quantities indicated by BSP Berry Credit Alpha 1 L.L.C., BSP Berry Credit Alpha 2 L.L.C., Providence Debt Fund III L.P., BSP Berry DF3 3 LLC, SEI Institutional Investments Trust - High Yield Bond Fund, SEI Institutional Managed Trust - High Yield Bond Fund, SEI Global Master Fund plc - The High Yield Fixed Income Fund, U.S. High Yield Bond

Fund, BSP Berry Special Situations 3 LLC, BSP Berry SEI 2 LLC, a fund-of-one managed by Benefit Street Partners L.L.C. ("BSP") on behalf of an institutional client, BSP Special Situations Master A L.P. and Hampshire Credit Alpha Master Fund LP (collectively, the "BSP Funds"). BSP serves as the investment adviser to each of the BSP Funds. Mr. Gahan controls BSP through his indirect ownership of membership interests of BSP and as Chief Executive Officer of BSP's sole managing member (continued in footnote 2).

2. (continued from footnote 1) As a result, each of BSP and Mr. Gahan may be deemed to beneficially own the securities held by each of the BSP Funds. Each reporting person disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose. Pursuant to a stockholders agreement between Berry Petroleum Corporation (the "Issuer") and certain holders party thereto, BSP has the right to designate a director to the Issuer's board of directors. Brent S. Buckley currently serves as BSP's designee.

/s/ Alexander McMillan,  
Authorized Signatory, Benefit 06/14/2019  
Street Partners L.L.C.

/s/ Thomas J. Gahan 06/14/2019

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**