

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**BERRY PETROLEUM CORPORATION**

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(Name of Issuer)

**Common Stock, par value \$0.001 per share**

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(Title of Class of Securities)

**08579X101**

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(CUSIP Number)

**December 31, 2018**

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(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, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

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1	NAME OF REPORTING PERSONS CarVal Investors, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 6,624,362
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 6,624,362
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,624,362	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.11%	
12	TYPE OF REPORTING PERSON IA	

1	NAME OF REPORTING PERSONS CVI AA Lux Securities S.à r.l	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 803,348
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 803,348
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 803,348	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.98%	
12	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS CVI AV Lux Securities S.à r.l	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 158,226
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 158,226
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 158,226	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.19%	
12	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS CVI CVF III Lux Securities S.à r.l	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 3,193,056
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,193,056
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,193,056	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.91%	
12	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS CVI CVF IV Lux Securities S.à r.l	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 790,644
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 790,644
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 790,644	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.97%	
12	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS CVIC Lux Securities Trading S.à r.l	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,191,224
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,191,224
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,191,224	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.46%	
12	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS CarVal CGF Lux Securities S.à r.l	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 487,864
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 487,864
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 487,864	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.60%	
12	TYPE OF REPORTING PERSON OO	

**Item 1. (a) Name of Issuer**

Berry Petroleum Corporation

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

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

**Item 2. (a, b, c) Names of Person Filing, Address of Principal Business Office, Citizenship:**

CarVal Investors, LLC, a Delaware limited liability company, 9320 Excelsior Boulevard, 7th Floor, Hopkins, MN 55343.

CVIAA Lux Securities S.à r.l., a Luxembourg entity, c/o Carval Investors, LLC, 9320 Excelsior Boulevard, 7th Floor, Hopkins, MN 55343.

CVIAV Lux Securities S.à r.l., a Luxembourg entity, c/o Carval Investors, LLC, 9320 Excelsior Boulevard, 7th Floor, Hopkins, MN 55343.

CVICVF III Lux Securities S.à r.l., a Luxembourg entity, c/o Carval Investors, LLC, 9320 Excelsior Boulevard, 7th Floor, Hopkins, MN 55343.

CVICVF IV Lux Securities S.à r.l., a Luxembourg entity, c/o Carval Investors, LLC, 9320 Excelsior Boulevard, 7th Floor, Hopkins, MN 55343.

CVIC Lux Securities Trading S.à r.l., a Luxembourg entity, c/o Carval Investors, LLC, 9320 Excelsior Boulevard, 7th Floor, Hopkins, MN 55343.

CarVal CGF Lux Securities S.à r.l., a Luxembourg entity, c/o Carval Investors, LLC, 9320 Excelsior Boulevard, 7th Floor, Hopkins, MN 55343.

**Item 2. (d) Title of Class of Securities**

Common Stock, par value \$0.001 per share (the "Common Stock")

**Item 2. (e) CUSIP No.:**

08579X101

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  A group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

Not Applicable

**Item 4. Ownership**

Information with respect to the Reporting Persons' ownership of the Common Stock as of December 31, 2018, is incorporated by reference to items (5) - (9) and (11) of the cover page of the respective Reporting Person.

The amount beneficially owned by each Reporting Person is determined based on 81,651,098 shares of Common Stock outstanding as of November 29, 2018, as the Issuer reported in its Prospectus filed with the SEC on December 14, 2018.

**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 person has 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 or Control Person**

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 I certify that, to the best of my 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.

**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 13, 2019

**CarVal Investors, LLC**

By: /s/ Matthew Bogart  
Matthew Bogart, General Counsel and Chief Compliance Officer

**CVI AA Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CVI AV Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CVI CVF III Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CVI CVF IV Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CVIC Lux Securities Trading S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CarVal CGF Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

Exhibit I**JOINT FILING STATEMENT****PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 13, 2019

**CarVal Investors, LLC**

By: /s/ Matthew Bogart  
Matthew Bogart, General Counsel and Chief Compliance Officer

**CVI AA Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CVI AV Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CVI CVF III Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CVI CVF IV Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CVIC Lux Securities Trading S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager

**CarVal CGF Lux Securities S.à r.l**

By: /s/ Cécile Gadisseur  
Cécile Gadisseur, Manager