

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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1. Name and Address of Reporting Person* <u>Benefit Street Partners LLC</u>  (Last) (First) (Middle) 9 WEST 57TH STREET, SUITE 4920  (Street) NEW YORK NY 10019  (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) 02/01/2018	
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	07/25/2018		C		1,877,878 <sup>(1)</sup>	A	(1)	2,997,976	I	By BSP Berry Credit Alpha 1 L.L.C. <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		196,704 <sup>(2)</sup>	D	\$13.1572	2,801,272	I	By BSP Berry Credit Alpha 1 L.L.C. <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		1,332,171 <sup>(1)</sup>	A	(1)	2,126,771	I	By BSP Berry Credit Alpha 2 L.L.C. <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		139,543 <sup>(2)</sup>	D	\$13.1572	1,987,228	I	By BSP Berry Credit Alpha 2 L.L.C. <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		2,097,140 <sup>(1)</sup>	A	(1)	3,348,022	I	By Providence Debt Fund III L.P. <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		219,672 <sup>(2)</sup>	D	\$13.1572	3,128,350	I	By Providence Debt Fund III L.P. <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		1,116,805 <sup>(1)</sup>	A	(1)	1,782,946	I	By BSP Berry DF3 3 LLC <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		116,983 <sup>(2)</sup>	D	\$13.1572	1,665,963	I	By BSP Berry DF3 3 LLC <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		291,765 <sup>(1)</sup>	A	(1)	465,795	I	By SEI Institutional Investments Trust - High Yield Bond Fund <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		30,562 <sup>(2)</sup>	D	\$13.1572	435,233	I	By SEI Institutional Investments Trust - High Yield Bond Fund <sup>(3)(4)</sup>

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/25/2018		C		217,040 <sup>(1)</sup>	A	(1)	346,499	I	By SEI Institutional Managed Trust - High Yield Bond Fund <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		22,735 <sup>(2)</sup>	D	\$13.1572	323,764	I	By SEI Institutional Managed Trust - High Yield Bond Fund <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		110,163 <sup>(1)</sup>	A	(1)	175,873	I	By SEI Global Master Fund plc - The SEI High Yield Fixed Income Fund <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		11,539 <sup>(2)</sup>	D	\$13.1572	164,334	I	By SEI Global Master Fund plc - The SEI High Yield Fixed Income Fund <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		50,711 <sup>(1)</sup>	A	(1)	80,960	I	By U.S. High Yield Bond Fund <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		5,312 <sup>(2)</sup>	D	\$13.1572	75,648	I	By U.S. High Yield Bond Fund <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		1,361,965 <sup>(1)</sup>	A	(1)	1,941,774	I	By BSP Berry Special Situations 3 LLC <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		124,927 <sup>(2)</sup>	D	\$13.1572	1,816,847	I	By BSP Berry Special Situations 3 LLC <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		1,265,882 <sup>(1)</sup>	A	(1)	2,020,944	I	By BSP Berry SEI 2 LLC <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		85,924 <sup>(2)</sup>	D	\$13.1572	1,935,020	I	By BSP Berry SEI 2 LLC <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		53,869 <sup>(1)</sup>	A	(1)	86,001	I	By Blackrock Strategic Funds <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		11,163 <sup>(2)</sup>	D	\$13.1572	74,838	I	By Blackrock Strategic Funds <sup>(3)(4)</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	07/25/2018		C		2,060,182 <sup>(1)</sup>	A	(1)	3,289,017	I	By BSP Berry PECM LLC <sup>(3)(4)</sup>
Common Stock	07/30/2018		D		426,903 <sup>(2)</sup>	D	\$13.1572	2,862,114	I	By BSP Berry PECM LLC <sup>(3)(4)</sup>
Common Stock	03/06/2018		P		80,639	A	\$9.25	593,894	I	By BSP Special Situations Master A L.P. <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		409,186 <sup>(1)</sup>	A	(1)	1,003,080	I	By BSP Special Situations Master A L.P. <sup>(3)(4)</sup>
Common Stock	07/25/2018		C		315,000 <sup>(1)</sup>	A	(1)	315,000	I	By Hampshire Credit Alpha Master Fund LP <sup>(3)(4)</sup>
Common Stock	02/01/2018		S		30,093	D	\$9.25	0	I	By Schroder GAIA fund <sup>(5)</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	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	07/25/2018		C		1,788,457 <sup>(1)</sup>		(1)	(1)	Common Stock	1,877,878 <sup>(1)</sup>	(1)	0	I	By BSP Berry Credit Alpha 1 L.L.C. <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C		1,268,735 <sup>(1)</sup>		(1)	(1)	Common Stock	1,332,171 <sup>(1)</sup>	(1)	0	I	By BSP Berry Credit Alpha 2 L.L.C. <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C		1,997,277 <sup>(1)</sup>		(1)	(1)	Common Stock	2,097,140 <sup>(1)</sup>	(1)	0	I	By Providence Debt Fund III L.P. <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C		1,063,624 <sup>(1)</sup>		(1)	(1)	Common Stock	1,116,805 <sup>(1)</sup>	(1)	0	I	By BSP Berry DF3 3 LLC <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C		277,872 <sup>(1)</sup>		(1)	(1)	Common Stock	291,765 <sup>(1)</sup>	(1)	0	I	By SEI Institutional Investments Trust - High Yield Bond Fund <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C		206,704 <sup>(1)</sup>		(1)	(1)	Common Stock	217,040 <sup>(1)</sup>	(1)	0	I	By SEI Institutional Managed Trust - High Yield Bond Fund <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C		104,918 <sup>(1)</sup>		(1)	(1)	Common Stock	110,163 <sup>(1)</sup>	(1)	0	I	By SEI Global Master Fund plc - The SEI High Yield Fixed Income Fund <sup>(3)(4)</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	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	07/25/2018		C			48,297 <sup>(1)</sup>	(1)	(1)	Common Stock	50,711 <sup>(1)</sup>	(1)	0	I	By U.S. High Yield Bond Fund <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C			1,297,111 <sup>(1)</sup>	(1)	(1)	Common Stock	1,361,965 <sup>(1)</sup>	(1)	0	I	By BSP Berry Special Situations 3 LLC <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C			1,205,603 <sup>(1)</sup>	(1)	(1)	Common Stock	1,265,882 <sup>(1)</sup>	(1)	0	I	By BSP Berry SEI 2 LLC <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C			51,305 <sup>(1)</sup>	(1)	(1)	Common Stock	53,869 <sup>(1)</sup>	(1)	0	I	By Blackrock Strategic Funds <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C			1,962,079 <sup>(1)</sup>	(1)	(1)	Common Stock	2,060,182 <sup>(1)</sup>	(1)	0	I	By BSP Berry PECM LLC <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	03/06/2018		P			73,998	(1)	(1)	Common Stock	77,697	\$10.83	389,701	I	By BSP Special Situations Master A L.P. <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C			389,701 <sup>(1)</sup>	(1)	(1)	Common Stock	409,186 <sup>(1)</sup>	(1)	0	I	By BSP Special Situations Master A L.P. <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	05/30/2018		P			300,000	(1)	(1)	Common Stock	315,000	\$14.25	300,000	I	By Hampshire Credit Alpha Master Fund LP <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	07/25/2018		C			300,000 <sup>(1)</sup>	(1)	(1)	Common Stock	315,000 <sup>(1)</sup>	(1)	0	I	By Hampshire Credit Alpha Master Fund LP <sup>(3)(4)</sup>
Series A Convertible Preferred Stock	(1)	02/01/2018		S			45,723	(1)	(1)	Common Stock	48,009	\$11.65	0	I	By Schroder GAIA fund <sup>(5)</sup>

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. In connection with the initial public offering of Berry Petroleum Corporation (the "Issuer"), on July 25, 2018, prior to the effectiveness of the Issuer's Section 12 registration, each outstanding share of the Issuer's Series A Convertible Preferred Stock (the "Preferred Stock") was automatically converted into (i) 1.05 shares of common stock and (ii) the right to receive \$1.75, minus the amount of any cash dividend paid by the Issuer on such share of Preferred Stock in respect of any period commencing on or after April 1, 2018.

2. These shares of common stock of the Issuer were sold to the Issuer pursuant to a Stock Purchase Agreement with the Issuer, at a per share price equal to the price paid by the underwriters for a share of the Issuer's common stock in the Issuer's initial public offering.

3. 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 Special Situations

Master A L.P., BSP Berry Special Situations 3 LLC, BSP Berry SEI 2 LLC, Blackrock Strategic Funds, BSP Berry PECM LLC and Hampshire Credit Alpha Master Fund LP (collectively, the "BSP Funds"). Benefit Street Partners L.L.C. ("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 4).

4. (continued from footnote 3) 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 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.

5. BSP served as the investment manager to Schroder GAIA BSP Credit, a sub-fund of the Schroder GAIA fund.

/s/ Nina Baryski, Authorized  
Signatory, Benefit Street Partners 08/01/2018  
L.L.C.

/s/ Thomas J. Gahan 08/01/2018

\*\* 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.**