

BRPP LLC
Form F-4/A
December 21, 2012
Table of Contents

As filed with the Securities and Exchange Commission on December 21, 2012

Registration No. 333-185285

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

Amendment No. 1

to

Form F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Reynolds Group Holdings Limited

New Zealand

2673

Not applicable

*(State or other jurisdiction of
incorporation or organization)*

*(Primary Standard Industrial
Classification Code Number)*

*(I.R.S. Employer
Identification Number)*

Reynolds Group Issuer Inc.

2673

27-1086981

Delaware
*(State or other jurisdiction of
incorporation or organization)*

*(Primary Standard Industrial
Classification Code Number)*

*(I.R.S. Employer
Identification Number)*

Reynolds Group Issuer LLC

2673

27-1087026

Delaware
*(State or other jurisdiction of
incorporation or organization)*

*(Primary Standard Industrial
Classification Code Number)*

*(I.R.S. Employer
Identification Number)*

Reynolds Group Issuer (Luxembourg) S.A.

Luxembourg
*(State or other jurisdiction of
incorporation or organization)*

2673
*(Primary Standard Industrial
Classification Code Number)*
(See table of additional registrants on following page.)

Not applicable
*(I.R.S. Employer
Identification Number)*

Reynolds Group Holdings Limited

Level Nine

148 Quay Street

Auckland 1010 New Zealand

Attention: Joseph Doyle

+1 (847) 482-2409

(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)

Reynolds Group Issuer Inc.

Edgar Filing: BRPP LLC - Form F-4/A

c/o National Registered Agents, Inc.

160 Greentree Drive, Suite 101,

Dover, Delaware 19904

(804) 281-2630

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Steven J. Slutzky, Esq.

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, or the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

Table of Contents

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Amount to be	Proposed Aggregate	Amount of
Securities to be Registered	Registered	Offering	Registration
5.750% Senior Secured Notes due 2020	Registered	Price Per Note(1)	Fee
5.750% Senior Secured Notes due 2020	\$3,250,000,000	\$3,250,000,000	\$443,300(2)
Guarantees of 5.750% Senior Secured Notes due 2020(3)	\$3,250,000,000		None(4)

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) promulgated under the Securities Act.

(2) Previously paid.

(3) See the following page for a table of guarantor registrants.

(4) Pursuant to Rule 457(n) promulgated under the Securities Act, no separate filing fee is required for the guarantors.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS**

Exact Name of Additional	State or Other	Jurisdiction of	Incorporation or	I.R.S. Employer
Registrant as Specified in its Charter*	Organization	Identification Number		
Whakatane Mill Australia Pty Limited	Australia	Not Applicable		
SIG Austria Holding GmbH	Austria	Not Applicable		
SIG Combibloc GmbH	Austria	Not Applicable		
SIG Combibloc GmbH & Co KG	Austria	Not Applicable		
Closure Systems International (Brazil) Sistemas de Vedação Ltda.	Brazil	Not Applicable		
SIG Beverages Brasil Ltda.	Brazil	Not Applicable		
SIG Combibloc do Brasil Ltda.	Brazil	Not Applicable		
CSI Latin American Holdings Corporation	The British			
	Virgin Islands	Not Applicable		
Graham Packaging PX Company	California	95-3571918		
Graham Packaging PX, LLC	California	95-3585385		
Evergreen Packaging Canada Limited	Canada	Not Applicable		
Pactiv Canada Inc.	Canada	Not Applicable		
CSI Closure Systems Manufacturing de Centro America, Sociedad de Responsabilidad Limitada	Costa Rica	Not Applicable		
Bakers Choice Products, Inc.	Delaware	54-1440852		
BCP/Graham Holdings L.L.C.	Delaware	52-2076130		
Blue Ridge Holding Corp.	Delaware	13-4058526		
Blue Ridge Paper Products Inc.	Delaware	56-2136509		
Closure Systems International Americas, Inc.	Delaware	13-4307216		
Closure Systems International Holdings Inc.	Delaware	77-0710458		
Closure Systems International Inc.	Delaware	25-1564055		
Closure Systems International Packaging Machinery Inc.	Delaware	25-1533420		
Closure Systems Mexico Holdings LLC	Delaware	74-3242904		
CSI Mexico LLC	Delaware	74-3242901		
CSI Sales & Technical Services Inc.	Delaware	77-0710454		
Evergreen Packaging Inc.	Delaware	20-8042663		
Evergreen Packaging USA Inc.	Delaware	76-0240781		
Evergreen Packaging International (US) Inc.	Delaware	33-0429774		
GPACSUB LLC	Delaware	26-1127569		
GPC Capital Corp. I	Delaware	23-2952403		
GPC Capital Corp. II	Delaware	23-2952404		
GPC Opco GP LLC	Delaware	23-2952405		
GPC Sub GP LLC	Delaware	23-2952400		
Graham Packaging Acquisition Corp.	Delaware	75-3168236		
Graham Packaging Company Inc.	Delaware	52-2076126		
Graham Packaging Company, L.P.	Delaware	23-2786688		
Graham Packaging LC, L.P.	Delaware	36-3735725		
Graham Packaging LP Acquisition LLC	Delaware	27-3420362		
Graham Packaging PET Technologies Inc.	Delaware	06-1088896		

Table of Contents

Exact Name of Additional	State or Other	Jurisdiction of	Incorporation or	I.R.S. Employer
Registrant as Specified in its Charter*	Organization	Identification Number		
Graham Packaging Plastic Products Inc.	Delaware			95-2097550
Graham Packaging PX Holding Corporation	Delaware			59-1748223
Graham Packaging Regioplast STS Inc.	Delaware			34-1743397
Graham Packaging GP Acquisition LLC	Delaware			27-3420526
GPC Holdings LLC	Delaware			45-2814255
Pactiv Germany Holdings, Inc.	Delaware			36-4423878
Pactiv International Holdings Inc.	Delaware			76-0531623
Pactiv LLC	Delaware			36-2552989
Pactiv Management Company LLC	Delaware			36-2552989
Pactiv Packaging Inc.	Delaware			74-3183917
PCA West Inc.	Delaware			76-0254972
RenPac Holdings Inc.	Delaware			45-3464426
Reynolds Consumer Products Holdings LLC	Delaware			77-0710450
Reynolds Consumer Products Inc.	Delaware			77-0710443
Reynolds Group Holdings Inc.	Delaware			27-1086869
Reynolds Manufacturing, Inc.	Delaware			45-3412370
Reynolds Presto Products Inc.	Delaware			76-0170620
Reynolds Services Inc.	Delaware			27-0147082
SIG Combibloc Inc.	Delaware			56-1374534
SIG Holding USA, LLC	Delaware			22-2398517
Closure Systems International Deutschland GmbH	Germany			Not Applicable
Closure Systems International Holdings (Germany) GmbH	Germany			Not Applicable
Omni-Pac Ekco GmbH Verpackungsmittel	Germany			Not Applicable
Omni-Pac GmbH Verpackungsmittel	Germany			Not Applicable
Pactiv Deutschland Holdinggesellschaft mbH	Germany			Not Applicable
SIG Beteiligungs GmbH	Germany			Not Applicable
SIG Beverages Germany GmbH	Germany			Not Applicable
SIG Combibloc GmbH	Germany			Not Applicable
SIG Combibloc Holding GmbH	Germany			Not Applicable
SIG Combibloc Systems GmbH	Germany			Not Applicable
SIG Combibloc Zerspanungstechnik GmbH	Germany			Not Applicable
SIG Euro Holding AG & Co. KGaA	Germany			Not Applicable
SIG Information Technology GmbH	Germany			Not Applicable
SIG International Services GmbH	Germany			Not Applicable
SIG Asset Holdings Limited	Guernsey			Not Applicable
Closure Systems International (Hong Kong) Limited	Hong Kong			Not Applicable
SIG Combibloc Limited	Hong Kong			Not Applicable
CSI Hungary Manufacturing and Trading Limited Liability Company	Hungary			Not Applicable
Closure Systems International Holdings (Japan) KK	Japan			Not Applicable
Closure Systems International Japan, Limited	Japan			Not Applicable

Table of Contents

Exact Name of Additional	State or Other	Jurisdiction of	Incorporation or	I.R.S. Employer
Registrant as Specified in its Charter*	Organization	Identification Number		
Southern Plastics Inc.	Louisiana	72-0631453		
Beverage Packaging Holdings (Luxembourg) I S.A.	Luxembourg	Not Applicable		
Beverage Packaging Holdings (Luxembourg) III S.à r.l.	Luxembourg	Not Applicable		
Beverage Packaging Holdings (Luxembourg) IV S.à r.l.	Luxembourg	98-1033229		
Beverage Packaging Holdings (Luxembourg) V S.A.	Luxembourg	Not Applicable		
Evergreen Packaging (Luxembourg) S.à r.l.	Luxembourg	Not Applicable		
Bienes Industriales del Norte, S.A. de C.V.	Mexico	Not Applicable		
CSI en Ensenada, S. de R.L. de C.V.	Mexico	Not Applicable		
CSI en Saltillo, S. de R.L. de C.V.	Mexico	Not Applicable		
CSI Tecniservicio, S. de R.L. de C.V.	Mexico	Not Applicable		
Evergreen Packaging Mexico, S. de R.L. de C.V.	Mexico	Not Applicable		
Grupo Corporativo Jaguar, S.A. de C.V.	Mexico	Not Applicable		
Grupo CSI de Mexico, S. de R.L. de C.V.	Mexico	Not Applicable		
Pactiv Foodservice Mexico, S. de R.L. de C.V.	Mexico	Not Applicable		
Pactiv Mexico, S. de R.L. de C.V.	Mexico	Not Applicable		
Reynolds Metals Company de Mexico, S. de R.L. de C.V.	Mexico	Not Applicable		
Técnicos de Tapas Innovativas, S.A. de C.V.	Mexico	Not Applicable		
Servicios Industriales Jaguar, S.A. de C.V.	Mexico	Not Applicable		
Servicio Terrestre Jaguar, S.A. de C.V.	Mexico	Not Applicable		
Closure Systems International B.V.	The Netherlands	Not Applicable		
Evergreen Packaging International B.V.	The Netherlands	Not Applicable		
Reynolds Consumer Products International B.V.	The Netherlands	Not Applicable		
Reynolds Packaging International B.V.	The Netherlands	Not Applicable		
Whakatane Mill Limited	New Zealand	Not Applicable		
BRPP, LLC	North Carolina	56-2206100		
International Tray Pads & Packaging, Inc.	North Carolina	56-1783093		
Graham Packaging Minster LLC	Ohio	56-2595198		
Graham Packaging Holdings Company	Pennsylvania	23-2553000		
Graham Recycling Company, L.P.	Pennsylvania	23-2636186		
SIG allCap AG	Switzerland	Not Applicable		
SIG Combibloc Group AG	Switzerland	Not Applicable		
SIG Combibloc Procurement AG	Switzerland	Not Applicable		
SIG Combibloc (Schweiz) AG	Switzerland	Not Applicable		
SIG Schweizerische Industrie-Gesellschaft AG	Switzerland	Not Applicable		
SIG Technology AG	Switzerland	Not Applicable		
SIG Combibloc Ltd.	Thailand	Not Applicable		
Closure Systems International (UK) Limited	United Kingdom	Not Applicable		
IVEX Holdings, Ltd.	United Kingdom	Not Applicable		
J. & W. Baldwin (Holdings) Limited	United Kingdom	Not Applicable		
Kama Europe Limited	United Kingdom	Not Applicable		
Omni-Pac U.K. Limited	United Kingdom	Not Applicable		
Reynolds Consumer Products (UK) Limited	United Kingdom	Not Applicable		

Table of Contents

Exact Name of Additional	State or Other	Jurisdiction of	Incorporation or	I.R.S. Employer
Registrant as Specified in its Charter*	Organization	Identification Number		
Reynolds Subco (UK) Limited	United Kingdom	Not Applicable		
SIG Combibloc Limited	United Kingdom	Not Applicable		
The Baldwin Group Limited	United Kingdom	Not Applicable		
Graham Packaging West Jordan, LLC	Utah	04-3642518		

* The address and telephone number for each of the additional registrants is c/o Reynolds Group Holdings Limited, Level Nine, 148 Quay Street, Auckland 1010 New Zealand, Attention: Joseph Doyle, telephone: +1 (847) 482-2409. The name and address, including zip code, of the agent for service for each additional registrant is Reynolds Group Issuer Inc. c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904, telephone: (804) 281-2630.

Table of Contents

The information contained in this prospectus is not complete and may be changed. We may not complete this exchange offer or issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any jurisdiction where such offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 21, 2012

PROSPECTUS

Reynolds Group Issuer Inc.

Reynolds Group Issuer LLC

Reynolds Group Issuer (Luxembourg) S.A.

Offer to Exchange

\$3,250,000,000 Outstanding 5.750% Senior Secured Notes due 2020

(the old notes) and Related Guarantees for

\$3,250,000,000 Registered 5.750% Senior Secured Notes due 2020

(the new notes) and Related Guarantees

Reynolds Group Issuer Inc., or the US Issuer, Reynolds Group Issuer LLC, or the US Co-Issuer, and Reynolds Group Issuer (Luxembourg) S.A., or the Lux Issuer, which collectively we refer to as the Issuers, are offering to exchange the old notes, as defined in this prospectus, for a like principal amount of new notes, as defined in this prospectus.

The terms of the new notes are identical in all material respects to the terms of the old notes, except that, among other differences, the new notes are registered under the Securities Act of 1933, as amended, which we refer to as the Securities Act, and the transfer restrictions and registration rights relating to the old notes will not apply to the new notes. The old notes and the new notes are joint and several obligations of the Issuers. The new notes will be issued under the same indenture governing the old notes. See Description of the Senior Secured Notes General.

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2013, which date and time we refer to as the expiration date, unless the Issuers extend the expiration date, in which case expiration date means the latest date and time to which the exchange offer is extended. You should read the section called The Exchange Offer for further information on how to exchange your old notes for new notes.

The old notes are, and the new notes will be, guaranteed (subject to certain customary guarantee release provisions set forth in the indenture governing the notes), on a joint and several basis, by Reynolds Group Holdings Limited, or RGHL, Beverage Packaging Holdings (Luxembourg) I S.A., or BP I, and certain of BP I's subsidiaries that, subject to certain exceptions, are borrowers under or guarantee the Senior Secured Credit Facilities (as defined herein) of RGHL, BP I and certain subsidiaries of BP I, which collectively we refer to as the guarantors. Each guarantor is 100% owned by RGHL. The registration statement, of which this prospectus forms a part, registers the guarantees as well as the notes. The notes and the related guarantees are senior obligations of the Issuers and the guarantors and are secured on a first lien priority basis by existing and future assets of certain of the guarantors, including RGHL and certain of its subsidiaries, as described in this prospectus. In the event of enforcement of the liens securing the notes, the proceeds thereof will be applied (subject to repaying certain agent and transfer fees

Edgar Filing: BRPP LLC - Form F-4/A

and costs of enforcement) first to repay on a ratable basis the notes and other indebtedness secured on a first lien priority basis by those liens, including under BP I s and its subsidiaries senior secured credit facilities. The priority of all liens securing the notes and the related guarantees is subject to certain exceptions and prior permitted liens.

See Risk Factors beginning on page 44 for a discussion of risk factors that you should consider prior to tendering your old notes in the exchange offer.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for the old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. The Issuers have agreed that, for a period of 180 days after the expiration date, they will make this prospectus available to any exchanging dealer or initial purchaser and for a period of 90 days after the expiration day to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2012

Table of Contents

NOTICE TO EEA INVESTORS

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) there shall be no offer of notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that, with effect from and including the Relevant Implementation Date, an offer of notes may be made to the public in that Relevant Member State at any time:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive subject to obtaining the prior consent of the representatives for any such offer; or

in any other circumstances which do not require the publication by the Issuers or any guarantor of a prospectus pursuant to Article 3(2) of the Prospectus Directive.

For the purposes of this provision, (a) the expression an offer of notes to the public in relation to any of the notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, (b) the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and (c) the expression 2010 PD Amending Directive means Directive 2010/73/EU.

NOTICE TO CERTAIN NON-U.S. INVESTORS

Austria. The notes may be offered and sold in the Republic of Austria only in accordance with the provisions of Capital Markets Act (*Kapitalmarktgesetz*), the Banking Act (*Bankwesengesetz*), the Securities Supervision Act 2007 (*Wertpapieraufsichtsgesetz 2007*) of Austria and any other applicable Austrian law governing the offer and sale of the notes in the Republic of Austria. The notes have not been admitted for a public offer in Austria either under the provisions of the Capital Markets Act (*Kapitalmarktgesetz*), or the Investment Funds Act (*Investmentfondsgesetz*) or the Stock Exchange Act (*Börsegesetz*). Neither this document nor any other document in connection with the notes is a prospectus according to the Capital Markets Act (*Kapitalmarktgesetz*), the Stock Exchange Act (*Börsegesetz*) or the Investment Funds Act (*Investmentfondsgesetz*) and has therefore not been drawn up, audited, approved, pass-ported and/or published in accordance with the aforesaid acts. Consequently, the notes may not be, and are not being, offered, re-sold or otherwise transferred directly or indirectly by way of a public offering in the Republic of Austria. No steps may be taken that would constitute a public offer of the notes in Austria and the offer of the notes may not be advertised publicly in the Republic of Austria.

Brazil. The notes have not been, and will not be, registered with the Brazilian Securities Commission (*Comissão de Valores Mobiliários*), or the CVM. The notes may not be offered or sold in Brazil, except in circumstances that do not constitute a public offering or unauthorized distribution under Brazilian laws and regulations. The notes are not being offered into Brazil. Documents relating to the offering of the notes, as well as information contained therein, may not be supplied to the public in Brazil, nor be used in connection with any offer for subscription or sale of the notes to the public in Brazil.

Denmark. This prospectus does not constitute a prospectus under Danish law or regulations and has not been and will not be filed with or approved by the Danish Financial Supervisory Authority or any other regulatory

Table of Contents

authority in Denmark, and the notes have not been and are not intended to be listed on a Danish stock exchange or a Danish authorized market place. Furthermore, the notes have not been and will not be offered to the public in Denmark. Consequently, this prospectus may not be made available nor may the notes otherwise be marketed or offered for sale directly or indirectly in Denmark, except to qualified investors within the meaning of, or otherwise in compliance with an exemption set forth in, Executive Order No. 306 of April 28, 2005.

France. The notes have not been and will not be offered or sold, directly or indirectly, to the public in France (*offre au public de titres financiers*), and no offering or marketing materials relating to the notes must be made available or distributed in any way that would constitute, directly or indirectly, an offer to the public in France.

The notes may only be offered or sold in France to qualified investors (*investisseurs qualifiés*) and/or to a limited group of investors (*cercle restreint d'investisseurs*) as defined in and in accordance with articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code monétaire et financier and article 211-2 of the Règlement Général of the French financial market authority (*Autorité des Marchés Financiers*).

Prospective investors are informed that:

this prospectus has not been submitted for clearance to the *Autorité des Marchés Financiers*;

in compliance with article D.411-1 of the French *Code monétaire et financier*, any investors subscribing for the notes should be acting for their own account; and

the direct and indirect distribution or sale to the public of the notes acquired by them may only be made in compliance with articles L.411-1, L.411-2, L.412-1 and L.621-8 of the French *Code monétaire et financier*.

Germany. The notes may be offered and sold in the Federal Republic of Germany only in accordance with the provisions of the Securities Prospectus Act of the Federal Republic of Germany (*Wertpapierprospektgesetz, WpPG*) and any other applicable German law. This prospectus has not been and will not be filed with or approved by the German Financial Services Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin*) or any other regulatory authority in Germany, and the notes have not been and will not be admitted for public offering in Germany. Consequently, in Germany the notes will only be available to, and this prospectus and any other offering material in relation to the notes is directed only at, persons who are qualified investors (*qualifizierte Anleger*) within the meaning of Section 2 No. 6 of the Securities Prospectus Act. Any resale of the notes in Germany may only be made in accordance with the Securities Prospectus Act and other applicable German laws.

Hungary. The offering of the notes is not a public offering in Hungary. Therefore, no license has been or will be issued by the Hungarian Financial Supervisory Authority or any other authority for the public offering of the notes in Hungary. Any marketing, subsequent transfer or on-sale of the notes must be carried out in accordance with the private placement exemptions of the Capital Markets Act (Act CXX of 2001) and any other applicable Hungarian law.