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

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

08579X101

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

☑ Rule 13d-1(c)

o 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					
	CHECK THE AP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o (b) o	(a) o				
	SEC USE ONLY					
3	SEC OSE ONET	EC USE ONLY				
4	CITIZENSHIP OI	R PLACE (OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
	NADED OF	5	0			
_	MBER OF SHARES		SHARED VOTING POWER			
	EFICIALLY WNED BY	6	6,624,362			
	EACH		SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH		SHARED DISPOSITIVE POWER			
		8	C C24 2C2			
	ACCDECATE AN	MOLINT R	6,624,362 ENEFICIALLY OWNED BY EACH REPORTING PERSON	-		
9		VIOONI D	ENEFICIALLI OWNED DI EACH REFORTING FERSON			
		5,624,362				
10	CHECK IF THE A	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
111	8.11%	8.11%				
4.5	TYPE OF REPOR	RTING PEI	RSON			
12	IA					
	1					

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	1					
1	NAME OF REPORTING PERSONS					
_	CVI AA Lux Securities S.à r.l					
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o (b) o					
	SEC USE ONLY					
3						
	CITIZENSHIP OF	R PLACE (OF ORGANIZATION			
4	Luxembourg					
			SOLE VOTING POWER			
		5	0			
	JMBER OF SHARES		SHARED VOTING POWER			
BEN	NEFICIALLY WNED BY	6	803,348			
	EACH		SOLE DISPOSITIVE POWER			
	EPORTING PERSON	7	0			
	WITH		SHARED DISPOSITIVE POWER			
			803,348			
	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
9		VIOUIVI D	ENERGENEET GWINED DI ENGIT KEI GKIING LEKGON			
	803,348		TE AMOUNT IN DOM (0) EVELUDES CEDTAIN SHADES			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.98%					
12	TYPE OF REPOR	RTING PEF	RSON			
	00					

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1	NAME OF REPORTING PERSONS					
1	CVI AV Lux Securities S.à r.l					
	CHECK THE API	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o	(a) o				
	(b) o					
3	SEC USE ONLY					
4	CITIZENSHIP OF	R PLACE (OF ORGANIZATION			
4	Luxembourg					
	•	_	SOLE VOTING POWER			
		5	0			
_	MBER OF SHARES		SHARED VOTING POWER			
BEN	EFICIALLY	6				
	WNED BY EACH		158,226			
RE	PORTING	7	SOLE DISPOSITIVE POWER			
F	PERSON WITH	,	0			
	WIIII	١ ,	SHARED DISPOSITIVE POWER			
		8	158,226			
	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	158,226					
		AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0		
10	U TILL ROOKE TELIOON IN NOW (3) ENCEODES CENTRIN STRIKES					
	DED CENTE OF CL					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.19%					
12	TYPE OF REPORTING PERSON					
12	00					

	T			
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) 0 (b) 0			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg			
NII	NUMBER OF SHARES BENEFICIALLY OWNED BY		SOLE VOTING POWER 0	
BEN OV			SHARED VOTING POWER 3,193,056	
RE	EACH EPORTING PERSON WITH	ORTING 7	SOLE DISPOSITIVE POWER 0	
	8		SHARED DISPOSITIVE POWER 3,193,056	
9		IOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	3,193,056 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.91%			
12	TYPE OF REPORTING PERSON OO			

	1			1		
1	NAME OF REPORTING PERSONS					
	CVI CVF IV Lux Securities S.à r.l					
	CHECK THE API	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o					
	(b) o					
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OF	R PLACE (OF ORGANIZATION			
4	Luxembourg					
	•		SOLE VOTING POWER			
		5	0			
NU	JMBER OF		SHARED VOTING POWER			
	SHARES	6				
	IEFICIALLY WNED BY		790,644			
EACH	3REPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON WITH	011	0			
			SHARED DISPOSITIVE POWER			
		8	790,644			
	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
9						
	790,644					
10	CHECK IF THE A	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
10						
11	PERCENT OF CL	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	0.97%	0.97%				
	TYPE OF REPOR	TING PE	RSON			
12						
	00					

	<u> </u>					
1	NAME OF REPORTING PERSONS					
1 1	CVIC Lux Securities Trading S.à r.l					
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o					
	(b) o					
3	SEC USE ONLY	SEC USE ONLY				
3						
	CITIZENSHIP OF	R PLACE (OF ORGANIZATION			
4	I					
	Luxembourg		COLE MOTING POWER			
		5	SOLE VOTING POWER			
NII	JMBER OF		0			
	SHARES		SHARED VOTING POWER			
	IEFICIALLY	6	1,191,224			
	WNED BY EACH		SOLE DISPOSITIVE POWER			
	EPORTING	ORTING 7 RSON TITH	SOLE DISTOSTITVE TOWER			
	PERSON WITH		0			
	***************************************		SHARED DISPOSITIVE POWER			
	8		8 1,191,224			
	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
9						
	1,191,224					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
10						
	PERCENT OF CL	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	1.46%					
		TINC DE	DSON			
12	TYPE OF REPORTING PERSON					
1-	00					

	NAME OF BERON	DEING DE	and a variable of the variable			
1	NAME OF REPORTING PERSONS					
_	CarVal CGF Lux Securities S.à r.l					
	CHECK THE API	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o					
	(b) o					
3	SEC USE ONLY	SEC USE ONLY				
	CITIZENSHIP OF	R PLACE (OF ORGANIZATION			
4	Luxembourg					
	Luxembourg		SOLE VOTING POWER			
		5	SOLE VOINGTOWER			
NI.	JMBER OF		0			
9	SHARES	C	SHARED VOTING POWER			
	IEFICIALLY WNED BY	6	487,864			
	EACH		SOLE DISPOSITIVE POWER			
	EPORTING PERSON	7				
	WITH		0			
		8	SHARED DISPOSITIVE POWER			
		U	487,864			
	AGGREGATE AN	OUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	487,864					
		GGREGA	ATE AMOUNT IN ROW (9) FXCLUDES CERTAIN SHARES	0		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
11	PERCENT OF CL	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	0.60%					
	TYPE OF REPOR	TING PEF	RSON			
12						
	00					

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.

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

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

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

CVI CVF 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

CUSIP No. 08579X101

em 3. If t	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) \Box	Pular dalar siranda da carin 45 (da Az (45 H C C 70 c)
(a) □	
(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) o	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 $\S240.13d-1(b)(1)(ii)(K)$. If filing as a non-U.S. institution in accordance with $\S240.13d-1(b)(1)(ii)(J)$, please specify the type of institution:
	Not Applicable

Item 4. Ownership

CUSIP No. 08579X101

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.

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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