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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 4, 2013

SEALED AIR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of incorporation)

1-12139
(Commission
File Number)

65-0654331
(I.R.S. Employer
Identification No.)

200 Riverfront Boulevard
Elmwood Park, New Jersey
(Address of Principal Executive Offices)

07407
(Zip Code)

Registrant's telephone number, including area code: 201-791-7600

Not Applicable
(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Tender Offer Expiration

On April 4, 2013, the Company issued a press release announcing the expiration of its previously announced tender offer for its outstanding 7.875% Senior Notes due 2017 (the "2017 Notes"). A copy of the press release, dated April 4, 2013, is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On March 21, 2013, the Company notified U.S. Bank National Association, as trustee under the indenture governing the 2017 Notes, that it would satisfy and discharge the indenture governing the 2017 Notes and deposited with the Trustee sufficient funds to fund the redemption of the 2017 Notes on June 15, 2013 and to pay accrued and unpaid interest on the redeemed notes to, and including, the redemption date. The redemption price will be paid on Monday, June 17, 2013.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

Description

99.1	Press Release of Sealed Air Corporation dated April 4, 2013.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SEALED AIR CORPORATION

Date: April 4, 2013

By: /s/ Tod S. Christie

Name: Tod S. Christie

Title: Treasurer

EXHIBIT INDEX

Exhibit Number

Description

99.1 Press Release of Sealed Air Corporation dated April 4, 2013.

Sealed Air Corporation
200 Riverfront Boulevard
Elmwood Park, NJ 07407

Contact: Bill Thomas
201-703-4136



for release: April 4, 2013

SEALED AIR ANNOUNCES COMPLETION OF TENDER OFFER FOR 7.875% SENIOR NOTES DUE 2017

ELMWOOD PARK, N.J., Thursday, April 4, 2013 – Sealed Air Corporation (“Sealed Air” or the “Company”) (NYSE: SEE) today announced that the final tender period for the previously announced offer to purchase its outstanding 7.875% Senior Notes due 2017 (the “2017 Notes”), expired at 11:59 p.m., New York City time, on April 3, 2013 (the “Expiration Time”).

At the Expiration Time, \$324.182 million principal amount of 2017 Notes, or 81.05% of the aggregate principal amount outstanding, had been validly tendered and not withdrawn. As part of the previously announced early tender, the Company purchased for cash, on March 21, 2013, \$324.167 million of the tendered 2017 Notes. The complete terms and conditions of the tender offer were set forth in an Offer to Purchase and Consent Solicitation Statement that was sent to holders of the 2017 Notes.

Business

Sealed Air is a global leader in food safety and security, facility hygiene and product protection. With widely recognized and inventive brands such as Bubble Wrap® brand cushioning, Cryovac® brand food packaging solutions and Diversey™ brand cleaning and hygiene solutions, Sealed Air offers efficient and sustainable solutions that create business value for customers, enhance the quality of life for consumers and provide a cleaner and healthier environment for future generations. Sealed Air generated revenue of approximately \$7.6 billion in 2012, and has approximately 25,000 employees who serve customers in 175 countries.

Forward-Looking Statements

Company statements in this press release may be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 concerning our business, consolidated financial condition and results of operations. These statements include comments as to future events that may affect the Company, which are based upon management’s current expectations and are subject to uncertainties, many of which are outside the Company’s control. Forward-looking statements can be identified by such words as “anticipates,” “expects,” “believes,” “plan,” “could,” “estimate,” “will” and similar expressions. A variety of factors may

cause actual results to differ materially from these expectations, including: economic conditions affecting packaging utilization; changes in raw material costs; currency translation effects; and legal proceedings. For more extensive information, see “Risk Factors” and “Cautionary Notice Regarding Forward-Looking Statements,” which appear in our most recent Annual Report on Form 10-K, as may be revised and updated from time to time by our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as filed with the Securities and Exchange Commission. These reports are available on the Securities and Exchange Commission’s website at www.sec.gov or our Investor Relations home page at <http://ir.sealedair.com>. Sealed Air does not undertake any obligation to publicly update any forward-looking statement to reflect events or circumstances after the date on which any such statement is made or to reflect the occurrence of unanticipated events.