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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): June 13, 2014**

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**SEALED AIR CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-12139**  
(Commission  
File Number)

**65-0654331**  
(IRS Employer  
Identification No.)

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

**07407**  
(Zip Code)

**201-791-7600**  
(Registrant's Telephone Number, Including Area Code)

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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 (see General Instruction A.2 below):

- 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**

On June 13, 2014, Sealed Air Corporation (the “Company”) closed its previously announced underwritten offering of 5,000,000 shares of its common stock by WRG Asbestos PI Trust (the “selling stockholder”). The selling stockholder received all of the proceeds from this offering. No shares of common stock were sold by Sealed Air. Sealed Air also completed its previously announced repurchase of 3,932,244 shares of common stock from the selling stockholder, which was conditioned on the completion of the offering.

On June 13, 2014, the Company issued a press release announcing the closing of the offering. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits****(d) Exhibits**

- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
- 23.1 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).
- 99.1 Press release, dated June 13, 2014, announcing the closing of the offering.

**SIGNATURES**

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

By: /s/ Norman D. Finch Jr.

Name: Norman D. Finch Jr.

Title: Vice President, General Counsel and Secretary

June 13, 2014

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).
99.1	Press release, dated June 13, 2014, announcing the closing of the offering.

## [Letterhead of Skadden, Arps, Slate, Meagher &amp; Flom LLP]

June 13, 2014

Sealed Air Corporation  
200 Riverfront Boulevard  
Elmwood Park, New Jersey 07407-1033

Re: Sealed Air Corporation

Ladies and Gentlemen:

We have acted as special counsel to Sealed Air Corporation, a Delaware corporation (the "Company"), in connection with the Underwriting Agreement, dated June 9, 2014 (the "Underwriting Agreement"), among the Company, the selling stockholder named therein (the "Selling Stockholder") and Credit Suisse Securities (USA) LLC, as Underwriter (the "Underwriter"), relating to the sale by the Selling Stockholder to the Underwriters of 5,000,000 shares ("Selling Stockholder Common Stock") of the Company's common stock, par value \$0.10 per share (the "Common Stock"). The Selling Stockholder Common Stock is being offered and sold by the Selling Stockholders pursuant to the registration statement on Form S-3 (File No. 333-195059) of the Company, relating to the Selling Stockholder Common Stock and other securities of the Company, filed on April 4, 2014 with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Securities Act (the "Rules and Regulations"), including information deemed to be a part of the registration statement pursuant to Rule 430B of the Rules and Regulations (such registration statement, which became effective upon filing pursuant to Rule 462(e) of the Rules and Regulations, including the prospectus dated April 4, 2014, the preliminary prospectus supplement dated June 9, 2014, and the prospectus supplement, dated June 9, 2014, being hereinafter referred to as the "Registration Statement");

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the "Securities Act").

In rendering the opinions set forth herein we have examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of the following:

- a) the Registration Statement;
- b) the Underwriting Agreement;
- c) a specimen certificate representing the Common Stock;

- d) the Amended and Restated Certificate of Incorporation of the Company, as amended, as certified by the Secretary of the State of Delaware;
- e) the Amended and Restated Bylaws of the Company, as currently in effect, as certified by the Secretary of the Company; and
- f) certain resolutions of the Board of Directors of the Company and committees thereof relating to the original issuance and sale of the Selling Stockholder Common Stock and related matters.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified, conformed or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to the opinions expressed herein which were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others and of public officials. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties.

Our opinions set forth herein are limited to the General Corporate Law of the State of Delaware and, to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such law (all of the foregoing being referred to as "Opined on Law"). We do not express any opinion as to any non-Opined on Law on the opinions herein stated.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the Selling Stockholder Common Stock has been validly issued and is fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission and its incorporation by reference as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP



Sealed Air Corporation  
200 Riverfront Boulevard  
Elmwood Park, NJ 07407

For release: June 13, 2014

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### Sealed Air Announces Closing of Secondary Offering by Selling Stockholder

Elmwood Park, N.J., June 13, 2014 – Sealed Air Corporation (“Sealed Air”) (NYSE: SEE) today announced the closing of the previously announced underwritten offering of 5,000,000 shares of its common stock by WRG Asbestos PI Trust (the “selling stockholder”) at a price of \$33.06 per share. The selling stockholder received all of the proceeds from this offering. No shares of common stock were sold by Sealed Air. Sealed Air also completed its previously announced repurchase of 3,932,244 shares of common stock from the selling stockholder at a price of \$33.06 per share, which was conditioned on the completion of the secondary offering.

Credit Suisse Securities (USA) LLC acted as the sole underwriter of the offering.

A registration statement relating to the shares is effective with the Securities and Exchange Commission (“SEC”). A prospectus supplement relating to the offering has been filed with the SEC. Copies of the prospectus supplement and the accompanying prospectus may be obtained by contacting Credit Suisse Securities (USA) LLC by mail at Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, New York 10010, by telephone at (800) 221-1037, or by Email at [newyork.prospectus@credit-suisse.com](mailto:newyork.prospectus@credit-suisse.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. The offering of these securities has been made only by means of the prospectus supplement and the accompanying prospectus.

#### **Business**

Sealed Air creates a world that feels, tastes and works better. In 2013, Sealed Air generated revenue of approximately \$7.7 billion by helping our customers achieve their sustainability goals in the face of today’s biggest social and environmental challenges. Our portfolio of widely recognized brands, including Cryovac® brand food packaging solutions, Bubble Wrap® brand cushioning and Diversey™ cleaning and hygiene solutions, ensures a safer and less wasteful food supply chain, protects valuable goods shipped around the world, and improves health through clean environments. Sealed Air has approximately 25,000 employees who serve customers in 175 countries. To learn more, visit [www.sealedair.com](http://www.sealedair.com). Information on Sealed Air’s website is not incorporated into, and does not form a part of, this press release.



## **Forward-Looking Statements**

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 Sealed Air, which are based upon management’s current expectations and are subject to uncertainties, many of which are outside Sealed Air’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](http://www.sec.gov) or our Investor Relations home page at <http://ir.sealedair.com>. Information on Sealed Air’s website is not incorporated into, and does not form a part of, this press release. 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.

Source: Sealed Air Corporation

Sealed Air Corporation

Investors:

Lori Chaitman, 201-703-4161

or

Media:

Ken Aurichio, 201-703-4164