
**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): November 28, 2014

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
(IRS Employer
Identification No.)

8215 Forest Point Boulevard
Charlotte, North Carolina
(Address of Principal Executive Offices)

28273
(Zip Code)

Registrant's telephone number, including area code: 980-221-3235

200 Riverfront Boulevard
Elmwood Park, New Jersey 07407
(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 7.01 Regulation FD Disclosure.

On December 1, 2014, Sealed Air Corporation (the “Company”) issued a press release announcing the expiration (the “Expiration”) of its previously announced solicitation of consents from holders of its 8.375% senior notes due 2021 (the “2021 Notes”) to the proposed amendments to the related indenture. A copy of the press release, dated December 1, 2014, is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

The information in this Item 7.01 of this Form 8-K and Exhibit 99.1 attached hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release, dated December 1, 2014, announcing the expiration of the solicitation of consents regarding the 2021 Notes.

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

By: /s/ Norman D. Finch Jr.
Name: Norman D. Finch Jr.
Title: Vice President, General Counsel and Secretary

Dated: December 1, 2014

Exhibit Index

99.1 Press release, dated December 1, 2014, announcing the expiration of the solicitation of consents regarding the 2021 Notes.



Sealed Air Corporation
200 Riverfront Boulevard
Elmwood Park, NJ 07407

For release: December 1, 2014

Investor Contact:	Media Contact:
Lori Chaitman	Ken Aurichio
201-703-4161	201-703-4164

**SEALED AIR ANNOUNCES EXPIRATION OF CONSENT SOLICITATION WITH RESPECT TO
8.375% SENIOR NOTES DUE 2021**

CHARLOTTE, N.C., Monday, December 1, 2014 – Sealed Air Corporation (“Sealed Air” or the “Company”) (NYSE: SEE) today announced that the previously announced consent solicitation (the “Solicitation”) with respect to its 8.375% senior notes due 2021 (the “2021 Notes”) expired at 5:00 p.m., Eastern time, on Friday, November 28, 2014 (the “Expiration”). The Company announced that it does not intend to extend the expiration date.

In response to demands for an increase in the consent fee from certain holders of the 2021 Notes, the Company evaluated the incremental value that the Company and its shareholders would receive from the consent and concluded that the payment of an additional consent fee was not in the best interest of the Company and its shareholders. The proposed amendment to the indenture with respect to the 2021 Notes, if adopted, would have provided the Company with additional flexibility to repurchase shares of its outstanding common stock, increase the rate of quarterly cash dividends per share, or both. While the Company did not receive the necessary consents to proceed with such proposed amendment, the Expiration does not affect the Company’s ability to continue its share repurchase program and payment of dividends. As of October 29, 2014, the Company had available capacity in excess of the current dividend to purchase up to approximately \$40 million of shares over the remainder of 2014, which may be carried over to 2015 if not utilized, and \$80 million in 2015. Jerome Peribere, the Company’s President and Chief Executive Officer, stated, “While we are disappointed that we were not granted the consent, we are on track to achieve our 2014-2016 free cash flow objectives, and during that period we will be well-positioned to return cash to shareholders as permitted by our restricted payments covenant while staying committed to our target leverage ratio of 3.5 – 4.0x Adjusted EBITDA.”

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. Information on Sealed Air’s website is not incorporated into, and does not form a part of, this press release.

Website Information

We routinely post important information for investors on our website, www.sealedair.com, in the “Investor Relations” section. We use this website as a means of disclosing material, non-public information and for complying with our disclosure obligations under SEC Regulation FD. Accordingly, investors should monitor the Investor Relations section of our website, in addition to following our press releases, SEC filings, public conference calls, presentations and webcasts. The information contained on, or that may be accessed through, our website is not incorporated by reference into, and is not a part of, this document.

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 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.