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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): **December 10, 2012**

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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)

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

**Not Applicable**

(Former Name or Former Address, If Changed Since Last Report)

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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:

- 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 10, 2012, Sealed Air Corporation (the “Company”) issued a press release announcing that Pedro Chidichimo, President of the Institutional and Laundry business unit (“I&L”), will leave the Company on January 1, 2013. Dr. Ilham Kadri has been named to succeed Mr. Chidichimo as President of the Company’s I&L business unit, effective January 1, 2013. A copy of the press release, dated December 10, 2012, 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 the exhibit attached hereto are being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as may be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

*Tender Offer Expiration*

On December 12, 2012, the Company issued a press release announcing the expiration of its previously announced tender offer for its outstanding 5.625% Senior Notes due 2013 (the “2013 Notes”). A copy of the press release, dated December 12, 2012, is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

The Company redeemed for cash all of its 2013 Notes that were outstanding on December 1, 2012 (the “Redeemed Notes”) at a redemption price equal to the make-whole redemption amount, plus accrued and unpaid interest on the Redeemed Notes to, but excluding, the redemption date.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Sealed Air Corporation dated December 10, 2012.
99.2	Press Release of Sealed Air Corporation dated December 12, 2012.

**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/ H. Katherine White          

Name: H. Katherine White

Title: Vice President

Dated: December 12, 2012

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

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99.1 Press Release of Sealed Air Corporation dated December 10, 2012.

99.2 Press Release of Sealed Air Corporation dated December 12, 2012.



Sealed Air Corporation  
200 Riverfront Boulevard  
Elmwood Park, NJ 07407

Contact: Amanda Butler  
201-791-7600

**for release: December 10, 2012**

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**SEALED AIR ANNOUNCES NEW INSTITUTIONAL AND LAUNDRY  
BUSINESS UNIT LEADER**

ELMWOOD PARK, N.J., Monday, December 10, 2012— Sealed Air Corporation (NYSE: SEE) announced today that Pedro Chidichimo, President of the Institutional and Laundry business unit (“I&L”), which is focused on differentiated cleaning, sanitation and infection control solutions and services (formerly part of the Diversey business unit), will leave the Company on January 1, 2013 to pursue his personal interests in philanthropy and sustainability projects. He will work with the organization to ensure a smooth transition process.

William V. Hickey, Chairman and Chief Executive Officer at Sealed Air, stated, “We appreciate the contributions that Pedro has made over his 20 year career at Diversey. While at Sealed Air, he has been an esteemed member of the senior management team who helped to integrate Diversey, achieve synergy benefits, and successfully transition Diversey to its new European Principal Company structure, which positions that region for more profitable growth in the future.”

The Company is pleased to announce the appointment of Dr. Ilham Kadri to succeed as President of our I&L business unit, effective January 1, 2013. As President of I&L, Dr. Kadri will be responsible for the operation and the financial and competitive success of one of Sealed Air’s core business units.

Dr. Kadri has over 20 years of experience working in a variety of international business leadership and management roles that include general management, sales and marketing and research and development with The Dow Chemical Company, Rohm & Haas, Huntsman, UCB-Cytec and Shell Chemicals-Basell. Most recently, she was the General Manager of the Dow Advanced Materials Division for the Middle East and Africa and was the region’s Commercial Director for Dow Water & Process Solutions, the global leader in sustainable separation and purification technology and services. Dr. Kadri holds a doctorate from the Université Louis Pasteur and earned an engineering diploma grandes-écoles in chemical engineering from l’école des Hautes Polymères de Strasbourg, as well as masters degrees in physics and chemistry from Université Claude Bernard and from Université Laval.

Jerome Peribere, President and Chief Operating Officer at Sealed Air, stated, “We are pleased to welcome Ilham to our team, as her extensive global leadership experience and her track record of leading change and delivering differentiated solutions and commercial success will add tremendous value to the I&L business and its growth programs.”

**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. On a pro forma basis, Sealed Air generated revenue of \$8.1 billion in 2011, and has approximately 26,300 employees who serve customers in 175 countries. To learn more, visit [www.sealedair.com](http://www.sealedair.com).

**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. 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>.

Sealed Air Corporation  
200 Riverfront Boulevard  
Elmwood Park, NJ 07407

Contact: **Amanda Butler**  
201-791-7600



**for release:**            **December 12, 2012**

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**SEALED AIR ANNOUNCES COMPLETION OF TENDER OFFER FOR 5.625%  
SENIOR NOTES DUE 2013**

ELMWOOD PARK, N.J., Wednesday, December 12, 2012 – 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 5.625% Senior Notes due 2013 (the “2013 Notes”), expired at 11:59 p.m., New York City time, on December 11, 2012 (the “Expiration Time”).

At the Expiration Time, \$304,865,000 principal amount of 2013 Notes, or 76.22% 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 November 28, 2012, \$304,865,000 of the tendered 2013 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 2013 Notes.

**Business**

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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. 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.