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

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**FORM 10-Q**

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(Mark One)

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

For the quarterly period ended **September 30, 2015**

Or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **1-12139**

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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 or organization)

**8215 Forest Point Boulevard**  
**Charlotte, North Carolina**  
(Address of principal executive offices)

**65-0654331**  
(I.R.S. Employer  
Identification Number)

**28273**  
(Zip Code)

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

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 197,423,854 shares of the registrant's common stock, par value \$0.10 per share, issued and outstanding as of October 30, 2015.

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## Cautionary Notice Regarding Forward-Looking Statements

This report contains “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 concerning our business, consolidated financial condition and results of operations. The Securities and Exchange Commission (“SEC”) encourages companies to disclose forward-looking statements so that investors can better understand a company’s future prospects and make informed investment decisions. Forward-looking statements are subject to risks and uncertainties, many of which are outside our control, which could cause actual results to differ materially from these statements. Therefore, you should not rely on any of these forward-looking statements. Forward-looking statements can be identified by such words as “anticipates,” “believes,” “plan,” “assumes,” “could,” “should,” “estimates,” “expects,” “intends,” “potential,” “seek,” “predict,” “may,” “will” and similar references to future periods. All statements other than statements of historical facts included in this report regarding our strategies, prospects, financial condition, operations, costs, plans and objectives are forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding expected future operating results, expectations regarding the results of restructuring and other programs, anticipated levels of capital expenditures and expectations of the effect on our financial condition of claims, litigation, environmental costs, contingent liabilities and governmental and regulatory investigations and proceedings.

Please refer to Part I, Item 1A, “Risk Factors” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for important factors that we believe could cause actual results to differ materially from those in our forward-looking statements. Any forward-looking statement made by us in this report is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

## Non-U.S. GAAP Information

We present financial information that conforms to Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). We also present financial information that does not conform to U.S. GAAP, which we refer to as non-U.S. GAAP, as our management believes it is useful to investors. In addition, non-U.S. GAAP measures are used by management to review and analyze our operating performance and, along with other data, as internal measures for setting annual budgets and forecasts, assessing financial performance, providing guidance and comparing our financial performance with our peers. The non-U.S. GAAP information has limitations as an analytical tool and should not be considered in isolation from or as a substitute for U.S. GAAP information. It does not purport to represent any similarly titled U.S. GAAP information and is not an indicator of our performance under U.S. GAAP. Non-U.S. GAAP financial measures that we present may not be comparable with similarly titled measures used by others. Investors are cautioned against placing undue reliance on these non-U.S. GAAP measures. Further, investors are urged to review and consider carefully the adjustments made by management to the most directly comparable U.S. GAAP financial measure to arrive at these non-U.S. GAAP financial measures. See Note 4, “Segments” and our Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) for reconciliations of our non-U.S. GAAP financial measures to U.S. GAAP. Information reconciling forward-looking non-U.S. GAAP measures to U.S. GAAP measures is not available without unreasonable effort.

Our management may assess our financial results both on a U.S. GAAP basis and on a non-U.S. GAAP basis. Non-U.S. GAAP financial measures provide management with additional means to understand and evaluate the core operating results and trends in our ongoing business by eliminating certain one-time expenses and/or gains (which may not occur in each period presented) and other items that management believes might otherwise make comparisons of our ongoing business with prior periods and peers more difficult, obscure trends in ongoing operations or reduce management’s ability to make useful forecasts.

Our non-U.S. GAAP financial measures may also be considered in calculations of our performance measures set by the Organization and Compensation Committee of our Board of Directors for purposes of determining incentive compensation. The non-U.S. GAAP financial metrics mentioned above exclude items that we consider as unusual or special items. We evaluate unusual or special items on an individual basis. Our evaluation of whether to exclude an unusual or special item for purposes of determining our non-U.S. GAAP financial measures considers both the quantitative and qualitative aspects of the item, including among other things (i) its nature, (ii) whether or not it relates to our ongoing business operations, and (iii) whether or not we expect it to occur as part of our normal business on a regular basis.

We also present our adjusted income tax rate or provision (“Core Tax Rate”). The Core Tax Rate is a Non-U.S. GAAP measure of our U.S. GAAP effective tax rate, adjusted to exclude the tax impact from the special items that are excluded from our Adjusted Net Earnings and Adjusted EPS metrics as well as expense or benefit from any special taxes or tax benefits. The Core Tax Rate is an indicator of the taxes on our core business. The tax situation and effective tax rate in the specific countries where the excluded or special items occur will determine the impact (positive or negative) to the Core Tax Rate.

In our “Net Sales by Geographic Region,” “Components of Change in Net Sales by Segment” and in some of the discussions and tables that follow, we exclude the impact of foreign currency translation when presenting net sales information, which we define as “constant dollar.” Changes in net sales excluding the impact of foreign currency translation are non-U.S. GAAP financial measures. As a worldwide business, it is important that we take into account the effects of foreign currency translation when we view our results and plan our strategies. Nonetheless, we cannot control changes in foreign currency exchange rates. Consequently, when our management looks at our financial results to measure the core performance of our business, we may exclude the impact of foreign currency translation by translating our current period results at prior period foreign currency exchange rates. We also may exclude the impact of foreign currency translation when making incentive compensation determinations. As a result, our management believes that these presentations are useful internally and may be useful to investors.

We also exclude the impact of divestitures when comparing results to prior periods. Changes in operating results excluding the impact of divestitures are non-U.S. GAAP financial measures; however, we feel it is important to exclude the impact of divestitures on year-over-year results in order to evaluate performance on a more comparable basis.

SEALED AIR CORPORATION AND SUBSIDIARIES

Condensed Consolidated Balance Sheets

<i>(In millions, except share data)</i>	September 30, 2015 (unaudited)	December 31, 2014 (1)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 334.3	\$ 322.6
Trade receivables, net of allowance for doubtful accounts of \$26.1 in 2015 and \$28.8 in 2014	898.6	1,002.2
Income tax receivables	55.8	277.0
Other receivables	127.2	127.0
Inventories	765.5	695.3
Deferred taxes	99.4	105.6
Assets held for sale	5.5	69.3
Prepaid expenses and other current assets	199.3	122.1
<b>Total current assets</b>	<b>2,485.6</b>	<b>2,721.1</b>
Property and equipment, net	905.9	970.6
Goodwill	2,917.0	2,998.6
Intangible assets, net	812.8	872.2
Non-current deferred taxes	102.7	105.9
Other non-current assets	362.3	373.3
<b>Total assets</b>	<b>\$ 7,586.3</b>	<b>\$ 8,041.7</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term borrowings	\$ 280.5	\$ 130.4
Current portion of long-term debt	34.7	1.1
Accounts payable	716.6	638.7
Deferred taxes	8.6	4.8
Liabilities held for sale	—	6.1
Accrued restructuring costs	65.7	55.8
Other current liabilities	877.1	894.0
<b>Total current liabilities</b>	<b>1,983.2</b>	<b>1,730.9</b>
Long-term debt, less current portion	4,334.9	4,282.5
Non-current deferred taxes	146.3	161.5
Other non-current liabilities	679.9	704.0
<b>Total liabilities</b>	<b>7,144.3</b>	<b>6,878.9</b>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.10 par value per share, 50,000,000 shares authorized; no shares issued in 2015 and 2014	—	—
Common stock, \$0.10 par value per share, 400,000,000 shares authorized; shares issued: 225,612,687 in 2015 and 224,683,653 in 2014; shares outstanding: 197,651,615 in 2015 and 210,531,894 in 2014	22.6	22.5
Additional paid-in capital	1,843.6	1,787.0
Retained earnings	577.9	448.5
Common stock in treasury, 27,961,072 shares in 2015 and 14,151,759 shares in 2014	(1,188.9)	(481.4)
Accumulated other comprehensive loss, net of taxes	(813.2)	(613.8)
<b>Total stockholders' equity</b>	<b>442.0</b>	<b>1,162.8</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 7,586.3</b>	<b>\$ 8,041.7</b>

See accompanying notes to condensed consolidated financial statements.

- (1) During the second quarter of 2015, we completed the sale of our North American foam trays and absorbent pads business. During the first quarter of 2015, the assets and liabilities met the criteria of held for sale classification. Accordingly, we reclassified \$42 million of assets and \$6 million of liabilities as held for sale as of December 31, 2014. Refer to Note 3, "Divestitures and Acquisitions" of the notes to condensed consolidated financial statements for further details.

SEALED AIR CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Operations

<i>(In millions, except share data)</i>	Three Months Ended September 30, (unaudited)		Nine Months Ended September 30, (unaudited)	
	2015	2014	2015	2014
Net sales	\$ 1,746.2	\$ 1,975.5	\$ 5,277.6	\$ 5,776.8
Cost of sales	1,109.6	1,279.4	3,327.6	3,761.5
Gross profit	636.6	696.1	1,950.0	2,015.3
Selling, general and administrative expenses	400.6	468.8	1,243.7	1,377.8
Amortization expense of intangible assets acquired	21.8	30.4	67.4	92.8
Stock appreciation rights (benefit) expense	(0.4)	1.0	4.1	3.2
Restructuring and other charges	38.4	11.4	68.0	31.6
Operating profit	176.2	184.5	566.8	509.9
Interest expense	(54.8)	(69.7)	(172.3)	(222.1)
Impairment of equity method investment	—	—	—	(5.7)
Foreign currency exchange loss related to Venezuelan subsidiaries	(1.0)	(4.1)	(30.7)	(18.9)
Gain from Claims Settlement	—	—	—	21.1
Gain (loss) on debt redemption and refinancing activities	0.6	(17.7)	(110.7)	(18.5)
Gain (loss) on sale of business	(0.5)	—	28.7	—
Other income (expense), net	5.5	4.5	18.4	5.8
Earnings before income tax provision	126.0	97.5	300.2	271.6
Income tax provision	39.4	36.7	88.3	79.8
Net earnings available to common stockholders	\$ 86.6	\$ 60.8	\$ 211.9	\$ 191.8
Net earnings per common share:				
Basic	\$ 0.43	\$ 0.29	\$ 1.02	\$ 0.91
Diluted	\$ 0.42	\$ 0.28	\$ 1.01	\$ 0.89
Dividends per common share	\$ 0.13	\$ 0.13	\$ 0.39	\$ 0.39
Weighted average number of common shares outstanding:				
Basic	202.9	210.4	206.7	210.2
Diluted	205.8	213.5	209.5	215.3

See accompanying notes to condensed consolidated financial statements.

**SEALED AIR CORPORATION AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Comprehensive Income (Loss)**

<i>(In millions)</i>	Three Month Ended September 30, (unaudited)		Nine Month Ended September 30, (unaudited)	
	2015	2014	2015	2014
Net earnings available to common stockholders	\$ 86.6	\$ 60.8	\$ 211.9	\$ 191.8
Other comprehensive (loss) income, net of taxes:				
Recognition of deferred pension items, net of taxes of \$(0.6) for the three months ended September 30, 2015, \$(2.9) for the three months ended September 30, 2014, \$(1.2) for the nine months ended September 30, 2015 and \$(3.0) for the nine months ended September 30, 2014	2.0	1.9	9.4	5.4
Unrealized losses on derivative instruments for net investment hedge, net of taxes of \$(0.9) for the three months ended September 30, 2015 and \$9.9 for the nine months ended September 30, 2015	4.9	—	(14.4)	—
Unrealized losses on derivative instruments for cash flow hedge, net of taxes of \$1.4 for the three months ended September 30, 2015, \$(0.8) for the three months ended September 30, 2014, \$0.9 for the nine months ended September 30, 2015 and \$0.4 for the nine months ended September 30, 2014	1.9	4.3	2.7	1.1
Foreign currency translation adjustments	(137.9)	(131.7)	(197.1)	(109.9)
Other comprehensive (loss) income, net of taxes	(129.1)	(125.5)	(199.4)	(103.4)
Comprehensive (loss) income, net of taxes	\$ (42.5)	\$ (64.7)	\$ 12.5	\$ 88.4

See accompanying notes to condensed consolidated financial statements.

## SEALED AIR CORPORATION AND SUBSIDIARIES

## Condensed Consolidated Statements of Cash Flows

(In millions)	Nine Months Ended September 30, (unaudited)			
	2015		2014	
Net earnings available to common stockholders	\$	211.9	\$	191.8
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities				
Depreciation and amortization		162.0		205.0
Share-based incentive compensation		49.1		36.8
Profit sharing expense		26.3		28.3
Loss on debt redemption and refinancing activities		110.7		18.5
Remeasurement loss related to Venezuelan subsidiaries		30.7		18.9
Development grant matter		—		14.0
Impairment on equity method investment		—		5.7
Asset impairment		—		7.4
Provisions for bad debt		3.3		5.4
Provisions for inventory obsolescence		2.9		10.3
Gain from Claims Settlement		—		(21.1)
Deferred taxes, net		(1.2)		0.2
Net gain on disposals of property and equipment and other		(3.6)		(2.7)
Gain on sale of business		(35.6)		—
Other non-cash items		(8.3)		4.9
Changes in operating assets and liabilities:				
Trade receivables, net		(45.0)		(62.5)
Inventories		(127.7)		(121.8)
Other assets		(34.3)		(28.5)
Accounts payable		115.0		159.1
Settlement agreement and related items		235.2		(929.7)
Other liabilities		(12.8)		(4.8)
Net cash provided by (used in) operating activities		678.6		(464.8)
Cash flows from investing activities:				
Capital expenditures		(112.3)		(93.8)
Proceeds from sale of business		75.6		—
Businesses acquired in purchase transactions, net of cash and cash equivalents acquired		(23.5)		(3.6)
Proceeds from sales of property, equipment and other assets		32.4		8.7
Settlement of foreign currency forward contracts		34.7		9.1
Net cash provided by (used in) investing activities		6.9		(79.6)
Cash flows from financing activities:				
Net proceeds from borrowings		257.8		233.8
Dividends paid on common stock		(81.2)		(83.9)
Acquisition of common stock for tax withholding obligations under our Omnibus stock plan and 2005 Contingent Stock Plan		(8.7)		(2.9)
Repurchases of common stock		(685.7)		(134.0)
Payments for debt extinguishment/issuance costs		(108.3)		(12.3)
Net cash (used in) provided by financing activities		(626.1)		0.7
Effect of foreign currency exchange rate changes on cash and cash equivalents		(47.7)		(28.0)
Balance, beginning of period		322.6		992.4
Net change during the period		11.7		(571.7)
Balance, end of period	\$	334.3	\$	420.7
Supplemental Cash Flow Information:				
Interest payments, net of amounts capitalized	\$	169.1	\$	660.6
Income tax payments	\$	78.8	\$	65.8
Stock appreciation rights payments (less amounts included in restructuring payments)	\$	20.0	\$	18.0
Restructuring payments including associated costs	\$	71.7	\$	75.8
Non-cash items:				
Transfers of shares of our common stock from treasury for our 2014 and 2013 profit-sharing plan contributions	\$	36.7	\$	33.2
Transfer of shares of our common stock as part of the funding of the Settlement agreement	\$	—	\$	1.8

See accompanying notes to condensed consolidated financial statements.



**SEALED AIR CORPORATION AND SUBSIDIARIES**  
**Notes to Condensed Consolidated Financial Statements**

**Note 1 Organization and Basis of Presentation**

*Organization*

We are a global leader in food safety and security, facility hygiene and product protection. We serve an array of end markets including food and beverage processing, food service, retail, healthcare and industrial, and commercial and consumer applications. Our focus is on achieving quality sales growth through leveraging our geographic footprint, technological know-how and leading market positions to bring measurable, sustainable value to our customers and investors.

We conduct substantially all of our business through three wholly-owned subsidiaries, Cryovac, Inc., Sealed Air Corporation (US) and Diversey, Inc. Throughout this report, when we refer to “Sealed Air,” the “Company,” “we,” “our,” or “us,” we are referring to Sealed Air Corporation and all of our subsidiaries, except where the context indicates otherwise.

*Basis of Presentation*

Our condensed consolidated financial statements include all of the accounts of the Company and our subsidiaries. We have eliminated all significant intercompany transactions and balances in consolidation. In management’s opinion, all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of our condensed consolidated balance sheet as of September 30, 2015 and our condensed consolidated statements of operations for the three and nine months ended September 30, 2015 and 2014 have been made. The results set forth in our condensed consolidated statements of operations for the nine months ended September 30, 2015 and in our condensed consolidated statements of cash flows for the nine months ended September 30, 2015 are not necessarily indicative of the results to be expected for the full year. All amounts are in millions, except per share amounts, and approximate due to rounding. Some prior period amounts have been reclassified to conform to the current year presentation. These reclassifications, individually and in the aggregate, did not have a material impact on our condensed consolidated financial condition, results of operations or cash flows.

Our condensed consolidated financial statements were prepared in accordance with the interim reporting requirements of the SEC. As permitted under those rules, annual footnotes or other financial information that are normally required by U.S. GAAP have been condensed or omitted. The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and the disclosure of contingent amounts in our condensed consolidated financial statements and accompanying notes. Actual results could differ from these estimates.

We are responsible for the unaudited condensed consolidated financial statements and notes included in this report. As these are condensed financial statements, they should be read in conjunction with the audited consolidated financial statements and notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 as filed with the SEC on February 27, 2015 (“2014 Form 10-K”) and with the information contained in other publicly-available filings with the SEC.

During the first quarter of 2015, we entered into an asset purchase agreement with NOVIPAX, a portfolio company of Atlas Holdings LLC, to sell our North American foam trays and absorbent pads business. During the three months ended March 31, 2015, the North American foam trays and absorbent pads business met the held for sale criteria and was classified as such in all periods presented in our condensed consolidated balance sheets. As a result, all applicable balances in prior periods have been reclassified to held for sale. Refer to Note 3, “Divestitures and Acquisitions” of the notes to condensed consolidated financial statements for further details.

As of April 15, 2015, we realigned our regional organization. There was no change to our previously reported Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Comprehensive Income, Consolidated Statements of Stockholders’ Equity or Consolidated Statements of Cash Flows due to our change in regional organization. Refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for further details on the realignment.

For the nine months ended September 30, 2014, certain amounts related to foreign currency gains and losses, including the remeasurement loss related to Venezuelan subsidiaries in 2014, and the settlement of foreign currency forward contracts were misclassified on the Condensed Consolidated Statement of Cash Flows. The reclassification of these items in the Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2014 resulted in a decrease in cash used in operating activities of \$16.9 million, a decrease to cash used in investing activities of \$9.1 million, and a decrease of \$26.0 million due to the effect of foreign currency exchange rate changes on cash.

For the six months ended June 30, 2015 and the nine months ended September 30, 2014, foreign currency translation adjustments were misclassified on the Condensed Consolidated Statement of Comprehensive Income in deferred pension items and unrealized losses on cash flow hedge derivative instruments. The reclassification of these items in the Condensed Consolidated Statement of Comprehensive Income for the six months ended June 30, 2015 resulted in a decrease in recognition of deferred pension items of \$8.2 million, an increase in unrealized losses on derivative instruments for cash flow hedge of \$1.1 million, and an increase in the foreign currency translation adjustments of \$7.1 million. For the nine months ended September 30, 2014, these reclassifications resulted in a decrease in recognition of deferred pension items of \$7.9 million, an increase in unrealized losses on derivative instruments for cash flow hedge of \$0.3 million, and an increase in the foreign currency translation adjustments of \$7.6 million. These classification adjustments did not result in a change to Total stockholder's equity.

#### *Changes in Accounting/Retrospective Application*

During the fourth quarter of 2014, we changed the method of valuing our inventories that were valued using the last-in, first-out ("LIFO") method to the first-in, first-out ("FIFO") method. As a result of this accounting change, inventories, retained earnings, non-current deferred tax liability, net earnings (loss) available to common stockholders, basic earnings per share and diluted earnings per share, among other accounts, have been retrospectively changed.

As a result of the accounting change, all of our inventories are now determined using the FIFO method. We state inventories at the lower of cost or market.

#### *Impact of Inflation and Currency Fluctuation*

##### **Venezuela**

Economic and political events in Venezuela have continued to expose us to heightened levels of foreign currency exchange risk. Accordingly, Venezuela has been designated a highly inflationary economy under U.S. GAAP, and the U.S. dollar replaced the bolivar fuerte as the functional currency for our subsidiaries in Venezuela. All bolivar-denominated monetary assets and liabilities are re-measured into U.S. dollars using the current exchange rate available to us, and any changes in the exchange rate are reflected in foreign currency exchange gains and losses related to our Venezuelan subsidiaries on the condensed consolidated statements of operations.

Based on changes to the Venezuelan currency exchange rate mechanisms, in the first quarter of 2014, we changed the exchange rate we used to re-measure our Venezuelan subsidiaries' financial statements into U.S. dollars. As a result, as of September 30, 2014 our excess cash position in our Venezuelan subsidiaries was re-measured at the SICAD 2 rate resulting in an \$18.9 million loss for the nine months ended September 30, 2014.

In February 2015, the Venezuelan government announced a new foreign exchange platform called the Marginal Currency System or SIMADI. The SIMADI basically replaced the SICAD 2 rate as noted above. When this market opened on February 12, 2015 the rate was 170 and then at September 30, 2015 it was 199. The SICAD 1 and the SICAD 2 were merged into the SICAD. The opening rate was 12 for the SICAD and at September 30, 2015 it was 13.5. In addition, the CENCOEX will continue and provide preferential treatment for certain import operations such as food and medicines.

Since these changes were announced by the Venezuelan government, the new SIMADI market has had very little activity and companies have not been able to access this market to obtain U.S. dollars. In addition, the SICAD rate which is established via auctions has had no auctions held since October 2014. However, in June 2015 an auction was held for the automotive parts and school supplies industries.

Therefore, there are now three legal mechanisms at this time to exchange bolivars for US dollars:

- CENCOEX at the official rate of 6.3
- SICAD auction process at the awarded exchange rate (opening rate at 12 and at September 30, 2015 it was 13.5)
- SIMADI at the negotiated rate (rate of 199 at September 30, 2015)

At September 30, 2015, we evaluated which legal mechanisms were available to our Venezuelan subsidiaries to access U.S. dollars. As of September 30, 2015 consistent with June 30, 2015, we concluded that we will continue to use the SIMADI rate to remeasure our bolivar denominated monetary assets and liabilities since it is our only legally available option and our intent on a go-forward basis to utilize this market to settle any future transactions based on the current facts and circumstances. The SIMADI rate as of September 30, 2015 was 199. During 2015, the Company did not receive U.S. dollars via the CENCOEX official rate of 6.3. We expect that we will only have limited access to the CENCOEX market to settle certain past transactions. However, if the option becomes available to us to use the CENCOEX in the future, the Company will consider this further. In addition, there have been no SICAD auctions for the food or chemical industries as of September 30, 2015. During 2015, we have only been able to access the SIMADI market and during the second and third quarters of 2015 only received minimal amounts of U.S. dollars. For any U.S. dollar denominated monetary asset or liability, such amounts do not get remeasured at month-end since it is already an asset or liability denominated in U.S. dollars. As a result of this evaluation, the Company reported a remeasurement loss of \$30.7 million for the nine months ended September 30, 2015 and \$1.0 million for the three months ended September 30, 2015. We will continue to evaluate each reporting period the appropriate exchange rate to remeasure our financial statements based on the facts and circumstances at that time.

For the three months and nine months ended September 30, 2015, approximately 1% of our consolidated net sales and operating income were derived from our businesses in Venezuela. As of September 30, 2015, we had net assets of \$7 million in Venezuela, which included cash and cash equivalents of \$2 million. Also, as of September 30, 2015, our Venezuelan subsidiaries had a negative cumulative translation adjustment balance of \$46 million.

## **Note 2 Recently Issued Accounting Standards**

In September 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Updates (“ASU”) 2015-16 – Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. This ASU requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustments amounts are determined. The ASU also requires that in the same period, the effect on earnings of changes in depreciation, amortization or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. The amendments in ASU 2015-16 are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years and will be applied prospectively for adjustments to provisional amounts that occur after that date. Earlier application is permitted for financial statements that have not been issued. The impact of ASU 2015-16 will depend on any future events whereby we have any business combinations and any adjustments to the provisional amounts identified during the measurement period are recorded.

In August 2015, the FASB issued ASU 2015-15, Interest—Imputation of Interest (Subtopic 835-30), Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements — Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting (SEC Update) (“ASU 2015-15”). This ASU clarifies that as line of credit arrangements were not specifically discussed in ASU 2015-03, companies can continue to present debt issuance costs for line of credit arrangements as an asset and subsequently amortize the deferred issuance cost ratably over the term of the arrangement. The amendments in ASU 2015-15 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. We are currently in the process of evaluating this new standard update.

In August 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient (“ASU 2015-12”). This ASU designates contract value as the only required measure for fully benefit-responsive investment contracts; simplifies the investment disclosure requirements under Accounting Standards Codification (“ASC”) topic 820 for fair value, and topics 960, 962 and 965 for employee benefit plans; and provides a similar measurement date practical expedient for employee benefit plans. The amendments in ASU 2015-12 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. We are currently in the process of evaluating this new standard update.

In July 2015, the FASB issued ASU 2015-11, Simplifying the Measurement of Inventory (“ASU 2015-11”), which applies to inventory valued at first-in, first-out (FIFO) or average cost. ASU 2015-11 requires inventory to be measured at the lower of cost and net realizable value, rather than at the lower of cost or market. ASU 2015-11 is effective on a prospective basis for annual periods, including interim reporting periods within those periods, beginning after December 15, 2016. We are currently in the process of evaluating this new standard update.

In June 2015, the FASB issued ASU 2015-10, “Technical Corrections and Improvements.” This ASU corrects for differences between original guidance and the ASC and makes minor improvements affecting several topics. We are currently in the process of evaluating this standard, but do not expect its adoption to have a material impact on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-05, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement (“ASU 2015-05”). This ASU will help entities evaluate the accounting for fees paid by a customer in a cloud computing arrangement. It provides guidance about whether a cloud computing arrangement includes a software license. The amendments in ASU 2015-05 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. An entity can elect to adopt either prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. We are currently in the process of evaluating this new standard update.

In April 2015, the FASB issued ASU 2015-03 Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs (“ASU 2015-03”). This ASU will simplify the presentation of debt issuance costs. It will require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. In August 2015, the FASB issued ASU 2015-15, Interest—Imputation of Interest (Subtopic 835-30), Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements — Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting (SEC Update) (“ASU 2015-15”). This ASU clarifies that as line of credit arrangements were not specifically discussed in ASU 2015-03, the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line of credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. ASU 2015-15 should be adopted concurrent with the adoption of ASU 2015-03. The amendments in ASU 2015-03 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. We are currently in the process of evaluating this new standard update.

In November 2014, the FASB issued ASU 2014-17, “Business Combinations (Topic 805): Pushdown Accounting (a consensus of the FASB Emerging Issues Task Force),” (“ASU 2014-17”). ASU 2014-17 provides an acquired entity with an option to apply pushdown accounting in its separate financial statements upon occurrence of an event in which an acquirer obtains control of the acquired entity. The amendments in ASU 2014-17 are effective November 18, 2014 and an acquired entity can make an election to apply the guidance to future change-in-control events or to its most recent change-in-control event. The effects of ASU 2014-17 will depend on any future events whereby we obtain control of an entity and elect to apply pushdown accounting.

In June 2014, the FASB issued ASU 2014-12, “Compensation-Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period,” (“ASU 2014-12”). ASU 2014-12 requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Prior to the issuance of ASU 2014-12, U.S. GAAP did not contain explicit guidance on how to account for those share-based payments. Many reporting entities accounted for performance targets that could be achieved after the requisite service period as performance conditions that affect the vesting of the award and, therefore, did not reflect the performance target in the estimate of the grant-date fair value of the award. Other reporting entities treated those performance targets as non-vesting conditions that affected the grant-date fair value of the award. We currently treat performance targets that affect vesting as a performance condition and, as such, it is not included in the grant-date fair value. Therefore, the impact upon adoption would not be material to our consolidated financial position or results of operations. The amendments in ASU 2014-12 are effective for fiscal years and interim periods within those years, beginning after December 15, 2015. Earlier application is permitted.

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers,” (“ASU 2014-09”). Previous revenue recognition guidance in U.S. GAAP comprised broad revenue recognition concepts together with numerous revenue requirements for particular industries or transactions, which sometimes resulted in different accounting for economically similar transactions. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this core principal, five steps are required to be applied. In addition, ASU 2014-09 expands and enhances disclosure requirements which require disclosing sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. This includes both qualitative and quantitative information. The amendments in ASU 2014-09 are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. In August 2015, the FASB issued ASU 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date,” (“ASU 2015-14”). The amendments in ASU 2015-14 delay the effective date of ASU 2014-09 by one year to annual reporting periods beginning after December 15, 2017 and allow early adoption as of the original public entity effective date. We are currently in the process of evaluating this new standard update.

### Note 3 Divestitures and Acquisitions

#### *Sales of North American foam trays and absorbent pads business*

On April 1, 2015, we completed the sale of our North American foam trays and absorbent pads business to NOVIPAX, a portfolio company of Atlas Holdings LLC, for net proceeds of \$76 million, net of certain purchase price adjustments of \$6 million and subject to final purchase price adjustment. The decision to sell this business was based on managements' assessment that the business was becoming quickly commoditized and faced significant competitive pricing pressure and declining profit margins. The sale included our manufacturing facilities in Paxinos and Reading, PA, Indianapolis, IN, Rockingham, NC, and Grenada, MS. After transaction costs of \$7 million, we recorded a pre-tax gain of \$29 million (\$19 million, net of tax) on the sale, which is included in net earnings available to common shareholders in the condensed consolidated statement of operations for the nine months ended September 30, 2015.

The North American foam trays and absorbent pads business was part of the Company's Food Care division. The disposal of the North American foam trays and absorbent pads business did not qualify as a discontinued operation.

The carrying amounts of assets and liabilities at disposition on April 1, 2015 are excluded from our Condensed Consolidated Balance Sheet as of September 30, 2015. The carrying value of the major classes of assets and liabilities for the business at the date of disposition and on December 31, 2014 were as follows:

<i>(In millions)</i>	<u>April 1, 2015</u>	<u>December 31, 2014</u>
<b>Assets:</b>		
Other receivables	\$ —	\$ 0.1
Inventories	13.2	12.3
Prepaid expenses	0.1	0.1
Property and equipment, net	22.6	22.6
Goodwill	6.9	6.9
Assets held for sale	<u>\$ 42.8</u>	<u>\$ 42.0</u>
<b>Liabilities:</b>		
Accrued liabilities	2.7	6.1
Liabilities held for sale	<u>\$ 2.7</u>	<u>\$ 6.1</u>

For the nine months ended September 30, 2015, and for the three and nine months ended September 30, 2014, the North American foam trays and absorbent pads businesses contributed approximately \$53 million, \$53 million, and \$162 million of net sales; and \$10 million, \$9 million and \$29 million of pre-tax income, respectively, which excludes certain allocated costs, including corporate support services, for which the Company would normally include in measuring its performance.

In connection with the sale, the Company and NOVIPAX entered into various other agreements, including an Intellectual Property License Agreement, Supply Agreements, a Sublease Agreement, Temporary Occupancy License Agreements and a Transition Service Agreement.

#### *Acquisition of Intellibot Robotics, LLC*

During the first quarter of 2015, we acquired the business of Intellibot Robotics LLC, a U.S.-based privately owned company that has pioneered the development of robotic commercial floor cleaning machines. The purchase price was \$18 million which included cash paid of \$9 million and \$9 million related to the fair value of contingent consideration. The net assets acquired, which primarily included intangible assets, were \$11 million which resulted in goodwill of \$7 million.

#### *Acquisition of B+ Equipment*

During the third quarter of 2015, we acquired the business of B+ Equipment, a company headquartered in France that designs, manufactures and services automated packaging equipment for order fulfillment operations. The purchase price was \$20 million which included an immaterial amount of contingent consideration. The net assets consisted of \$13 million of primarily intangible assets and \$7 million of goodwill.

#### Note 4 Segments

The Company's segment reporting structure consists of three reportable segments and an "Other" category and is as follows:

- Food Care;
- Diversey Care;
- Product Care; and
- Other (includes Corporate, Medical Applications and New Ventures businesses)

The Company's Food Care, Diversey Care and Product Care segments are considered reportable segments under FASB ASC Topic 280. Our reportable segments are aligned with similar groups of products. Other includes Corporate and the Medical Applications and New Ventures businesses. Other includes certain costs that are not allocated to the reportable segments, primarily consisting of unallocated corporate overhead costs, including administrative functions and cost recovery variances not allocated to the reportable segments from global functional expenses.

Other also includes restructuring and other associated costs, expenses related to stock appreciation rights ("SARs"), which were issued in connection with the acquisition of Diversey in 2011, loss on debt redemptions and foreign currency exchange gains/losses related to Venezuelan subsidiaries and other one-time expenses and/or gains.

We allocate and disclose depreciation and amortization expense to our segments, although property and equipment, net is not allocated to the segment assets, nor is depreciation and amortization included in the segment performance metric Adjusted EBITDA. We also disclose restructuring and other charges and impairment of goodwill and other intangible assets by segment, although these items are not included in the segment performance metric Adjusted EBITDA since restructuring and other charges and impairment of goodwill and other intangible assets are categorized as special items as discussed above. The accounting policies of the reportable segments and Other are the same as those applied to the consolidated financial statements.

The following tables show Net Sales and Adjusted EBITDA by our segment reporting structure:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Net Sales:</b>				
Food Care	\$ 836.4	\$ 983.5	\$ 2,562.8	\$ 2,849.9
<i>As a % of Total Company net sales</i>	47.9%	49.8%	48.6%	49.3%
Diversey Care	501.8	550.8	1,504.7	1,637.2
<i>As a % of Total Company net sales</i>	28.7%	27.9%	28.5%	28.3%
Product Care	384.7	420.7	1,142.8	1,223.2
<i>As a % of Total Company net sales</i>	22.0%	21.3%	21.7%	21.2%
<b>Total Reportable Segments Net Sales</b>	<b>1,722.9</b>	<b>1,955.0</b>	<b>5,210.3</b>	<b>5,710.3</b>
Other	23.3	20.5	67.3	66.5
<b>Total Company Net Sales</b>	<b>\$ 1,746.2</b>	<b>\$ 1,975.5</b>	<b>\$ 5,277.6</b>	<b>\$ 5,776.8</b>

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014 <sup>(1)</sup>	2015	2014 <sup>(1)</sup>
<b>Adjusted EBITDA:</b>				
Food Care	\$ 168.4	\$ 181.2	\$ 532.6	\$ 498.0
<i>Adjusted EBITDA Margin</i>	20.1%	18.4%	20.8%	17.5%
Diversey Care	66.4	69.9	176.5	186.7
<i>Adjusted EBITDA Margin</i>	13.2%	12.7%	11.7%	11.4%
Product Care	81.0	74.4	235.6	215.5
<i>Adjusted EBITDA Margin</i>	21.1%	17.7%	20.6%	17.6%
<b>Total Reportable Segments Adjusted EBITDA</b>	<b>315.8</b>	<b>325.5</b>	<b>944.7</b>	<b>900.2</b>
Other	(15.8)	(23.2)	(52.9)	(63.4)
<b>Non-U.S. GAAP Total Company Adjusted EBITDA</b>	<b>\$ 300.0</b>	<b>\$ 302.3</b>	<b>\$ 891.8</b>	<b>\$ 836.8</b>
<i>Adjusted EBITDA Margin</i>	17.2%	15.3%	16.9%	14.5%

- <sup>(1)</sup> During the fourth quarter of 2014, we changed the method of valuing our inventories that used the LIFO method to the FIFO method, so that all of our inventories are now valued at FIFO. We applied this change in accounting principle retrospectively. Accordingly certain previously reported financial information has been revised. See Note 1, "Organization and Basis of Presentation-Changes in Accounting/Retrospective Application" for additional details regarding this accounting policy change.

The following table shows a reconciliation of Total Company Adjusted EBITDA to Net earnings available to common stockholders:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014 <sup>(1)</sup>	2015	2014 <sup>(1)</sup>
<b>Total Company Adjusted EBITDA</b>	<b>\$ 300.0</b>	<b>\$ 302.3</b>	<b>\$ 891.8</b>	<b>\$ 836.8</b>
Depreciation and amortization <sup>(2)</sup>	(68.7)	(77.3)	(211.1)	(241.7)
<i>Special items:</i>				
Accelerated depreciation of non-strategic assets related to restructuring programs	(0.1)	0.3	0.2	0.2
Restructuring and other charges <sup>(3)</sup>	(38.4)	(11.4)	(68.0)	(31.6)
Other restructuring associated costs included in cost of sales and selling, general and administrative expenses	(13.0)	(8.4)	(32.2)	(22.8)
Development grant matter included in selling, general and administrative expenses	—	(14.0)	—	(14.0)
SARs	0.4	(1.0)	(4.1)	(3.2)
Impairments of equity method investment	—	—	—	(5.7)
Foreign currency exchange (loss) gains related to Venezuelan subsidiaries	(1.0)	(4.1)	(30.7)	(18.9)
Loss on debt redemption and refinancing activities	0.6	(17.7)	(110.7)	(18.5)
Gain (loss) from Claims Settlement in 2014 and related costs	—	—	—	21.1
Gain (loss) from sale of North America foam trays and absorbent pads business	(0.5)	—	28.7	—
Non-operating charge for contingent guarantee included in other income (expense), net	—	(2.5)	—	(2.5)
Other special items	1.5	1.0	8.6	(5.5)
Interest expense	(54.8)	(69.7)	(172.3)	(222.1)
Income tax provision	39.4	36.7	88.3	79.8
<b>Net earnings available to common stockholders</b>	<b>\$ 86.6</b>	<b>\$ 60.8</b>	<b>\$ 211.9</b>	<b>\$ 191.8</b>

<sup>(1)</sup> During the fourth quarter of 2014, we changed the method of valuing certain of our inventories that used the LIFO method to the FIFO method, so that all of our inventories are now valued at FIFO. We applied this change in accounting principle retrospectively. Accordingly certain previously reported financial information has been revised. See Note 1, "Organization and Basis of Presentation-Changes in Accounting/Retrospective Application" for additional details regarding this accounting policy change. The table below represents the impact to Earnings before income tax provision for the three month and nine month periods ended September 30, 2014 had we remained on the LIFO method of valuing those inventories:

<i>(In millions)</i>	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2014
Food Care	\$ 2.8	\$ 0.7
Diversey Care	—	—
Product Care	—	0.1
<b>Total reportable segments</b>	<b>2.8</b>	<b>0.8</b>
Other	—	—
<b>Total Company LIFO Adjustments</b>	<b>\$ 2.8</b>	<b>\$ 0.8</b>

<sup>(2)</sup> Depreciation and amortization by segment is as follows:



<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Food Care	\$ 26.6	\$ 30.6	\$ 81.8	\$ 92.1
Diversey Care	25.7	31.9	77.0	98.9
Product Care	9.3	9.8	28.8	30.7
<b>Total reportable segments</b>	<b>61.6</b>	<b>72.3</b>	<b>187.6</b>	<b>221.7</b>
Other	7.1	5.0	23.5	20.0
<b>Total Company depreciation and amortization<sup>(1)</sup></b>	<b>\$ 68.7</b>	<b>\$ 77.3</b>	<b>\$ 211.1</b>	<b>\$ 241.7</b>

(1) Includes share-based incentive compensation.

(3) Restructuring and other charges by segment were as follows:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Food Care	\$ 15.4	\$ 1.8	\$ 29.5	\$ 12.9
Diversey Care	16.0	8.2	25.5	12.0
Product Care	6.7	1.3	12.6	6.3
<b>Total reportable segments</b>	<b>38.1</b>	<b>11.3</b>	<b>67.6</b>	<b>31.2</b>
Other	0.3	0.1	0.4	0.4
<b>Total Company restructuring and other charges</b>	<b>\$ 38.4</b>	<b>\$ 11.4</b>	<b>\$ 68.0</b>	<b>\$ 31.6</b>

### Assets by Reportable Segments

The following table shows assets allocated by our segment reporting structure. Only assets identifiable by segment and reviewed by our chief operating decision maker by segment are allocated by the reportable segment assets, which are trade receivables, net, and finished goods inventory, net. All other assets are included in "Assets not allocated."

<i>(In millions)</i>	September 30, 2015	December 31, 2014
Assets:		
Trade receivables, net, and finished goods inventories, net		
Food Care	\$ 613.3	\$ 682.1
Diversey Care	519.9	514.5
Product Care	251.9	279.1
Other	16.7	14.0
Total segments and other	1,401.8	1,489.7
Assets not allocated		
Cash and cash equivalents	334.3	322.6
Property and equipment, net	905.9	970.6
Goodwill	2,917.0	2,998.6
Intangible assets, net	812.8	872.2
Assets held for sale	5.5	69.3
Other	1,209.0	1,318.7
Total	\$ 7,586.3	\$ 8,041.7

**Note 5 Inventories**

The following table details our inventories:

<i>(In millions)</i>	September 30, 2015	December 31, 2014 <sup>(1)</sup>
<b>Inventories:</b>		
Raw materials	\$ 131.5	\$ 106.3
Work in process	130.8	101.5
Finished goods	503.2	487.5
<b>Total</b>	<b>\$ 765.5</b>	<b>\$ 695.3</b>

<sup>(1)</sup> Excludes North American foam trays and absorbent pads business inventory. Refer to Note 3, "Divestitures and Acquisitions" of the notes to condensed consolidated financial statements for further details.

**Note 6 Property and Equipment, net**

The following table details our property and equipment.

<i>(In millions)</i>	September 30, 2015	December 31, 2014 <sup>(1)</sup>
Land and improvements	\$ 95.1	\$ 80.9
Buildings	606.8	666.7
Machinery and equipment	2,204.0	2,238.2
Other property and equipment	133.7	140.9
Construction-in-progress	136.0	115.7
Property and equipment, gross	3,175.6	3,242.4
Accumulated depreciation and amortization	(2,269.7)	(2,271.8)
<b>Property and equipment, net</b>	<b>\$ 905.9</b>	<b>\$ 970.6</b>

<sup>(1)</sup> Excludes North American foam trays and absorbent pads business property and equipment, net. Refer to Note 3, "Divestitures and Acquisitions" of the notes to condensed consolidated financial statements for further details.

The following table details our interest cost capitalized and depreciation and amortization expense for property and equipment.

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Interest cost capitalized	\$ 1.0	\$ 2.0	\$ 4.0	\$ 4.5
Depreciation and amortization expense for property and equipment	\$ 31.0	\$ 36.6	\$ 94.6	\$ 112.2

## Note 7 Goodwill and Identifiable Assets

### Goodwill

The following table shows our goodwill balances by our segment reporting structure. We review goodwill for impairment on a reporting unit basis annually during the fourth quarter of each year and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. As of September 30, 2015, we did not identify any changes in circumstances that would indicate the carrying value of goodwill may not be recoverable.

<i>(In millions)</i>	Food Care	Diversey Care	Product Care	Other	Total
Gross Carrying Value at December 31, 2014 <sup>(1)</sup>	\$ 812.8	\$ 1,900.8	\$ 1,371.2	\$ 4.8	\$ 4,089.6
Accumulated impairment	(208.0)	(883.0)	—	—	(1,091.0)
Carrying Value at December 31, 2014 <sup>(1)</sup>	\$ 604.8	\$ 1,017.8	\$ 1,371.2	\$ 4.8	\$ 2,998.6
Acquisition	—	6.6	6.8	—	13.4
Dispositions	—	—	(0.8)	—	(0.8)
Other	3.2	—	—	(3.2)	—
Currency translation	(16.6)	(77.2)	(0.2)	(0.2)	(94.2)
Gross Carrying Value at September 30, 2015	799.4	1,830.2	1,377.0	1.4	4,008.0
Accumulated impairment	(208.0)	(883.0)	—	—	(1,091.0)
Carrying Value at September 30, 2015	<u>\$ 591.4</u>	<u>\$ 947.2</u>	<u>\$ 1,377.0</u>	<u>\$ 1.4</u>	<u>\$ 2,917.0</u>

<sup>(1)</sup> Excludes North American foam trays and absorbent pads business goodwill. Refer to Note 3, "Divestitures and Acquisitions" of the notes to condensed consolidated financial statements for further details.

### Identifiable Intangible Assets

The following tables summarize our identifiable intangible assets with definite and indefinite useful lives. As of September 30, 2015, there were no impairment indicators present.

<i>(In millions)</i>	September 30, 2015				December 31, 2014 <sup>(2)</sup>			
	Gross Carrying Value	Accumulated Amortization	Accumulated Impairment	Net	Gross Carrying Value	Accumulated Amortization	Accumulated Impairment	Net
Customer relationships	\$ 856.7	\$ (239.3)	\$ (148.9)	\$ 468.5	\$ 890.8	\$ (210.8)	\$ (148.9)	\$ 531.1
Trademarks and tradenames	1.8	(0.4)	—	1.4	1.3	(0.2)	—	1.1
Technology	286.8	(185.3)	(22.2)	79.3	266.4	(167.0)	(22.2)	77.2
Contracts	42.8	(30.3)	—	12.5	40.6	(28.9)	—	11.7
<b>Total intangible assets with definite lives</b>	<b>1,188.1</b>	<b>(455.3)</b>	<b>(171.1)</b>	<b>561.7</b>	<b>1,199.1</b>	<b>(406.9)</b>	<b>(171.1)</b>	<b>621.1</b>
Trademarks and tradenames with indefinite lives <sup>(1)</sup>	881.3	—	(630.2)	251.1	881.3	—	(630.2)	251.1
<b>Total identifiable intangible assets</b>	<b>\$ 2,069.4</b>	<b>\$ (455.3)</b>	<b>\$ (801.3)</b>	<b>\$ 812.8</b>	<b>\$ 2,080.4</b>	<b>\$ (406.9)</b>	<b>\$ (801.3)</b>	<b>\$ 872.2</b>

<sup>(1)</sup> The intangible assets include \$251 million of trademarks and trade names that we have determined to have indefinite useful lives, primarily acquired in connection with the acquisition of Diversey.

<sup>(2)</sup> Excludes North American foam trays and absorbent pads business intangible assets. Refer to Note 3, "Divestitures and Acquisitions" of the notes to condensed consolidated financial statements for further details.

The following table shows the remaining estimated future amortization expense at September 30, 2015.

Year	Amount (in millions)
2015 (fourth quarter)	\$ 22.3
2016	84.8
2017	77.3
2018	65.1
Thereafter	312.2
Total	<u>\$ 561.7</u>

## **Note 8 Accounts Receivable Securitization Programs**

### ***U.S. Accounts Receivable Securitization Program***

We and a group of our U.S. operating subsidiaries maintain an accounts receivable securitization program under which they sell eligible U.S. accounts receivable to an indirectly wholly-owned subsidiary that was formed for the sole purpose of entering into this program. The wholly-owned subsidiary in turn may sell an undivided fractional ownership interest in these receivables with two banks and issuers of commercial paper administered by these banks. The wholly-owned subsidiary retains the receivables it purchases from the operating subsidiaries. Any transfers of fractional ownership interests of receivables under the U.S. receivables securitization program to the two banks and issuers of commercial paper administered by these banks are considered secured borrowings with pledge of collateral and will be classified as short-term borrowings on our condensed consolidated balance sheet. The net trade receivables that served as collateral for these borrowings are reclassified from trade receivables, net to prepaid expenses and other current assets on the condensed consolidated balance sheet.

As of September 30, 2015, the maximum purchase limit for receivable interests was \$90 million, subject to the availability limits described below.

The amounts available from time to time under this program may be less than \$90 million due to a number of factors, including but not limited to our credit ratings, trade receivable balances, the creditworthiness of our customers and our receivables collection experience. During the three months ended September 30, 2015, the level of eligible assets available under the program was lower than \$90 million primarily due to certain required reserves against our receivables. As a result, the amount available to us under the program was \$67 million at September 30, 2015. Although we do not believe restrictions under this program presently materially restrict our operations, if an additional event occurs that triggers one of these restrictive provisions, we could experience a further decline in the amounts available to us under the program or termination of the program.

The program expires annually and is renewable. The expiration date of the program was extended for a one month period until September 30, 2015 and then renewed for an additional year at the end of such extension.

### ***European Accounts Receivables Securitization Program***

We and a group of our European subsidiaries maintain an accounts receivable securitization program with a special purpose vehicle, or SPV, two banks and issuers of commercial paper administered by these banks. The European program is structured to be a securitization of certain trade receivables that are originated by certain of our European subsidiaries. We do not have an equity interest in the SPV. However, since we are considered the primary beneficiary of the SPV, it meets the criteria to be classified as a variable interest entity and is included in our condensed consolidated financial statements. Any activity between the participating subsidiaries and the SPV is eliminated in consolidation. The SPV borrows funds from the banks to fund its acquisition of the receivables and provides the banks with a first priority perfected security interest in the accounts receivable. Loans from the banks to the SPV will be classified as short-term borrowings on our condensed consolidated balance sheet. The net trade receivables that served as collateral for these borrowings are reclassified from trade receivables, net to prepaid expenses and other current assets on the condensed consolidated balance sheet.

As of September 30, 2015, the maximum purchase limit for receivable interests was €110 million, (\$124 million equivalent at September 30, 2015) subject to availability limits. The terms and provisions of this program are similar to our U.S. program discussed above. As of September 30, 2015, the amount available under this program was €107 million (\$120 million equivalent as of September 30, 2015).

This program expires annually in February and is renewable. The program was renewed in February 2015 for an additional year.

### Utilization of Our Accounts Receivable Securitization Programs

As of September 30, 2015, there were borrowings of \$67 million outstanding under our U.S. program and borrowings of €36 million (\$40 million equivalent as of September 30, 2015) under our European program. We continue to service the trade receivables supporting the programs, and the banks are permitted to re-pledge this collateral. Total interest expense related to the use of these programs was less than \$1 million for the nine months ended September 30, 2015.

Under limited circumstances, the banks and the issuers of commercial paper can end purchases of receivables interests before the above expiration dates. A failure to comply with debt leverage or various other ratios related to our receivables collection experience could result in termination of the receivables programs. We were in compliance with these ratios at September 30, 2015.

As of December 31, 2014, the total amount of borrowings under our U.S. program was \$36 million and there were no amounts outstanding under the European program.

### Note 9 Restructuring and Relocation Activities

The following table details our restructuring activities:

(In millions)	Three Months Ended September 30,						
	2015				2014		
	IOP	EQIP	Fusion	Total	IOP	EQIP	Total
Other associated costs	\$ 0.9	\$ 0.7	\$ 11.4	\$ 13.0	\$ 2.6	\$ 5.8	\$ 8.4
Restructuring charges	(0.3)	3.2	35.5	38.4	7.3	4.1	11.4
Total	\$ 0.6	\$ 3.9	\$ 46.9	\$ 51.4	\$ 9.9	\$ 9.9	\$ 19.8

  

(In millions)	Nine Months Ended September 30,						
	2015				2014		
	IOP	EQIP	Fusion	Total	IOP	EQIP	Total
Other associated costs	\$ 3.8	\$ 6.9	\$ 21.5	\$ 32.2	\$ 4.6	\$ 18.2	\$ 22.8
Restructuring charges	(0.3)	(2.4)	70.7	68.0	12.8	18.8	31.6
Total	\$ 3.5	\$ 4.5	\$ 92.2	\$ 100.2	\$ 17.4	\$ 37.0	\$ 54.4

### Fusion

On December 18, 2014, the Board of Directors of the Company approved a new restructuring plan (the "Fusion Program" or the "Plan"), which consists of a portfolio of restructuring projects across all of our divisions as part of our transformation of Sealed Air Corporation into a knowledge-based company, including reduction in headcount and consolidation and relocation of certain facilities and offices.

On July 23, 2014, we announced that we will be establishing a new global headquarters in Charlotte, North Carolina (known as our "Beacon" project). We will relocate the headquarters for our divisions, research and development facilities, and corporate offices. Within the next three years, we anticipate approximately 1,300 jobs will be relocated to Charlotte from our former corporate headquarters in Elmwood Park, New Jersey; and facilities in Saddle Brook, New Jersey; Racine, Wisconsin; and, Duncan and Greenville, South Carolina. We will also relocate a small number of jobs from other locations. The cost of the Charlotte campus is estimated to be approximately \$120 million.

The Company currently estimates that it will incur aggregate costs of approximately \$395 million to \$405 million in connection with the implementation of this Plan. The net cash cost of the Plan is expected to be in the range of \$330 million to \$340 million. The costs associated with the Plan, the majority of which are expected to be incurred between 2015 and 2017, will primarily consist of (i) a reduction in headcount through reorganization and integration, including severance and termination benefits for employees, expected to be approximately \$115 million to \$120 million, and (ii) other costs associated with the Plan, primarily relating to the building costs of the Charlotte campus, rationalization, consolidation and relocation of certain portions of our global supply chain and other facilities and offices, expected to be approximately \$280 million to \$285 million. Included in the total cash costs, the Company anticipates approximately \$190 million to \$200 million of capital expenditures related to the Plan, including the building of the Charlotte campus, of which the majority is expected to be incurred between 2015 and 2016.

The other associated costs included in the table above primarily consist of consulting and other costs incurred in connection with the project relocation efforts, which were included in selling, general and administrative expenses on the consolidated statements of operations for the nine months ended September 30, 2015. The restructuring charges included in the table above primarily consist of termination and benefit costs.

On August 31, 2014, in connection with our relocation efforts, we signed an agreement for purchase and sale relating to our facility located in Racine, Wisconsin. As of December 31, 2014, the building and certain related assets met the criteria of assets held for sale classification. Accordingly, we reclassified \$26 million from property, plant and equipment to assets held for sale as of December 31, 2014. The sale closed in January 2015. In addition, we temporarily leased back the building following the closing of the sale and vacated in July 2015. The final sales price was \$30 million, of which net proceeds of \$24 million were received as part of the closing along with a \$6 million unsecured promissory note which was received in the third quarter of 2015. We recorded a pre-tax gain on the sale of approximately \$3 million in January 2015.

The restructuring accrual, spending and other activity for the nine months ended September 30, 2015 and the accrual balance remaining at September 30, 2015 related to this program were as follows (in millions):

Fusion restructuring accrual at December 31, 2014	\$	5.5
Accrual and accrual adjustments		70.7
Cash payments during 2015		(9.3)
Effect of changes in foreign currency exchange rates		(1.5)
Fusion restructuring accrual at September 30, 2015	\$	<u>65.4</u>

Cumulative cash payments made in connection with this program, including associated costs through September 30, 2015, were \$33 million. We expect to pay \$48 million of the accrual balance remaining at September 30, 2015 within the next twelve months. This amount is included in accrued restructuring costs on the condensed consolidated balance sheet at September 30, 2015. The remaining accrual of \$17 million is expected to be paid in 2016 and 2017. This amount is included in other non-current liabilities on our condensed consolidated balance sheet at September 30, 2015.

Capital expenditures related to this program were \$19 million in the nine months ended September 30, 2015. Capital expenditures primarily relate to the Beacon project and to supply chain network optimization.

#### ***Earnings Quality Improvement Program (EQIP)***

In May 2013, we announced the commencement of EQIP, which is an initiative to deliver meaningful cost savings and network optimization. The costs associated with this plan consist primarily of (i) a reduction in headcount, which is expected to be approximately 750-900 employees and other costs associated with divisional realignment and connected profitability improvement programs, including severance and termination benefits for employees, expected to be approximately \$110 million to \$120 million, and (ii) costs and capital expenditures associated with incremental supply chain network optimization projects, including facility relocation and closures, expected to be approximately \$80 million to \$90 million. We currently estimate that we will incur total costs of approximately \$190 million to \$210 million in connection with implementation of this plan, including capital expenditures of approximately \$40 million to \$45 million. The plan is expected to be substantially completed by the end of 2016.

The other associated costs included in the table above primarily consist of consulting and rebranding costs incurred in connection with the rebranding of the Company and its divisions, which were included in selling, general and administrative expenses on the condensed consolidated statements of operations for the nine months ended September 30, 2015. The restructuring charges included in the table above primarily consist of termination and benefit costs.

The restructuring accrual, spending and other activity for the nine months ended September 30, 2015 and the accrual balance remaining at September 30, 2015 related to this program were as follows (in millions):

EQIP restructuring accrual at December 31, 2014	\$ 41.9
Accrual and accrual adjustments	(2.4)
Cash payments during 2015	(24.0)
Effect of changes in foreign currency exchange rates	(3.5)
EQIP restructuring accrual at September 30, 2015	<u>\$ 12.0</u>

The accrual and accrual adjustments include a reclassification adjustment of \$13 million to transfer two projects from the EQIP Program to the Fusion Program in order to better match the projects to the program synergies. There is no net impact to the financial statements resulting from the reclassification adjustment.

Cumulative cash payments made in connection with this program, including associated costs through September 30, 2015, were \$145 million. We expect to pay all of the \$12 million accrual balance remaining at September 30, 2015 within the next twelve months. This amount is included in accrued restructuring costs on the condensed consolidated balance sheet at September 30, 2015.

Capital expenditures related to this program were \$6 million in the nine months ended September 30, 2015 and \$15 million in the nine months ended September 30, 2014. Capital expenditures primarily relate to supply chain network and facilities optimization.

### ***Integration and Optimization Program (IOP)***

In December 2011, we initiated a restructuring program associated with the integration of Diversey's business following our acquisition of Diversey on October 3, 2011. The program primarily consists of (i) reduction in headcount, (ii) consolidation of facilities, (iii) supply chain network optimization, and (iv) certain other capital expenditures. This program was substantially completed as of the end of 2014.

The other associated costs included in the table above primarily consist of consulting and other costs incurred in connection with the project relocation efforts, which were included in selling, general and administrative expenses on the consolidated statements of operations for the nine months ended September 30, 2015. The restructuring charges included in the table above primarily consist of termination and benefit costs.

The restructuring accrual, spending and other activity for the nine months ended September 30, 2015 and the accrual balance remaining at September 30, 2015 related to this program were as follows (in millions):

IOP restructuring accrual at December 31, 2014	\$ 13.1
Accrual and accrual adjustments	(0.3)
Cash payments during 2015	(7.0)
Effect of changes in foreign currency exchange rates	(0.7)
IOP restructuring accrual at September 30, 2015	<u>\$ 5.1</u>

Cumulative cash payments made in connection with this program, including associated costs through September 30, 2015, were \$230 million. We expect to pay all of the \$5 million accrual balance as of September 30, 2015 within the next twelve months. This amount is included in accrued restructuring costs on the condensed consolidated balance sheet at September 30, 2015.

Capital expenditures related to this program were \$1 million in the nine months ended September 30, 2015 and \$1 million in the nine months ended September 30, 2014. Capital expenditures mainly relate to facilities and supply chain network optimization.

## Note 10 Debt and Credit Facilities

Our total debt outstanding consisted of the amounts set forth on the following table:

<i>(In millions)</i>	September 30, 2015	December 31, 2014
Short-term borrowings (1)	\$ 280.5	\$ 130.4
Current portion of long-term debt	34.7	1.1
<b>Total current debt</b>	<b>315.2</b>	<b>131.5</b>
Term Loan A due July 2017, less unamortized lender fees of \$0.2 million in 2015 and \$0.3 million in 2014	249.8	249.7
Term Loan A due July 2019, less unamortized lender fees of \$8.8 million in 2015 and \$10.6 million in 2014(2)	1,080.1	1,129.4
6.50% Senior Notes due December 2020	427.8	428.1
8.375% Senior Notes due September 2021	—	750.0
4.875% Senior Notes due December 2022	425.0	425.0
5.25% Senior Notes due April 2023	425.0	425.0
4.50% Senior Notes due September 2023	449.9	—
5.125% Senior Notes due December 2024	425.0	425.0
5.50% Senior Notes due September 2025	400.0	—
6.875% Senior Notes due July 2033, less unamortized discount of \$1.3 million in 2015 and \$1.3 million in 2014	448.7	448.7
Other	3.6	1.6
<b>Total long-term debt, less current portion</b>	<b>4,334.9</b>	<b>4,282.5</b>
<b>Total debt(3)</b>	<b>\$ 4,650.1</b>	<b>\$ 4,414.0</b>

(1) Short-term borrowings of \$281 million at September 30, 2015 are comprised primarily of \$67 million of borrowings outstanding under our U.S. accounts receivable securitization program, \$40 million of borrowings outstanding under our European accounts receivable securitization program, \$90 million outstanding under our revolving credit facility and \$83 million short-term borrowing from various lines of credit. Short-term borrowings at December 31, 2014 are comprised primarily of \$36 million of borrowings outstanding under our U.S. accounts receivable securitization program, \$23 million outstanding under our revolving credit facility and \$71 million short-term borrowings from various lines of credit.

(2) Term Loan A facility due July 2019 has required prepayments which are due in 2016.

(3) The weighted average interest rate on our total outstanding debt was 4.5% as of September 30, 2015 and 5.2% as of December 31, 2014.

### Senior Notes

In the second quarter 2015, Sealed Air issued \$400 million of 5.50% Senior Notes due September 15, 2025 and €400 million of 4.50% Senior Notes due September 15, 2023. The proceeds from these notes were used to repurchase the Company's \$750 million 8.375% Notes due September 2021. The aggregate repurchase price was \$866 million, which included the principal amount of \$750 million, a premium of \$99 million and accrued interest of \$17 million. We recognized a total pre-tax loss of \$111 million on the repurchase, which included the premiums mentioned above. Also included in the loss on debt redemption was \$11 million of accelerated amortization of original non-lender fees related to the 8.375% Senior Notes. We also capitalized \$8 million of fees incurred in connection with the 5.50% Senior Notes and 4.50% Senior Notes that are included in other assets on our consolidated balance sheet.



## Lines of Credit

The following table summarizes our available lines of credit and committed and uncommitted lines of credit, including the Revolving Credit Facility discussed above, and the amounts available under our accounts receivable securitization programs. We are not subject to any material compensating balance requirements in connection with our lines of credit.

<i>(In millions)</i>	September 30, 2015	December 31, 2014
Used lines of credit (1)	\$ 280.5	\$ 130.4
Unused lines of credit	977.8	1,101.7
Total available lines of credit(2)	<u>\$ 1,258.3</u>	<u>\$ 1,232.1</u>

(1) Includes total borrowings under the accounts receivable securitization programs, the revolving credit facility and borrowings under lines of credit available to several foreign subsidiaries.

(2) Of the total available lines of credit, \$887 million were committed as of September 30, 2015.

## Covenants

Each issue of our outstanding senior notes imposes limitations on our operations and those of specified subsidiaries. The Second Amended and Restated Syndicated Credit Facility ("Amended Credit Facility") contains customary affirmative and negative covenants for credit facilities of this type, including limitations on our indebtedness, liens, investments, restricted payments, mergers and acquisitions, dispositions of assets, transactions with affiliates, amendment of documents and sale leasebacks, and a covenant specifying a maximum permitted ratio of Consolidated Net Debt to Consolidated EBITDA (as defined in the Amended Credit Facility). We were in compliance with the above financial covenants and limitations at September 30, 2015.

## Note 11 Derivatives and Hedging Activities

We report all derivative instruments on our condensed consolidated balance sheets at fair value and establish criteria for designation and effectiveness of transactions entered into for hedging purposes.

As a large global organization, we face exposure to market risks, such as fluctuations in foreign currency exchange rates and interest rates. To manage the volatility relating to these exposures, we enter into various derivative instruments from time to time under our risk management policies. We designate derivative instruments as hedges on a transaction basis to support hedge accounting. The changes in fair value of these hedging instruments offset in part or in whole corresponding changes in the fair value or cash flows of the underlying exposures being hedged. We assess the initial and ongoing effectiveness of our hedging relationships in accordance with our policy. We do not purchase, hold or sell derivative financial instruments for trading purposes. Our practice is to terminate derivative transactions if the underlying asset or liability matures or is sold or terminated, or if we determine the underlying forecasted transaction is no longer probable of occurring.

We record the fair value positions of all derivative financial instruments on a net basis by counterparty for which a master netting arrangement is utilized.

### Foreign Currency Forward Contracts Designated as Cash Flow Hedges

The primary purpose of our cash flow hedging activities is to manage the potential changes in value associated with the amounts receivable or payable on equipment and raw material purchases that are denominated in foreign currencies in order to minimize the impact of the changes in foreign currencies. We record gains and losses on foreign currency forward contracts qualifying as cash flow hedges in other comprehensive income to the extent that these hedges are effective and until we recognize the underlying transactions in net earnings, at which time we recognize these gains and losses in other expense, net, on our condensed consolidated statements of operations. Cash flows from derivative financial instruments are classified as cash flows from operating activities in the Condensed Consolidated Statements of Cash Flows. These contracts generally have original maturities of less than 12 months.

Net unrealized after-tax gains (losses) related to these contracts that were included in other comprehensive income were \$3 million and \$7 million for the three months and nine months ended September 30, 2015, respectively, and \$(1) million and \$1 million for the three months and nine months ended September 30, 2014. The unrealized amounts in other comprehensive income will fluctuate based on changes in the fair value of open contracts during each reporting period.

We estimate that \$5.7 million of net unrealized derivative gains included in accumulated other comprehensive income (AOCI) will be reclassified into earnings within the next twelve months.

### ***Foreign Currency Forward Contracts Not Designated as Hedges***

Our subsidiaries have foreign currency exchange exposure from buying and selling in currencies other than their functional currencies. The primary purposes of our foreign currency hedging activities are to manage the potential changes in value associated with the amounts receivable or payable on transactions denominated in foreign currencies and to minimize the impact of the changes in foreign currencies related to foreign currency-denominated interest-bearing intercompany loans and receivables and payables. The changes in fair value of these derivative contracts are recognized in other income, net, on our condensed consolidated statements of operations and are largely offset by the remeasurement of the underlying foreign currency-denominated items indicated above. Cash flows from derivative financial instruments are classified as cash flows from investing activities in the Condensed Consolidated Statements of Cash Flows. These contracts generally have original maturities of less than 12 months.

### ***Interest Rate Swaps***

From time to time, we may use interest rate swaps to manage our fixed and floating interest rates on our outstanding indebtedness. At September 30, 2015, we had no outstanding interest rate swaps.

### ***Interest Rate and Currency Swaps***

In 2014, in connection with exercising the \$100 million delayed draw under the senior secured credit facility, we entered into a series of interest rate and currency swaps in a notional amount of \$100 million. These swaps convert the U.S. dollar-denominated variable rate obligation under the credit facility into a fixed Brazilian real-denominated obligation. The delayed draw and the interest rate and currency swaps are used to fund expansion and general corporate purposes of our Brazilian subsidiaries.

### ***Net Investment Hedge***

During the second quarter of 2015, we entered into a series of foreign currency exchange forwards totaling €270 million. These foreign currency exchange forwards hedged a portion of the net investment in a certain European subsidiary against fluctuations in foreign exchange rates and expired in June 2015. The loss of \$3.5 million is recorded in AOCI on our condensed consolidated balance sheet.

The €400 million 4.50% notes issued in June 2015 are designated as a net investment hedge, hedging a portion of our net investment in a certain European subsidiary against fluctuations in foreign exchange rates. The change in the fair value of the debt was \$0.1 million as September 30, 2015, and is reflected in long-term debt on our condensed consolidated balance sheet.

In March 2015, we entered into a series of cross-currency swaps with a combined notional amount of \$425 million, hedging a portion of the net investment in a certain European subsidiary against fluctuations in foreign exchange rates. The fair value of this hedge as of September 30, 2015 was \$(22.2) million on our condensed consolidated balance sheet.

For derivative instruments that are designated and qualify as hedges of net investments in foreign operations, settlements and changes in fair values of the derivative instruments are recognized in unrealized net gains or loss on derivative instruments for net investment hedge, a component of AOCI, net of taxes, to offset the changes in the values of the net investments being hedged. Any portion of the net investment hedge that is determined to be ineffective is recorded in other income, net on the condensed consolidated statements of operations.

### ***Other Derivative Instruments***

During the second quarter of 2015, the company entered into a series of foreign currency exchange options to partially protect the company's euro-denominated earnings from a decline in the value of the euro. The notional value of this hedge as of September 30, 2015 was \$11.9 million.

We may use other derivative instruments from time to time to manage exposure to foreign exchange rates and to access to international financing transactions. These instruments can potentially limit foreign exchange exposure by swapping borrowings denominated in one currency for borrowings denominated in another currency.

### ***Fair Value of Derivative Instruments***

See Note 12, "Fair Value Measurements and Other Financial Instruments," for a discussion of the inputs and valuation techniques used to determine the fair value of our outstanding derivative instruments.

The following table details the fair value of our derivative instruments included on our condensed consolidated balance sheets.

(In millions)	Cash Flow		Net Investment Hedge		Non-Designated		Total	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
<b>Derivative Assets</b>								
Foreign currency forward Contracts	\$ 6.1	\$ 4.3	\$ —	\$ —	\$ 27.6	\$ 41.3	\$ 33.7	\$ 45.6
Interest rate and currency Swaps	40.9	17.8	—	—	—	—	40.9	17.8
Foreign currency option contracts	—	—	—	—	0.1	—	0.1	—
<b>Total Derivative Assets (2)</b>	<b>\$ 47.0</b>	<b>\$ 22.1</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 27.7</b>	<b>\$ 41.3</b>	<b>\$ 74.7</b>	<b>\$ 63.4</b>
<b>Derivative Liabilities</b>								
Foreign currency forward contracts	\$ (0.4)	\$ (0.4)	\$ —	\$ —	\$ (35.8)	\$ (67.6)	\$ (36.2)	\$ (68.0)
Cross-currency swaps	—	—	(22.2)	—	—	—	(22.2)	—
<b>Total Derivative Liabilities(2)</b>	<b>\$ (0.4)</b>	<b>\$ (0.4)</b>	<b>\$ (22.2)</b>	<b>\$ —</b>	<b>\$ (35.8)</b>	<b>\$ (67.6)</b>	<b>\$ (58.4)</b>	<b>\$ (68.0)</b>
<b>Net Derivatives (1)</b>	<b>\$ 46.6</b>	<b>\$ 21.7</b>	<b>\$ (22.2)</b>	<b>\$ —</b>	<b>\$ (8.1)</b>	<b>\$ (26.3)</b>	<b>\$ 16.3</b>	<b>\$ (4.6)</b>

(1) Excludes \$449.9 million of euro-denominated debt designated as a net investment hedge at September 30, 2015.

(2) The following table reconciles gross positions without the impact of master netting agreements to the balance sheet classification:

(In millions)	Other Current Assets		Other Current Liabilities		Other Non-current Assets		Other Non-current Liabilities	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
Gross position	\$ 42.4	\$ 34.4	\$ (36.2)	\$ (48.8)	\$ 32.3	\$ 27.1	\$ (22.2)	\$ (17.1)
Impact of master netting agreements	(23.8)	(25.2)	23.8	25.2	—	(9.3)	—	9.3
Net amounts recognized on the Condensed Consolidated Balance Sheet	<u>\$ 18.6</u>	<u>\$ 9.2</u>	<u>\$ (12.4)</u>	<u>\$ (23.6)</u>	<u>\$ 32.3</u>	<u>\$ 17.8</u>	<u>\$ (22.2)</u>	<u>\$ (7.8)</u>

The following table details the effect of our derivative instruments on our condensed consolidated statements of operations.

(In millions)	Amount of Gain (Loss) Recognized in Earnings on Derivatives			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Derivatives designated as hedging instruments:</b>				
<i>Cash Flow Hedges:</i>				
Foreign currency forward contracts <sup>(1)</sup>	\$ 2.9	\$ (1.7)	\$ 6.6	\$ (0.5)
Interest rate and currency swaps <sup>(2)</sup>	23.9	(0.8)	32.5	(0.8)
Treasury locks <sup>(3)</sup>	—	—	0.1	0.1
Sub-total cash flow hedges	<u>26.8</u>	<u>(2.5)</u>	<u>39.2</u>	<u>(1.2)</u>
<i>Fair Value Hedges:</i>				
Interest rate swaps	0.1	0.5	0.3	1.5
<b>Derivatives not designated as hedging instruments:</b>				
Foreign currency forward contracts	(3.3)	(7.0)	39.1	(11.9)
<b>Total</b>	<b>\$ 23.6</b>	<b>\$ (9.0)</b>	<b>\$ 78.6</b>	<b>\$ (11.6)</b>

(1) Amounts recognized on the foreign currency forward contracts were included in other income, net.

- (2) Amounts recognized on the interest rate and currency swaps for the nine months ended September 30, 2015, included a \$37 million gain which offset a loss on the remeasurement of the hedged debt, which is included in other income, net and interest expense of \$5 million related to the hedge of the interest payments.
- (3) Amounts recognized on the treasury locks were included in interest expense.

## Note 12 Fair Value Measurements and Other Financial Instruments

### Fair Value Measurements

In determining fair value of financial instruments, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and consider counterparty credit risk in our assessment of fair value. We determine fair value of our financial instruments based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- *Level 1 Inputs:* Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- *Level 2 Inputs:* Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- *Level 3 Inputs:* Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

The following table details the fair value hierarchy of our financial instruments:

(In millions)	September 30, 2015			
	Total Fair Value	Level 1	Level 2	Level 3
Cash equivalents	\$ 7.0	\$ —	\$ 7.0	\$ —
Derivative financial and hedging instruments net asset (liability):				
Foreign currency forward contracts	\$ (2.4)	\$ —	\$ (2.4)	\$ —
Foreign currency options	\$ 0.1	\$ —	\$ 0.1	\$ —
Interest rate and currency swaps	\$ 40.9	\$ —	\$ 40.9	\$ —
Cross-currency swaps	\$ (22.2)	\$ —	\$ (22.2)	\$ —
(In millions)	December 31, 2014			
	Total Fair Value	Level 1	Level 2	Level 3
Cash equivalents	\$ 64.7	\$ —	\$ 64.7	\$ —
Derivative financial instruments net asset (liability):				
Foreign currency forward contracts	\$ (22.4)	\$ —	\$ (22.4)	\$ —
Interest rate and currency swaps	\$ 17.8	\$ —	\$ 17.8	\$ —

### Cash Equivalents

Our cash equivalents at September 30, 2015 and December 31, 2014 consisted of commercial paper (fair value determined using Level 2 inputs) and bank time deposits. Since these are short-term highly liquid investments with original maturities of three months or less at the date of purchase, they present negligible risk of changes in fair value due to changes in interest rates.

### Derivative Financial Instruments

Our foreign currency forward contracts, foreign currency options, euro-denominated debt, interest rate and currency swaps and cross-currency swaps are recorded at fair value on our condensed consolidated balance sheets using a discounted cash flow analysis that incorporates observable market inputs. These market inputs include foreign currency spot and forward rates, and various interest rate curves, and are obtained from pricing data quoted by various banks, third party sources and foreign currency dealers involving identical or comparable instruments (Level 2).

Counterparties to these foreign currency forward contracts are rated at least A- by Standard & Poor's and Baa2 by Moody's. Credit ratings on some of our counterparties may change during the term of our financial instruments. We closely monitor our counterparties' credit ratings and, if necessary, will make any appropriate changes to our financial instruments. The fair value generally reflects the estimated amounts that we would receive or pay to terminate the contracts at the reporting date.

### Other Financial Instruments

The following financial instruments are recorded at fair value or at amounts that approximate fair value: (1) trade receivables, net, (2) certain other current assets, (3) accounts payable and (4) other current liabilities. The carrying amounts reported on our condensed consolidated balance sheets for the above financial instruments closely approximate their fair value due to the short-term nature of these assets and liabilities.

Other liabilities that are recorded at carrying value on our condensed consolidated balance sheets include our senior notes. We utilize a market approach to calculate the fair value of our senior notes. Due to their limited investor base and the face value of some of our senior notes, they may not be actively traded on the date we calculate their fair value. Therefore, we may utilize prices and other relevant information generated by market transactions involving similar securities, reflecting U.S. Treasury yields to calculate the yield to maturity and the price on some of our senior notes. These inputs are provided by an independent third party and are considered to be Level 2 inputs.

We derive our fair value estimates of our various other debt instruments by evaluating the nature and terms of each instrument, considering prevailing economic and market conditions, and examining the cost of similar debt offered at the balance sheet date. We also incorporated our credit default swap rates and currency specific swap rates in the valuation of each debt instrument, as applicable.

These estimates are subjective and involve uncertainties and matters of significant judgment, and therefore we cannot determine them with precision. Changes in assumptions could significantly affect our estimates.

The table below shows the carrying amounts and estimated fair values of our total debt:

<i>(In millions)</i>	September 30, 2015		December 31, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Term Loan A Facility due July 2017	\$ 249.8	\$ 249.7	\$ 249.7	\$ 249.7
Term Loan A Facility due July 2019 <sup>(1)</sup>	1,112.0	1,112.0	1,129.4	1,129.4
6.50% Senior Notes due December 2020	427.8	469.6	428.1	469.7
8.375% Senior Notes due September 2021	—	—	750.0	843.3
4.875% Senior Notes due December 2022	425.0	420.1	425.0	423.3
5.25% Senior Notes due April 2023	425.0	427.1	425.0	429.6
4.50% Senior Notes due September 2023 <sup>(1)</sup>	449.9	456.0	—	—
5.125% Senior Notes due December 2024	425.0	418.3	425.0	428.5
5.50% Senior Notes due September 2025	400.0	406.0	—	—
6.875% Senior Notes due July 2033	448.7	454.7	448.7	462.9
Other foreign loans <sup>(1)</sup>	127.7	127.8	73.9	73.8
Other domestic loans	159.2	159.5	59.2	59.2
<b>Total debt</b>	<b>\$ 4,650.1</b>	<b>\$ 4,700.8</b>	<b>\$ 4,414.0</b>	<b>\$ 4,569.4</b>

<sup>(1)</sup> Includes borrowings denominated in currencies other than U.S. dollars.

### Credit and Market Risk

Financial instruments, including derivatives, expose us to counterparty credit risk for nonperformance and to market risk related to changes in interest or currency exchange rates. We manage our exposure to counterparty credit risk through specific minimum credit standards, establishing credit limits, diversification of counterparties, and procedures to monitor concentrations of credit risk.

We do not expect any of our counterparties in derivative transactions to fail to perform as it is our policy to have counterparties to these contracts that are rated at least BBB- or higher by Standard & Poor's and Baa3 or higher by Moody's. Nevertheless, there is a risk that our exposure to losses arising out of derivative contracts could be material if the counterparties to these agreements fail to perform their obligations. We will replace counterparties if a credit downgrade is deemed to increase our risk to unacceptable levels.

We regularly monitor the impact of market risk on the fair value and cash flows of our derivative and other financial instruments considering reasonably possible changes in interest and currency exchange rates and restrict the use of derivative financial instruments to hedging activities. We do not use derivative financial instruments for trading or other speculative purposes and do not use leveraged derivative financial instruments.

We continually monitor the creditworthiness of our diverse base of customers to which we grant credit terms in the normal course of business and generally do not require collateral. We consider the concentrations of credit risk associated with our trade accounts receivable to be commercially reasonable and believe that such concentrations do not leave us vulnerable to significant risks of near-term severe adverse impacts. The terms and conditions of our credit sales are designed to mitigate concentrations of credit risk with any single customer. Our sales are not materially dependent on a single customer or a small group of customers.

### Contingent Considerations

During the first quarter of 2015, we acquired the business of Intellibot Robotics LLC, a U.S.-based privately owned company that has pioneered the development of robotic commercial floor cleaning machines. The purchase price was \$18 million which included cash paid of \$9 million and \$9 million related to the fair value of contingent consideration. This contingent consideration, which is classified as a liability, includes earnout fees to be paid out in cash to the seller over a 10 year period based on various percentages of net sales over the 10 year period. Since it is classified as a liability, we must remeasure to fair value each reporting period. The fair value of the liability as of September 30, 2015 was \$9.9 million of which \$0.7 million was included in current liabilities and \$9.2 million was included in non-current liabilities on the condensed consolidated balance sheet. The \$0.9 million change in fair value was recognized in selling, general and administrative expenses.

The valuation of the contingent consideration is based on a probability weighted projection of payments over the 10 year period using the deterministic method. These projections are based on our internal forecast of the business performance and since this is an unobservable input used in the fair value measurement it would be considered a Level 3 input (as defined above). In addition, the probability weighted earnout payments were present valued using factors to consider the risk associated with achievement of the sales forecast and the credit risk associated with the payments.

### Note 13 Defined Benefit Pension Plans and Other Post-Employment Benefit Plans

The following table shows the components of our net periodic benefit cost (income) for our defined benefit pension plans for the three months ended September 30, 2015 and 2014:

(In millions)	Three Months Ended September 30, 2015			Three Months Ended September 30, 2014		
	U.S.	International	Total	U.S.	International	Total
Components of net periodic benefit cost or (income):						
Service cost	\$ 0.1	\$ 2.4	\$ 2.5	\$ 0.2	\$ 2.2	\$ 2.4
Interest cost	2.2	7.6	9.8	2.1	9.8	11.9
Expected return on plan assets	(2.9)	(10.3)	(13.2)	(2.8)	(10.7)	(13.5)
Amortization of net actuarial loss	0.4	2.4	2.8	0.2	2.2	2.4
Net periodic benefit cost (income)	(0.2)	2.1	1.9	(0.3)	3.5	3.2
Cost (income) of settlement/curtailment	—	0.1	0.1	—	0.5	0.5
Total benefit cost (income)	<u>\$ (0.2)</u>	<u>\$ 2.2</u>	<u>\$ 2.0</u>	<u>\$ (0.3)</u>	<u>\$ 4.0</u>	<u>\$ 3.7</u>

The following table shows the components of our net periodic benefit cost (income) for our defined benefit pension plans for the nine months ended September 30, 2015 and 2014:

<i>(In millions)</i>	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014		
	U.S.	International	Total	U.S.	International	Total
Components of net periodic benefit cost or (income):						
Service cost	\$ 0.5	\$ 7.4	\$ 7.9	\$ 0.7	\$ 6.7	\$ 7.4
Interest cost	6.5	22.9	29.4	6.5	29.5	36.0
Expected return on plan assets	(8.6)	(30.9)	(39.5)	(8.4)	(32.2)	(40.6)
Amortization of net actuarial loss	1.3	7.1	8.4	0.6	6.8	7.4
Net periodic benefit cost (income)	(0.3)	6.5	6.2	(0.6)	10.8	10.2
Cost (income) of settlement/curtailment	1.1	(0.6)	0.5	—	1.6	1.6
Total benefit cost (income)	\$ 0.8	\$ 5.9	\$ 6.7	\$ (0.6)	\$ 12.4	\$ 11.8

The following table shows the components of our net periodic benefit cost for our other employee benefit plans for the three month and nine month periods ended September 30, 2015 and 2014:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Components of net periodic benefit cost or (income):				
Service cost	\$ 0.1	\$ 0.2	\$ 0.6	\$ 0.6
Interest cost	0.7	0.8	2.2	2.4
Amortization of net prior service cost	(0.3)	(0.2)	(0.7)	(0.6)
Amortization of net actuarial loss	0.1	—	0.3	0.1
Net periodic benefit cost	\$ 0.6	\$ 0.8	\$ 2.4	\$ 2.5

## Note 14 Income Taxes

### Effective Income Tax Rate and Income Tax Provision

Our effective income tax rate for the three months ended September 30, 2015 was 31.3% and for the nine months ended September 30, 2015 was 29.4%. Our effective income tax rates benefited from a favorable earnings mix with earnings in jurisdictions with lower tax rates. However, the effective tax rate for the nine months ended September 30, 2015 was negatively impacted by foreign currency exchange losses related to Venezuelan subsidiaries of approximately \$31 million for which the Company will receive no tax benefits. As this loss was driven by the Company's change to an alternative foreign exchange market, the tax impact of this loss was treated as a discrete item in the second quarter of 2015. In the third quarter of 2015, the Company recorded a net discrete income tax benefit of \$15 million related to return to provision adjustments and the recognition of foreign tax credits. In addition, the Company recorded a discrete income tax expense of \$17 million from changes to its unrecognized tax benefits including a new reserve related to the Settlement payment, and releases of certain reserves recorded at the time of the Diversey acquisition due to the expiration of the statute of limitations. Together, these items did not have a material impact on the tax expense for the three or nine months ended September 30, 2015.

Our effective income tax rate for the three months ended September 30, 2014 was 37.6% and for the nine months ended September 30, 2014 was 29.4%. Our effective income tax rates for both periods benefited from a favorable earnings mix with earnings in jurisdictions with lower tax rates. In addition, our effective tax rate for the nine months ended September 30, 2014 benefited from certain favorable discrete items totaling approximately \$16 million, including \$7 million from a favorable tax settlement and approximately \$6 million from the release of reserves related to the statute of limitations and a successful judicial verdict. Partially offsetting these items was a negative impact related to foreign currency exchange losses of Venezuelan subsidiaries of approximately \$19 million from which the Company received no tax benefit, and the lapse of various U.S. tax provisions (the "Extenders"), including the research and development credit and certain foreign provisions.

### ***Unrecognized Tax Benefits***

As discussed above, during the nine months ended September 30, 2015, we increased our unrecognized tax benefits by \$17 million, related to the recording of a reserve related to the Settlement payment, which was partially offset by the release of reserves related to the expiration of the statute of limitations. We have not changed our policy with regard to the reporting of penalties and interest related to unrecognized tax benefits.

### **Note 15 Commitments and Contingencies**

#### ***Cryovac Transaction Commitments and Contingencies***

Refer to Part II, Item 8, Note 17, "Commitments and Contingencies" to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for a description of the Settlement agreement (as defined therein) and \$235 million tax refund. In the first quarter of 2014 we recorded a gain of \$21 million related to the Settlement agreement.

#### ***Environmental Matters***

We are subject to loss contingencies resulting from environmental laws and regulations, and we accrue for anticipated costs associated with investigatory and remediation efforts when an assessment has indicated that a loss is probable and can be reasonably estimated. These accruals are not reduced by potential insurance recoveries, if any. We do not believe that it is reasonably possible that our liability in excess of the amounts that we have accrued for environmental matters will be material to our condensed consolidated financial condition or results of operations. Environmental liabilities are reassessed whenever circumstances become better defined or remediation efforts and their costs can be better estimated.

We evaluate these liabilities periodically based on available information, including the progress of remedial investigations at each site, the current status of discussions with regulatory authorities regarding the methods and extent of remediation and the apportionment of costs among potentially responsible parties. As some of these issues are decided (the outcomes of which are subject to uncertainties) or new sites are assessed and costs can be reasonably estimated, we adjust the recorded accruals, as necessary. We believe that these exposures are not material to our condensed consolidated financial condition or results of operations. We believe that we have adequately reserved for all probable and estimable environmental exposures.

#### ***Guarantees and Indemnification Obligations***

We are a party to many contracts containing guarantees and indemnification obligations. These contracts primarily consist of:

- product warranties with respect to certain products sold to customers in the ordinary course of business. These warranties typically provide that products will conform to specifications. We generally do not establish a liability for product warranty based on a percentage of sales or other formula. We accrue a warranty liability on a transaction-specific basis depending on the individual facts and circumstances related to each sale. Both the liability and annual expense related to product warranties are immaterial to our condensed consolidated financial position and results of operations; and
- licenses of intellectual property by us to third parties in which we have agreed to indemnify the licensee against third party infringement claims.



### ***Development Grant Matter***

On May 25, 2010, one of our Italian subsidiaries received a demand from the Italian Ministry of Economic Development (the “Ministry”) for the total repayment of grant monies paid to two of our former subsidiaries in the amount of €5 million plus interest. The grant monies had previously been certified as payable by the Italian authorities and the grant process was finalized and closed in 2006. We acquired the former subsidiaries in September 2001 as part of an acquisition. The substance of the repayment demand is that the former owners of the subsidiaries made fraudulent claims and used fraudulent documents to support their grant application prior to our acquisition. There is no suggestion that we or our Italian subsidiary were directly involved in the grant process, but the Ministry is seeking repayment from our Italian subsidiary given our capacity as purchaser of the two companies. Our Italian subsidiary submitted a total denial of liability in regard to this matter on June 30, 2010. A hearing on the merits was held on July 3, 2014 and in mid-September; our subsidiary was advised that the demand for repayment of €10 million was upheld. Accordingly, we recorded a current liability and corresponding charge of \$14 million related to this matter in 2014. The liability (\$11 million equivalent at September 30, 2015 with accrued interest) is included in other current liabilities on the condensed consolidated balance sheets and the charge is included in selling, general and administrative expenses on the condensed consolidated statements of operations. The charge is treated as a special item and included in Corporate in the “Other” category for segment reporting purposes. In mid-December, 2014 we learned our application to suspend enforcement of the judgment pending appeal had been declined. A final hearing on the merits is expected to be heard in two to three years.

### **Note 16 Stockholders’ Equity**

#### ***Repurchase of Common Stock***

On July 14, 2015, we announced that our Board of Directors had authorized a repurchase program of up to \$1.5 billion of the Company’s common stock, reflecting its commitment to return value to shareholders. The repurchase program has no expiration date and replaced the previously authorized program, which was terminated. Refer to Part II, Item 2, “Unregistered Sales of Equity Securities and Use of Proceeds” for further information. This program replaced our prior share repurchase program, approved by our Board of Directors in August 2007 authorizing us to repurchase in the aggregate up to 20 million shares of our outstanding common stock.

In March 2015, the Company entered into an accelerated share repurchase agreement (the “March ASR”) with a third-party financial institution to repurchase \$25 million of the Company’s common stock. Under the agreement, the Company paid \$25 million to the financial institution and received an initial delivery of 433,181 shares. In May 2015, the March ASR concluded, and the Company received an additional 113,393 shares. Upon completion of the transaction, the Company received a total of 546,574 shares with an average price of \$45.74 per share. These repurchases were made under the August 2007 share repurchase program approved by our Board of Directors referenced above.

During the three and nine months ended September 30, 2015, we repurchased 5,539,803 and 8,164,237 shares, respectively for approximately \$277 million and \$402 million, respectively. These repurchases were made under privately negotiated or open market transactions in accordance with Rule 10b5-1 of the Securities Act of 1933, as amended, and pursuant to the share repurchase program previously approved by our Board of Directors.

Additionally, on August 5, 2015, the Company entered into an accelerated share repurchase agreement (the “August ASR”) with a third-party financial institution to repurchase up to \$300 million of the Company’s common stock. Upon completion of the transaction in September 2015, the Company received a total of 5,771,603 shares with an average price of \$51.76 per share for a total cost of \$299 million. These repurchases were made under the July 2015 share repurchase program approved by our Board of Directors referenced above.

Through October 30, the Company has repurchased 14.7 million shares for approximately \$738 million.

#### ***Dividends***

On July 9, 2015, our Board of Directors declared a quarterly cash dividend of \$0.13 per common share, or \$26 million, which was paid on September 18, 2015 to stockholders of record at the close of business day September 4, 2015. On May 14, 2015, our Board of Directors declared a quarterly cash dividend of \$0.13 per common share, or \$27 million, which was paid on June 19, 2015 to stockholders of record at the close of business on June 6, 2015. On February 17, 2015, our Board of Directors declared a quarterly cash dividend of \$0.13 per common share, or \$27 million, which was paid on March 20, 2015 to stockholders of record at the close of business on March 7, 2015.

On October 8, 2015, our Board of Directors declared a quarterly cash dividend of \$0.13 per common share. The dividend is payable on December 18, 2015 to stockholders of record at the close of business on December 4, 2015.

The dividend payments discussed above are recorded as reductions to cash and cash equivalents and retained earnings on our condensed consolidated balance sheets. Our credit facility and our notes contain covenants that restrict our ability to declare or pay dividends. However, we do not believe these covenants are likely to materially limit the future payment of quarterly cash dividends on our common stock. From time to time, we may consider other means of returning value to our stockholders based on our consolidated financial condition and results of operations. There is no guarantee that our Board of Directors will declare any further dividends.

### **Stock Appreciation Rights (“SARs”)**

In connection with the acquisition of Diversey, Sealed Air exchanged Diversey’s cash-settled stock appreciation rights and stock options that were unvested as of May 31, 2011 and unexercised at October 3, 2011 into cash-settled stock appreciation rights based on Sealed Air common stock. At September 30, 2015, all outstanding SARs were fully vested.

Since these SARs are settled in cash, the amount of the related future expense will fluctuate based on the exercise activity and the changes in the assumptions used in a Black-Scholes valuation model which includes Sealed Air’s stock price, risk-free interest rates, expected volatility and a dividend yield. The expense will continue to fluctuate for any SARs that are not exercised until their respective expiration dates, the last of which is currently in February 2020.

We recognized SARs income of \$1 million in the three months ended September 30, 2015 and expense of \$4 million in the nine months ended September 30, 2015, related to SARs that were granted to Diversey employees who remained employees as of September 30, 2015. We also recognized SARs expense of \$1 million in the three months ended September 30, 2014 and \$3 million in the nine months ended September 30, 2014, related to SARs that were granted to Diversey employees who remained employees as of September 30, 2014. Cash payments due to the exercise of these SARs were \$20 million in the nine months ended September 30, 2015 and \$18 million in the nine months ended September 30, 2014. As of September 30, 2015, the remaining liability for these SARs was \$5 million and is included in other current liabilities on our condensed consolidated balance sheet.

We did not recognize any SARs-related restructuring expense in the three months or nine months ended September 30, 2015, or September 30, 2014 and there was no remaining liability for SARs included in the restructuring programs as of September 30, 2015.

### **Share-based Incentive Compensation**

We record share-based incentive compensation expense in selling, general and administrative expenses and cost of sales on our condensed consolidated statements of operations with a corresponding credit to additional paid-in capital within stockholders’ equity based on the fair value of the share-based incentive compensation awards at the date of grant. We recognize an expense or credit reflecting the straight-line recognition, net of estimated forfeitures, of the expected cost of the program. For the various PSU awards programs described below, the cumulative amount accrued to date is adjusted up or down to the extent the expected performance against the targets has improved or worsened.

The table below shows our total share-based incentive compensation expense:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Total share-based incentive compensation expense (1)	\$ 15.9	\$ 10.4	\$ 49.1	\$ 36.8

(1) The amounts included above do not include the expense related to our U.S. profit sharing contributions made in the form of our common stock or the expense or income related to SARs and other cash-based awards. See Stock Appreciation Rights above for further details of SARs. At September 30, 2015 and September 30, 2014, our other cash-based awards were not material to our condensed consolidated financial positions or results of operations.

### *Performance Share Units “PSU” Awards*

As part of our long term incentive program initially adopted in 2008, during the first 90 days of each year, the Organization and Compensation Committee of our Board of Directors, or Compensation Committee, has approved PSU awards for our executive officers and other selected key executives, which include for each officer or executive a target number of shares of common stock and performance goals and measures that will determine the percentage of the target award that is earned following the end of the performance period. Following the end of the performance period, participants will also receive a cash payment in the amount of the dividends (without interest) that would have been paid during the performance period on the number of shares that they have earned. We have accrued \$2 million for these dividends in other current liabilities on our condensed consolidated balance sheet as of September 30, 2015 and \$2 million as of December 31, 2014.

### *2015 Three-year PSU Awards*

In February 2015, the Compensation Committee approved awards with a three-year performance period beginning January 1, 2015 to December 31, 2017 for certain executives. The Compensation Committee established principal performance goals, which are (i) total shareholder return (TSR), and (ii) 2017 consolidated adjusted EBITDA margin.

The targeted number of shares of common stock that can be earned is 224,760 shares for these 2015 PSU awards. The total number of shares to be issued for these awards can range from zero to 200% of the target number of shares depending on the level of achievement of the performance goals and measures.

The expense included in the table above was calculated using a grant date common stock share price of \$46.05 per share for the 2017 consolidated adjusted EBITDA margin (this is considered a performance condition) and the Monte Carlo valuation of \$59.91 per share for the TSR goal (this is considered a market condition). The expense calculation is based on management’s estimate as of September 30, 2015 of the level of probable achievement of the performance goals and measures, which was determined to be at the target level, or 100% achievement (158,964 shares, net of forfeitures), for the 2017 consolidated adjusted EBITDA margin goal. The TSR portion of the plan is expensed at 100% (65,796 shares, net of forfeitures) of the grant date fair value as required by U.S. GAAP.

**Note 17 Accumulated Other Comprehensive Income (Loss)**

The following table provides details of comprehensive income (loss) for the nine months ended September 30, 2015 and 2014:

<i>(In millions)</i>	Unrecognized Pension Items	Cumulative Translation Adjustment	Unrecognized Gains (Losses) on Derivative Instruments for net investment hedge	Unrecognized Gains (Losses) on Derivative Instruments for cash flow hedge	Accumulated Other Comprehensive Income (Loss), Net of Taxes
Balance at December 31, 2013 <sup>(1)</sup>	\$ (143.3)	\$ (137.7)	\$ —	\$ 3.6	\$ (277.4)
Other comprehensive income (loss) before reclassifications	(1.5)	(109.9)	—	(0.5)	(111.9)
Less: amounts reclassified from accumulated other comprehensive income (loss)	6.9	—	—	1.6	8.5
Net current period other comprehensive income (loss)	5.4	(109.9)	—	1.1	(103.4)
Balance at September 30, 2014 <sup>(1)</sup>	<u>\$ (137.9)</u>	<u>\$ (247.6)</u>	<u>\$ —</u>	<u>\$ 4.7</u>	<u>\$ (380.8)</u>
Balance at December 31, 2014 <sup>(1)</sup>	\$ (250.2)	\$ (369.8)	\$ —	\$ 6.2	\$ (613.8)
Other comprehensive income (loss) before reclassifications	1.9	(197.1)	(14.4)	28.8	(180.8)
Less: amounts reclassified from accumulated other comprehensive income (loss)	7.5	—	—	(26.1)	(18.6)
Net current period other comprehensive income (loss)	9.4	(197.1)	(14.4)	2.7	(199.4)
Balance at September 30, 2015 <sup>(1)</sup>	<u>\$ (240.8)</u>	<u>\$ (566.9)</u>	<u>\$ (14.4)</u>	<u>\$ 8.9</u>	<u>\$ (813.2)</u>

<sup>(1)</sup> For the six months ended June 30, 2015 and the twelve months ended December 31, 2014 and December 31, 2013, foreign currency translation adjustments were misclassified within Accumulated Other Comprehensive Loss ("AOCI") within the Condensed Consolidated Balance Sheet. The reclassification of these items within AOCI for the six months ended June 30, 2015 resulted in a decrease in unrecognized pension items of \$21.8 million, an increase in unrecognized gains (losses) on derivative instruments for cash flow hedge of \$2.0 million, and an increase in the cumulative translation adjustment of \$19.8 million. For the twelve months ended December 31, 2014, these reclassifications resulted in a decrease in unrecognized pension items of \$13.6 million, an increase in unrecognized gains (losses) on derivative instruments for cash flow hedge of \$1.0 million, and an increase in the cumulative translation adjustment of \$12.6 million. For the twelve months ended December 31, 2013, these reclassifications resulted in an increase in unrecognized pension items of \$2.9 million, an increase in unrecognized gains (losses) on derivative instruments for cash flow hedge of \$0.4 million, and a decrease in the cumulative translation adjustment of \$3.3 million.

The following table provides detail of amounts reclassified from accumulated other comprehensive income:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,		Location of Amount Reclassified from AOCI
	2015 (a)	2014 (a)	2015 (a)	2014 (a)	
Defined benefit pension plans and other post-employment benefits:					
Prior service costs	\$ 0.3	\$ 0.1	\$ 0.7	\$ 0.6	(b)
Actuarial losses	(2.9)	(2.5)	(8.7)	(7.5)	(b)
Settlement/curtailment loss	(0.1)	(0.6)	(0.5)	(1.6)	(b)
Total pre-tax amount	(2.7)	(3.0)	(8.5)	(8.5)	
Tax (expense) benefit	0.3	0.6	1.0	1.6	
Net of tax	(2.4)	(2.4)	(7.5)	(6.9)	
Net gains (losses) on cash flow hedging derivatives:					
Foreign currency forward contracts	2.9	(1.7)	6.6	(0.5)	(c) Other income, net
Interest rate and currency swaps	23.9	(0.8)	32.5	(0.8)	(c) Various
Treasury locks	—	—	0.1	0.1	(c) Interest expense
Total pre-tax amount	26.8	(2.5)	39.2	(1.2)	
Tax (expense) benefit	(9.1)	0.1	(13.1)	(0.4)	
Net of tax	17.7	(2.4)	26.1	(1.6)	
Total reclassifications for the period	\$ 15.3	\$ (4.8)	\$ 18.6	\$ (8.5)	

(a) Amounts in parenthesis indicate debits to earnings (loss).

(b) These accumulated other comprehensive components are included in the computation of net periodic benefit costs.

(c) These accumulated other comprehensive components are included in our derivative and hedging activities. See Note 11, "Derivatives and Hedging Activities" for additional details.

#### Note 18 Other Income (Expense), net

The following table provides details of other income (expense), net:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Interest and dividend income	\$ 2.8	\$ 4.3	\$ 9.3	\$ 10.8
Net foreign exchange transaction gains (losses)	0.4	(3.7)	3.0	(8.3)
Bank fee expense	(1.8)	(1.0)	(4.2)	(4.3)
Net gain on disposals of property and equipment and other	(0.2)	—	3.6	—
Other, net	4.3	4.9	6.7	7.6
Other income (expense), net	\$ 5.5	\$ 4.5	\$ 18.4	\$ 5.8

## Note 19 Net Earnings Per Common Share

The following table shows the calculation of basic and diluted net earnings per common share under the two-class method:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
(In millions, except per share amounts)	2015	2014(1)	2015	2014(1)
<b>Basic Net Earnings Per Common Share:</b>				
<b>Numerator</b>				
Net earnings available to common stockholders	\$ 86.6	\$ 60.8	\$ 211.9	\$ 191.8
Distributed and allocated undistributed net loss to non-vested restricted stockholders	(0.6)	(0.4)	(1.5)	(1.1)
Distributed and allocated undistributed net earnings to common stockholders	86.0	60.4	210.4	190.7
Distributed net earnings - dividends paid to common stockholders	(26.1)	(27.3)	(80.6)	(82.9)
<b>Allocation of undistributed net earnings to common stockholders</b>	<b>\$ 59.9</b>	<b>\$ 33.1</b>	<b>\$ 129.8</b>	<b>\$ 107.8</b>
<b>Denominator</b>				
Weighted average number of common shares outstanding - basic	202.9	210.4	206.7	210.2
Basic net earnings per common share:				
Distributed net earnings to common stockholders	\$ 0.13	\$ 0.13	\$ 0.39	\$ 0.39
Allocated undistributed net earnings to common stockholders	0.30	0.16	0.63	0.52
<b>Basic net earnings per common share:</b>	<b>\$ 0.43</b>	<b>\$ 0.29</b>	<b>\$ 1.02</b>	<b>\$ 0.91</b>
<b>Diluted Net Earnings Per Common Share:</b>				
<b>Numerator</b>				
Distributed and allocated undistributed net earnings to common stockholders	\$ 86.0	\$ 60.4	\$ 210.4	\$ 190.7
Add: Allocated undistributed net earnings to unvested restricted stockholders	0.5	0.1	1.0	0.6
Less: Undistributed net earnings (loss) reallocated to non-vested restricted stockholders	(0.5)	(0.1)	(1.0)	(0.6)
<b>Net earnings available to common stockholders - diluted</b>	<b>\$ 86.0</b>	<b>\$ 60.4</b>	<b>\$ 210.4</b>	<b>\$ 190.7</b>
<b>Denominator</b>				
Weighted average number of common shares outstanding - basic	202.9	210.4	206.7	210.2
Effect of assumed issuance of Settlement agreement shares (2)	—	—	—	2.2
Effect of contingently issuable shares	1.4	1.9	1.3	1.8
Effect of unvested restricted stock units	0.7	0.5	0.7	0.4
<b>Weighted average number of common shares outstanding - diluted under two-class</b>	<b>205.0</b>	<b>212.8</b>	<b>208.7</b>	<b>214.6</b>
Effect of unvested restricted stock - participating security	0.8	0.7	0.8	0.7
Weighted average number of common shares outstanding - diluted under treasury stock	205.8	213.5	209.5	215.3
<b>Diluted net earnings per common share</b>	<b>\$ 0.42</b>	<b>\$ 0.28</b>	<b>\$ 1.01</b>	<b>\$ 0.89</b>

(1) Certain amounts have been revised to reflect the retrospective application of the Company's change in inventory costing method for certain U.S. inventories to the FIFO method from the LIFO method. See Note 1, "Organization and Basis of Presentation-Changes in Accounting/Retrospective Application" for additional details regarding this accounting policy change.

(2) For 2014, the shares included above represent the weighted average number of shares from January 1, 2014 through February 3, 2014. The weighted average number of shares from February 4, 2014 through March 31, 2014 are included in the weighted average number of common shares outstanding-basic since they were issued on February 3, 2014 in connection with the Settlement agreement.

**Note 20 Subsequent Events**

Effective November 1, 2015, we closed the sale of our European food trays business, which included Sealed Air's manufacturing facilities in Poole, UK, and Bunol, Spain, to Faerch Plast A/S, a European food packaging solutions provider for gross proceeds of \$20 million. The gross proceeds excludes a contingent consideration which will be received if certain performance targets are met. The transaction follows the sale of the Company's North American foam trays and absorbent pads business in April 2015. Sealed Air's European food trays businesses generated approximately \$71 million in sales for fiscal year 2014 and \$44 million in sales for the nine months ended September 30, 2015. See Note 3, "Divestitures and Acquisitions" for additional details regarding the North American transaction.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The information in our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read together with our condensed consolidated financial statements and related notes set forth in Item 1 of Part I of this quarterly report on Form 10-Q, our MD&A set forth in Item 7 of Part II of our 2014 Form 10-K and our consolidated financial statements and related notes set forth in Item 8 of Part II of our 2014 Form 10-K. See Part II, Item 1A, "Risk Factors," below and "Cautionary Notice Regarding Forward-Looking Statements," above, and the information referenced therein, for a description of risks that we face and important factors that we believe could cause actual results to differ materially from those in our forward-looking statements. All amounts and percentages are approximate due to rounding and all dollars are in millions, except per share amounts or where otherwise noted. When we cross-reference to a "Note," we are referring to our "Notes to Condensed Consolidated Financial Statements," unless the context indicates otherwise.

During the fourth quarter of 2014, we changed the method of valuing our inventories that used the last-in first-out (LIFO) method to the first-in first-out (FIFO) method, so that all of our inventories are now valued at FIFO. Certain amounts have been revised to reflect the retrospective application of this change in inventory costing method for certain U.S. inventories to the FIFO method from the LIFO method. See Note 1, "Organization and Basis of Presentation – Changes in Accounting/Retrospective Application" of the notes to condensed consolidated financial statements for further details surrounding this accounting policy change.

### **Recent Events**

#### *Repurchase of Common Shares*

During the nine months ended September 30, 2015, we repurchased approximately 14.5 million shares for \$726 million. This includes 546,574 shares repurchased under our accelerated shares repurchase agreement of \$25 million that began in March 2015 and an additional 5,771,603 purchased under an accelerated share repurchase agreement for \$299 million in the third quarter. On July 14, 2015, we announced that our Board of Directors had authorized a repurchase program of up to \$1.5 billion of the Company's common stock, reflecting its commitment to return value to shareholders. See Note 16, "Stockholders' Equity" for additional information regarding repurchases of common stock.

#### *Acquisition of B+ Equipment*

During the third quarter of 2015, we acquired the business of B+ Equipment, a company headquartered in France that designs, manufactures and services automated packaging equipment for order fulfillment operations. The purchase price was \$20 million. See Note 3, "Divestitures and Acquisitions" for additional information regarding the acquisition.

#### *Sale of European Food Trays Business*

Effective November 1, 2015, we closed the sale of our European food trays business, which included our manufacturing facilities in Poole, UK, and Bunol, Spain, to Faerch Plast A/S, a European food packaging solutions provider for proceeds of \$20 million. The transaction follows the sale of our North American foam trays and absorbent pads business on April 1, 2015. See Note 20, "Subsequent Events" for additional information regarding the sale.



## Highlights of Financial Performance

Below are the highlights of our financial performance for the three months and nine months ended September 30, 2015 and 2014:

<i>(In millions, except per share amounts)</i>	Three Months Ended September 30,		%	Nine Months Ended September 30,		%
	2015	2014(1)		Change	2015	
Net sales	\$ 1,746.2	\$ 1,975.5	(11.6)%	\$ 5,277.6	\$ 5,776.8	(8.6)%
Gross profit	\$ 636.6	\$ 696.1	(8.5)%	\$ 1,950.0	\$ 2,015.3	(3.2)%
<i>As a % of net sales</i>	36.5%	35.2%		36.9%	34.9%	
Operating profit	\$ 176.2	\$ 184.5	(4.5)%	\$ 566.8	\$ 509.9	11.2%
<i>As a % of net sales</i>	10.1%	9.3%		10.7%	8.8%	
Net earnings available to common stockholders	\$ 86.6	\$ 60.8	42.4%	\$ 211.9	\$ 191.8	10.5%
Net earnings per common share - basic	\$ 0.43	\$ 0.29	48.3%	\$ 1.02	\$ 0.91	12.1%
Net earnings per common share - diluted	\$ 0.42	\$ 0.28	50.0%	\$ 1.01	\$ 0.89	13.5%
Weighted average number of common shares outstanding:						
Basic	202.9	210.4		206.7	210.2	
Diluted	205.8	213.5		209.5	215.3	
Non-U.S. GAAP Adjusted EBITDA(2)	\$ 300.0	\$ 302.3	(0.8)%	\$ 891.8	\$ 836.8	6.6%
Non-U.S. GAAP Adjusted EPS (3)	\$ 0.70	\$ 0.53	32.1%	\$ 1.84	\$ 1.27	44.9%

(1) During the fourth quarter of 2014, we changed the method of valuing our inventories that used the LIFO method to the FIFO method, so that all of our inventories are now valued at FIFO. We applied this change in accounting principle retrospectively. Accordingly certain previously reported financial information has been revised. See Note 1, "Organization and Basis of Presentation – Changes in Accounting/Retrospective Application" for additional details regarding this accounting policy change.

(2) See Note 4, "Segments" for a reconciliation of Non-U.S. GAAP Adjusted EBITDA to U.S. GAAP net earnings.

(3) See "Diluted Net Earnings per Common Share" for a reconciliation of our U.S. GAAP EPS to our non-U.S. GAAP adjusted EPS.

## Diluted Net Earnings per Common Share

The following table presents a reconciliation of our U.S. GAAP EPS to non-U.S. GAAP adjusted EPS.

<i>(In millions, except per share data)</i>	Three Months Ended September 30,				Nine Months Ended September 30,			
	2015		2014 (1)		2015		2014(1)	
	Net Earnings	EPS	Net Earnings	EPS	Net Earnings	EPS	Net Earnings	EPS
<b>U.S. GAAP net earnings and EPS available to common stockholders (2)</b>	\$ 86.6	\$ 0.42	\$ 60.8	\$ 0.28	\$ 211.9	\$ 1.01	\$ 191.8	\$ 0.89
Special items(3)	56.6	0.28	51.3	0.25	173.1	0.83	81.2	0.38
<b>Non-U.S. GAAP adjusted net earnings and adjusted EPS available to common stockholders</b>	<b>\$ 143.2</b>	<b>\$ 0.70</b>	<b>\$ 112.1</b>	<b>\$ 0.53</b>	<b>\$ 385.0</b>	<b>\$ 1.84</b>	<b>\$ 273.0</b>	<b>\$ 1.27</b>
<b>Weighted average number of common shares outstanding - Diluted</b>		<b>205.8</b>		<b>213.5</b>		<b>209.5</b>		<b>215.3</b>

(1) During the fourth quarter of 2014, we changed the method of valuing our inventories that used the LIFO method to the FIFO method, so that all of our inventories are now valued at FIFO. We applied this change in accounting principle retrospectively. Accordingly all previously reported financial information has been revised. See Note 1, "Organization and Basis of Presentation – Changes in Accounting/Retrospective Application" for additional details regarding this accounting policy change.

(2) Net earnings per common share are calculated under the two-class method.

(3) Special items are certain specified infrequent, non-operational or one-time costs/credits that are included in our U.S. GAAP reported results.

For the three months ended September 30, 2015, this amount primarily includes restructuring and other associated costs related to our Fusion, EQIP and IOP programs of \$52 million (\$42 million, net of taxes) and \$15 million associated with a tax reserve recorded in relation to the tax refund received on the Settlement agreement, partially offset by the release of certain tax reserves recorded at the time of the Diversey Holdings, Inc. acquisition for which the statute of limitations has expired. For the three months ended September 30, 2014, this amount primarily includes restructuring and other associated costs related to our EQIP and IOP programs of \$20 million (\$17 million, net of taxes), loss on debt redemption and refinancing activities of \$18 million (\$13 million, net of taxes), costs related to development grant matter of \$14 million (\$14 million, net of taxes) and foreign currency exchange losses related to Venezuelan subsidiaries of \$4 million (\$4 million, net of taxes).

For the nine months ended September 30, 2015, this amount primarily includes loss on debt redemption and refinancing activities of \$111 million (\$72 million, net of taxes), restructuring and other associated costs related to EQIP and IOP programs of \$100 million (\$77 million, net of taxes), foreign currency exchange losses related to Venezuelan subsidiaries of \$31 million (\$31 million, net of taxes) and \$15 million related to tax reserves, which included a tax reserve recorded in relation to the tax refund received on the Settlement agreement, which was partially offset by the release of certain tax reserves recorded at the time of the Diversey Holdings, Inc. acquisition for which the statute of limitations has expired. These amounts were partially offset by the gain on the sale of our North American foam trays and absorbent pads business of \$29 million (\$19 million, net of taxes). For the nine months ended September 30, 2014, this amount primarily includes restructuring and other associated costs related to our EQIP and IOP programs of \$54 million (\$45 million, net of taxes), foreign currency exchange losses related to Venezuelan subsidiaries of \$19 million (\$19 million, net of taxes), loss on debt redemption and refinancing activities of \$19 million (\$13 million, net of taxes), cost related to development grant matter of \$14 million (\$14 million, net of taxes) and impairments of equity method investment of \$6 million (\$6 million, net of taxes). These amounts were partially offset by gain on Claims Settlement of \$21 million (\$21 million, net of taxes). Refer to Note 17, “Commitments and Contingencies” in Part II, Item 8 of our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for a description of the Settlement agreement (as defined therein) and related matters.

Our U.S. GAAP and non-U.S. GAAP income taxes are as follows:

<i>(In millions)</i>	<u>Three Months Ended September 30,</u>				<u>Nine Months Ended September 30,</u>			
	<u>2015</u>		<u>2014(1)</u>		<u>2015</u>		<u>2014(1)</u>	
	<u>Provision</u>	<u>Effective Tax Rate</u>	<u>Provision</u>	<u>Effective Tax Rate</u>	<u>Provision</u>	<u>Effective Tax Rate</u>	<u>Provision</u>	<u>Effective Tax Rate</u>
U.S. GAAP	\$ 39.4	31.3%	\$ 36.7	37.6%	\$ 88.3	29.4%	\$ 79.8	29.4%
Non-U.S. GAAP(2)	\$ 33.2	18.8%	\$ 43.5	28.0%	\$ 123.6	24.3%	\$ 100.2	26.8%

(1) During the fourth quarter of 2014, we changed the method of valuing our inventories that used the LIFO method to the FIFO method, so that all of our inventories are now valued at FIFO. We applied this change in accounting principle retrospectively. Accordingly all previously reported financial information has been revised. See Note 1, “Organization and Basis of Presentation – Changes in Accounting/Retrospective Application” for additional details regarding this accounting policy change.

(2) Our Core Tax Rate is defined as the effective income tax rate on non-U.S. GAAP Adjusted Net Earnings.

### Foreign Currency Translation Impact on Condensed Consolidated Financial Results

Since we are a U.S. domiciled company, we translate our foreign currency-denominated financial results into U.S. dollars. Due to the changes in the value of foreign currencies relative to the U.S. dollar, translating our financial results from foreign currencies to U.S. dollars may result in a favorable or unfavorable impact. Historically, the most significant currencies that have impacted the translation of our condensed consolidated financial results are the euro, the Venezuelan bolivar, the Australian dollar, the Brazilian real, the British pound, the Canadian dollar, the Mexican peso and the Russian ruble.

The following table presents the approximate favorable or (unfavorable) impact foreign currency translation had on some of our condensed consolidated financial results:

<i>(In millions)</i>	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Net sales	\$ (229.6)	\$ (4.5)	\$ (574.1)	\$ (78.5)
Cost of sales (1)	\$ 151.2	\$ 3.1	\$ 365.6	\$ 56.5
Selling, general and administrative expenses	\$ 45.4	\$ (0.2)	\$ 128.0	\$ 7.9
Net earnings(1)	\$ (13.7)	\$ (1.1)	\$ (42.9)	\$ (8.5)
Adjusted EBITDA (1)	\$ (39.3)	\$ (1.6)	\$ (95.8)	\$ (13.6)

(1) During the fourth quarter of 2014, we changed the method of valuing our inventories that used the LIFO method to the FIFO method, so that all of our inventories are now valued at FIFO. We applied this change in accounting principle retrospectively. Accordingly all previously reported financial information has been revised. See Note 1, "Organization and Basis of Presentation – Changes in Accounting/Retrospective Application" for additional details regarding this accounting policy change.

### Net Sales by Geographic Region

As previously announced, the Company underwent a reorganization of its AMAT region. This reorganization involved transitioning the previously reported AMAT region to an Asia Pacific (APAC) region, which now includes Asia, Australia, New Zealand, Japan and Korea, and moving the Middle East, Africa and Turkey countries into the Company's existing European regional organization, now referred to as EMEA. This took effect beginning in the second quarter of 2015. Net sales by geographic region for the three months and nine months ended September 30, 2015 and 2014 as follows:

<i>(In millions)</i>	Three Months Ended			Nine Months Ended		
	September 30,		% Change	September 30,		% Change
	2015	2014		2015	2014	
<b>North America</b>	\$ 726.4	\$ 781.6	(7.1)%	\$ 2,202.5	\$ 2,286.5	(3.7)%
<i>As a % of net sales</i>	41.6%	39.6%		41.7%	39.6%	
<b>EMEA(1)</b>	605.9	702.1	(13.7)%	1,803.8	2,091.7	(13.8)%
<i>As a % of net sales</i>	34.7%	35.5%		34.2%	36.2%	
<b>Latin America</b>	165.8	210.4	(21.2)%	524.7	597.7	(12.2)%
<i>As a % of net sales</i>	9.5%	10.7%		9.9%	10.3%	
<b>APAC(2)</b>	248.1	281.4	(11.8)%	746.6	800.9	(6.8)%
<i>As a % of net sales</i>	14.2%	14.2%		14.1%	13.9%	
<b>Total</b>	\$ 1,746.2	\$ 1,975.5	(11.6)%	\$ 5,277.6	\$ 5,776.8	(8.6)%

(1) EMEA = Europe, Middle East and Africa

(2) APAC = Asia, Australia, New Zealand, Japan and Korea

The following tables present the components of the change in net sales by geographic region for the three months and nine months ended September 30, 2015 compared with 2014. We also present the change in net sales excluding the impact of foreign currency translation, a non-U.S. GAAP measure, which we define as “constant dollar.” We believe using constant dollar measures aids in the comparability between periods as it eliminates the volatility of changes in foreign currency exchange rates.

<b>Three Months Ended September 30, 2015</b>										
<i>(in millions)</i>										
	North America		EMEA		Latin America		APAC		Total	
2014 net sales	\$ 781.6		\$ 702.1		\$ 210.4		\$ 281.4		\$ 1,975.5	
Volume-Units	0.4	0.1 %	22.9	3.3 %	(18.4)	(8.7) %	6.0	2.1 %	10.9	0.6 %
Price/mix	8.8	1.1 %	6.3	0.9 %	24.8	11.8 %	1.7	0.6 %	41.6	2.1 %
Divestiture	(52.2)	(6.7) %	—	— %	—	— %	—	— %	(52.2)	(2.6) %
<b>Total constant dollar change (Non-U.S. GAAP)</b>	<b>(43.0)</b>	<b>(5.5) %</b>	<b>29.2</b>	<b>4.2 %</b>	<b>6.4</b>	<b>3.1 %</b>	<b>7.7</b>	<b>2.7 %</b>	<b>0.3</b>	<b>0.1 %</b>
Foreign currency translation	(12.2)	(1.6) %	(125.4)	(17.9) %	(51.0)	(24.3) %	(41.0)	(14.5) %	(229.6)	(11.7) %
<b>Total</b>	<b>(55.2)</b>	<b>(7.1) %</b>	<b>(96.2)</b>	<b>(13.7) %</b>	<b>(44.6)</b>	<b>(21.2) %</b>	<b>(33.3)</b>	<b>(11.8) %</b>	<b>(229.3)</b>	<b>(11.6) %</b>
<b>2015 net sales</b>	<b>\$ 726.4</b>		<b>\$ 605.9</b>		<b>\$ 165.8</b>		<b>\$ 248.1</b>		<b>\$ 1,746.2</b>	

  

<b>Nine Months Ended September 30, 2015</b>										
<i>(in millions)</i>										
	North America		EMEA		Latin America		APAC		Total	
2014 net sales <sup>(1)</sup>	\$ 2,286.5		\$ 2,091.7		\$ 597.7		\$ 800.9		\$ 5,776.8	
Volume-Units	13.1	0.6 %	40.9	2.0 %	(33.7)	(5.6) %	19.1	2.4 %	39.4	0.7 %
Price/mix	37.3	1.6 %	29.3	1.4 %	70.1	11.7 %	6.9	0.9 %	143.6	2.5 %
Divestiture	(108.1)	(4.7) %	—	— %	—	— %	—	— %	(108.1)	(1.9) %
<b>Total constant dollar change (Non-U.S. GAAP)</b>	<b>(57.7)</b>	<b>(2.5) %</b>	<b>70.2</b>	<b>3.4 %</b>	<b>36.4</b>	<b>6.1 %</b>	<b>26.0</b>	<b>3.3 %</b>	<b>74.9</b>	<b>1.3 %</b>
Foreign currency translation	(26.3)	(1.2) %	(358.1)	(17.2) %	(109.4)	(18.3) %	(80.3)	(10.1) %	(574.1)	(9.9) %
<b>Total change (U.S. GAAP)</b>	<b>(84.0)</b>	<b>(3.7) %</b>	<b>(287.9)</b>	<b>(13.8) %</b>	<b>(73.0)</b>	<b>(12.2) %</b>	<b>(54.3)</b>	<b>(6.8) %</b>	<b>(499.2)</b>	<b>(8.6) %</b>
<b>2015 net sales<sup>(1)</sup></b>	<b>\$ 2,202.5</b>		<b>\$ 1,803.8</b>		<b>\$ 524.7</b>		<b>\$ 746.6</b>		<b>\$ 5,277.6</b>	

#### Net Sales by Segment

The following table presents net sales by our segment reporting structure:

<i>(In millions)</i>	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
<b>Net Sales:</b>						
Food Care	\$ 836.4	\$ 983.5	(15.0)%	\$ 2,562.8	\$ 2,849.9	(10.1)%
<i>As a % of Total Company net sales</i>	<i>47.9%</i>	<i>49.8%</i>		<i>48.6%</i>	<i>49.3%</i>	
Diversey Care	501.8	550.8	(8.9)%	1,504.7	1,637.2	(8.1)%
<i>As a % of Total Company net sales</i>	<i>28.7%</i>	<i>27.9%</i>		<i>28.5%</i>	<i>28.3%</i>	
Product Care	384.7	420.7	(8.6)%	1,142.8	1,223.2	(6.6)%
<i>As a % of Total Company net sales</i>	<i>22.0%</i>	<i>21.3%</i>		<i>21.7%</i>	<i>21.2%</i>	
<b>Total Reportable Segments</b>	<b>1,722.9</b>	<b>1,955.0</b>	<b>(11.9)%</b>	<b>5,210.3</b>	<b>5,710.3</b>	<b>(8.8)%</b>
Other	23.3	20.5	13.7%	67.3	66.5	1.2%
<b>Total Company</b>	<b>\$ 1,746.2</b>	<b>\$ 1,975.5</b>	<b>(11.6)%</b>	<b>\$ 5,277.6</b>	<b>\$ 5,776.8</b>	<b>(8.6)%</b>

## Components of Change in Net Sales by Segment

The following tables present the components of change in net sales by our segment reporting structure for the three months and nine months ended September 30, 2015 compared with September 30, 2014. We also present the change in net sales excluding the impact of foreign currency translation, a non-U.S. GAAP measure, which we define as “constant dollar.” We believe using constant dollar measures aids in the comparability between periods as it eliminates the volatility of changes in foreign currency exchange rates.

<b>Three Months Ended September 30, 2015 (in millions)</b>										
	<b>Food Care</b>		<b>Diversey Care</b>		<b>Product Care</b>		<b>Other</b>		<b>Total Company</b>	
2014 Net Sales	\$ 983.5		\$ 550.8		\$ 420.7		\$ 20.5		\$ 1,975.5	
Volume - Units	3.2	0.3 %	13.9	2.5 %	(10.5)	(2.5) %	4.3	21.0 %	10.9	0.6 %
Price/mix <sup>(1)</sup>	27.8	2.8 %	7.9	1.4 %	3.4	0.8 %	2.5	12.2 %	41.6	2.1 %
Divestiture	(52.2)	(5.3) %	—	— %	—	— %	—	— %	(52.2)	(2.6) %
<b>Total constant dollar change (Non-U.S. GAAP)</b>	<b>(21.2)</b>	<b>(2.2) %</b>	<b>21.8</b>	<b>3.9 %</b>	<b>(7.1)</b>	<b>(1.7) %</b>	<b>6.8</b>	<b>33.2 %</b>	<b>0.3</b>	<b>0.1 %</b>
Foreign currency translation	(125.9)	(12.8) %	(70.8)	(12.8) %	(28.9)	(6.9) %	(4.0)	(19.5) %	(229.6)	(11.7) %
<b>Total change (U.S. GAAP)</b>	<b>(147.1)</b>	<b>(15.0) %</b>	<b>(49.0)</b>	<b>(8.9) %</b>	<b>(36.0)</b>	<b>(8.6) %</b>	<b>2.8</b>	<b>13.7 %</b>	<b>(229.3)</b>	<b>(11.6) %</b>
<b>2015 Net Sales</b>	<b>\$ 836.4</b>		<b>\$ 501.8</b>		<b>\$ 384.7</b>		<b>\$ 23.3</b>		<b>\$ 1,746.2</b>	
<b>Nine Months Ended September 30, 2015 (in millions)</b>										
	<b>Food Care</b>		<b>Diversey Care</b>		<b>Product Care</b>		<b>Other</b>		<b>Total Company</b>	
2014 Net Sales	\$ 2,849.9		\$ 1,637.2		\$ 1,223.2		\$ 66.5		\$ 5,776.8	
Volume - Units	40.7	1.4 %	22.5	1.4 %	(26.6)	(2.2) %	2.8	4.2 %	39.4	0.7 %
Price/mix <sup>(1)</sup>	84.2	3.0 %	28.9	1.8 %	22.7	1.9 %	7.8	11.7 %	143.6	2.5 %
Divestiture	(108.1)	(3.8) %	—	— %	—	— %	—	— %	(108.1)	(1.9) %
<b>Total constant dollar change (Non-U.S. GAAP)</b>	<b>16.8</b>	<b>0.6 %</b>	<b>51.4</b>	<b>3.2 %</b>	<b>(3.9)</b>	<b>(0.3) %</b>	<b>10.6</b>	<b>15.9 %</b>	<b>74.9</b>	<b>1.3 %</b>
Foreign currency translation	(303.9)	(10.7) %	(183.9)	(11.3) %	(76.5)	(6.3) %	(9.8)	(14.7) %	(574.1)	(9.9) %
<b>Total change (U.S. GAAP)</b>	<b>(287.1)</b>	<b>(10.1) %</b>	<b>(132.5)</b>	<b>(8.1) %</b>	<b>(80.4)</b>	<b>(6.6) %</b>	<b>0.8</b>	<b>1.2 %</b>	<b>(499.2)</b>	<b>(8.6) %</b>
<b>2015 Net Sales</b>	<b>\$ 2,562.8</b>		<b>\$ 1,504.7</b>		<b>\$ 1,142.8</b>		<b>\$ 67.3</b>		<b>\$ 5,277.6</b>	

<sup>(1)</sup> Our price/mix reported above includes the net impact of our pricing actions and rebates as well as the period-to-period change in the mix of products sold. Also included in our reported price/mix is the net effect of some of our customers purchasing our products in non-U.S. dollar or euro-denominated countries at selling prices denominated in U.S. dollars or euros. This primarily arises when we export products from the U.S. and euro-zone countries. The impact to our reported price/mix of these purchases in other countries at selling prices denominated in U.S. dollars or euros was not material in the periods included in the table above.

The following net sales discussion is on a constant dollar basis.

### Food Care

#### Three Months Ended September 30, 2015 Compared With the Same Period of 2014

The \$21 million, or 2% constant dollar decrease in net sales in 2015 compared with 2014 was primarily due to:

- The divestiture of the North American foam trays and absorbent pads business of \$52 million, and
- lower unit volumes in Latin America which were negatively impacted by general political and economic conditions in Brazil and Venezuela.

This was partially offset by:

- favorable price/mix primarily in Latin America, North America and EMEA, primarily reflecting a favorable mix driven by new products and the implementation of value-added pricing initiatives, as well as pricing initiatives implemented to offset currency de-valuation and non-material inflationary costs; and
- higher unit volumes in EMEA, APAC and North America due to strong demand for our innovative products, value added solutions and new platforms.

*Nine Months Ended September 30, 2015 Compared With the Same Period of 2014*

The \$17 million, or less than 1% constant dollar increase in net sales in 2015 compared with 2014 was primarily due to:

- favorable price/mix across most regions primarily in Latin America, North America and EMEA reflecting favorable results from better mix and disciplined pricing from the progression of our pricing and value initiatives implemented to offset currency de-valuation and non-material inflationary costs; and
- higher unit volumes in EMEA, APAC and North America due to strong demand for our innovative products, value added solutions and new platforms.

These were partially offset by:

- the divestiture of our North American foam trays and absorbent pads business of \$108 million, and
- lower unit volumes in Latin America which were negatively impacted by general political and economic conditions in Brazil and Venezuela.

***Diversey Care***

*Three Months Ended September 30, 2015 Compared With the Same Period of 2014*

The \$22 million, or 4%, constant dollar increase in net sales in 2015 compared with 2014 was primarily due to:

- higher unit volumes primarily in North America and EMEA due to increased sales driven by new customers and strong demand from distributors as well as strong end-market demand, especially in the hospitality, retail and food service sectors reflecting increased demand for our infection prevention portfolio of products, and
- favorable price/mix across all regions.

*Nine Months Ended September 30, 2015 Compared With the Same Period of 2014*

The \$51million, or 3%, constant dollar increase in net sales in 2015 compared with 2014 was primarily due to:

- favorable price/mix across all regions, and
- higher unit volumes in all regions except Latin America, primarily in North America due to increased sales as a result of new customers and strong distribution and end-market demand, especially in the hospitality and retail sectors.

***Product Care***

*Three Months Ended September 30, 2015 Compared With the Same Period of 2014*

The \$7 million, or 2%, constant dollar decrease in net sales in 2015 compared with 2014 was primarily due to:

- lower unit volumes primarily in North America and to a lesser extent Latin America primarily due to product and customer rationalization efforts and weakness in industrial segments, which was partially offset by growth from our e-commerce and third-party logistic customers.

This was partially offset by:

- favorable price/mix in most regions reflecting results from our focus on maintaining pricing disciplines and an increase of sales from high-performance packaging solutions, including cushioning and packaging systems as compared to sales from general packaging solutions, and the progression of our pricing and value initiatives implemented to offset non-material inflationary costs as well as currency devaluation.

#### *Nine Months Ended September 30, 2015 Compared With the Same Period of 2014*

The \$4 million, or less than 1%, constant dollar decrease in net sales in 2015 compared with 2014 was primarily due to:

- lower unit volumes in North America and to a lesser extent Latin America primarily due to rationalization efforts.

This was partially offset by:

- favorable price/mix across most regions, primarily in North America and Latin America reflecting results from our focus on maintaining pricing disciplines and an increase of sales from high-performance packaging solutions, including cushioning and packaging systems as compared to sales from general packaging solutions, and the progression of our pricing and value initiatives implemented to offset non-material inflationary costs as well as currency devaluation.

#### **Cost of Sales**

Cost of sales for the three months and nine months ended September 30, 2015 and 2014 were as follows:

<i>(In millions)</i>	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2015	2014		2015	2014	
<b>Net sales</b>	\$ 1,746.2	\$ 1,975.5	(11.6)%	\$ 5,277.6	\$ 5,776.8	(8.6)%
Cost of sales	1,109.6	1,279.4	(13.3)%	3,327.6	3,761.5	(11.5)%
As a % of net sales	63.5%	64.8%		63.1%	65.1%	

#### *Three Months Ended September 30, 2015 Compared With the Same Period of 2014*

Cost of sales was impacted by favorable foreign currency translation of \$151 million. On a constant dollar basis, cost of sales decreased \$19 million, or 2%, primarily due to:

- the divestiture of the North American foam trays and absorbent pads business of \$42 million.

This was partially offset by:

- an increase of \$24 million reflecting higher non-material manufacturing costs, primarily related to inflation in salaries, wages and benefit expenses, higher supply chain costs, and to a lesser extent, higher raw material costs, primarily related to Diversify Care.

#### *Nine Months Ended September 30, 2015 Compared With the Same Period of 2014*

Cost of sales was impacted by favorable foreign currency translation of \$366 million. On a constant dollar basis, cost of sales decreased \$68 million, or 2%, primarily due to:

- the divestiture of the North American foam trays and absorbent pads business of \$87 million; and
- the favorable impact of \$19 million related to cost synergies, freight, and other supply chain costs.

These were partially offset by:

- inflationary costs of approximately \$35 million, primarily related to higher non-material manufacturing costs related to inflation in salaries, wages and benefit expenses.

We anticipate raw material costs will continue to have a favorable impact on cost of sales in 2015 as compared with 2014; however, we also expect an unfavorable impact on net earnings related to foreign currency. Our pricing actions could be placed under negative pressure due to declines in raw material costs and could result in a loss of sales volumes as certain customers may choose to purchase products from our competitors at lower prices.

## Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months and nine months ended September 30, 2015 and 2014 are included in the table below.

<i>(In millions)</i>	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2015	2014		2015	2014	
Selling, general and administrative expenses	\$ 400.6	\$ 468.8	(14.5)%	\$ 1,243.7	\$ 1,377.8	(9.7)%
As a % of net sales	22.9%	23.7%		23.6%	23.9%	

### Three Months Ended September 30, 2015 Compared With the Same Period of 2014

SG&A expenses were impacted by favorable foreign currency translation of \$45 million. On a constant dollar basis, SG&A expenses decreased \$23 million, or 5%. This decrease was primarily due to:

- the favorable impact of cost synergies of \$10 million realized from our restructuring activities; and
- a decrease of \$12 million reflecting lower incentive-based compensation and benefits expenses, and the capitalization of costs related to the implementation of an enterprise resource planning (“ERP”) system..

### Nine Months Ended September 30, 2015 Compared With the Same Period of 2014

SG&A expenses were impacted by favorable foreign currency translation of \$128 million. On a constant dollar basis, SG&A expenses decreased \$6 million, or less than 1%. This decrease was primarily due to:

- the favorable impact of cost synergies of \$28 million realized from our restructuring activities.

This was partially offset by:

- an increase in compensation and benefits expenses of \$24 million, reflecting the impact of annual salary increases and inflation, partially offset by lower incentive-based compensation and the capitalization of costs related to the implementation of an ERP system; and,
- other general and administrative expenses of \$4 million related to the Intellibot acquisition.

## Amortization Expense of Intangible Assets Acquired

Amortization expense of intangible assets acquired for the three months and nine months ended September 30, 2015 and 2014 were as follows:

<i>(In millions)</i>	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2015	2014		2015	2014	
Amortization expense of intangible assets acquired	\$ 21.8	\$ 30.4	(28.3)%	\$ 67.4	\$ 92.8	(27.4)%
As a % of net sales	1.2%	1.5%		1.3%	1.6%	

Amortization expense of intangibles for the three months and nine months ended September 30, 2015 was impacted by favorable foreign currency translation of \$2 million and \$6 million, respectively. On a constant dollar basis, amortization expense decreased \$6 million, or 20% and \$19 million, or 21%, for the three months and nine months ended September 30, 2015, respectively. These decreases were primarily due to certain license agreements and software which we acquired as part of the Diversy acquisition, which were fully amortized as of September 2014.

## Stock Appreciation Rights Expense



SARs expense for the three months and nine months ended September 30, 2015 and 2014 is as follows:

<i>(In millions)</i>	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2015	2014		2015	2014	
Stock appreciation rights (benefit) expense	\$ (0.4)	\$ 1.0	(140.0)%	\$ 4.1	\$ 3.2	28.1%
As a % of net sales	0.0%	0.1%		0.1%	0.1%	

SARs (benefit) expense includes the impact of changes in the share price of our common stock. The share price of our common stock has increased approximately 11% in the first nine months of 2015 and was relatively unchanged in the nine months ended September 30, 2014. See Note 16, “Stockholders’ Equity,” for further details of our SARs program. As of September 30, 2015, we had approximately 115,000 SARs outstanding, all of which are now fully vested.

### Restructuring Activities

See Note 9, “Restructuring and Relocation Activities,” for additional details regarding each of the Company’s restructuring programs discussed below, restructuring plan’s accrual, spending and other activity for the nine months ended September 30, 2015.

### Fusion

On December 18, 2014, the Board of Directors of the Company approved a new restructuring plan (the “Fusion Program” or the “Plan”), which consists of a portfolio of restructuring projects across all of our divisions as part of our transformation of Sealed Air Corporation into a knowledge-based company, including reduction in headcount and consolidation and relocation of certain facilities and offices, including the relocation of the Company’s headquarters to Charlotte, NC as announced on July 23, 2014. The cost of the Charlotte campus is estimated to be approximately \$120 million. The net cash cost of the Plan is now expected to be in the range of \$330 million to \$340 million.

The Company currently estimates that it will incur aggregate costs of approximately \$395 million to \$405 million in connection with the implementation of this Plan, which compares to previously reported estimates of \$275 million to \$285 million. The increase represents our recent decision to build and own the new campus in Charlotte, North Carolina, rather than lease it. The costs associated with the Plan, the majority of which are expected to be incurred between 2015 and 2017, will primarily consist of (i) a reduction in headcount through reorganization and integration, including severance and termination benefits for employees, expected to be approximately \$115 million to \$120 million, and (ii) other costs associated with the Plan, primarily relating to the building costs of the Charlotte campus, rationalization, consolidation and relocation of certain portions of our global supply chain and other facilities and offices, expected to be approximately \$280 million to \$285 million. Included in the total cash costs, the Company anticipates approximately \$190 million to \$200 million of capital expenditures related to the Plan, including the building of the Charlotte campus, of which the majority is expected to be incurred between 2015 and 2016.

The Plan is currently estimated to generate annualized synergies of approximately \$90 million to \$100 million by the end of 2018. Additionally, the Plan is expected to generate cash and benefits of approximately \$65 million from the sale of certain assets, state and local incentives in connection with the relocation of the Company’s headquarters and reductions in working capital. We achieved \$6 million of incremental cost synergies in the three months ended September 30, 2015 and \$9 million for the nine months ended September 30, 2015 related to this program compared with the same period in 2014. We achieved these synergies in selling, general and administrative expenses (\$5 million for the three months September 30, 2015 and \$8 million for the nine months ended September 30, 2015).

### Earnings Quality Improvement Program (EQIP)

On May 1, 2013, we commenced with our EQIP, which is an initiative to deliver meaningful cost savings and network optimization. The plan is estimated to generate annualized savings of approximately \$90-\$110 million by the end of 2016. We achieved \$3 million of incremental cost synergies in the three months ended September 30, 2015 and \$28 million for the nine months ended September 30, 2015 related to this program compared with the same period in 2014. We achieved these synergies in cost of sales (less than \$1 million for the three months ended September 30, 2015 and \$11 million for the nine months ended September 30, 2015) and in selling, general and administrative expenses (\$3 million for the three months September 30, 2015 and \$19 million for the nine months ended September 30, 2015). We achieved these synergies in selling, general and administrative expenses primarily in our Food Care and Diversey Care divisions.

### ***Integration and Optimization Program (IOP)***

In December 2011, we initiated a restructuring program associated with the integration of Diversey's business following our acquisition of Diversey on October 3, 2011. This program is expected to be substantially completed by the end of 2015. We achieved \$1 million of incremental cost synergies in the three months ended September 30, 2015 and \$6 million for the nine months ended September 30, 2015 related to this program compared with the same period in 2014. We achieved these synergies in cost of sales (less than \$1 million for the three months ended September 30, 2015 and \$2 million for the nine months ended September 30, 2015) and in selling, general and administrative expenses (\$1 million for the three months September 30, 2015 and \$4 million for the nine months ended September 30, 2015). We achieved these synergies in selling, general and administrative expenses primarily in our Food Care and Diversey Care divisions.

The actual timing of future costs and cash payments related to the programs described above and our relocation activities is subject to change due to a variety of factors that may cause a portion of the costs, spending and benefits to occur later than expected. In addition, changes in foreign exchange rates may impact future costs, spending and benefits and cost synergies. See Note 9, "Restructuring and Relocation Activities," for further discussion of the costs, cash payments and liabilities associated with these programs and relocation activities.

### **Adjusted EBITDA by Segment**

As of January 1, 2014, the Company changed the segment measure in which the management assesses segment performance and makes allocation decisions by segment from operating profit (a U.S. GAAP financial measure) to Adjusted EBITDA (a non-U.S. GAAP financial measure). Adjusted EBITDA is defined as Earnings before Interest Expense, Taxes, Depreciation and Amortization, adjusted to exclude the impact of special items. See "Use of Non-U.S. GAAP Information" above for a discussion of special items and further information of our use of non-U.S. GAAP measures.

We allocate and disclose depreciation and amortization expense to our segments, although property and equipment, net is not allocated to the segment assets, nor is depreciation and amortization included in the segment performance metric Adjusted EBITDA. We also allocate and disclose restructuring and other charges and impairment of goodwill and other intangible assets by segment, although it is not included in the segment performance metric Adjusted EBITDA since restructuring and other charges and impairment of goodwill and other intangible assets are categorized as special items. The accounting policies of the reportable segments and Other are the same as those applied to the condensed consolidated financial statements.

See Note 4, “Segments,” for the reconciliation of Non-U.S. GAAP Adjusted EBITDA to U.S. GAAP net earnings and other segment details.

<i>(In millions)</i>	Three Months Ended September 30,		%	Nine Months Ended September 30,		%
	2015	2014(1)		2015	2014(1)	
<b>Food Care</b>	\$ 168.4	\$ 181.2	(7.1)%	\$ 532.6	\$ 498.0	6.9%
Adjusted EBITDA Margin	20.1%	18.4%		20.8%	17.5%	
<b>Diversey Care</b>	66.4	69.9	(5.0)%	176.5	186.7	(5.5)%
Adjusted EBITDA Margin	13.2%	12.7%		11.7%	11.4%	
<b>Product Care</b>	81.0	74.4	8.9%	235.6	215.5	9.3%
Adjusted EBITDA Margin	21.1%	17.7%		20.6%	17.6%	
<b>Total Reportable Segments</b>						
<b>Adjusted EBITDA</b>	<b>315.8</b>	<b>325.5</b>	<b>(3.0)%</b>	<b>944.7</b>	<b>900.2</b>	<b>4.9%</b>
Other	(15.8)	(23.2)	(31.9)%	(52.9)	(63.4)	(16.6)%
<b>Non-U.S. GAAP Total Company</b>						
<b>Adjusted EBITDA</b>	<b>\$ 300.0</b>	<b>\$ 302.3</b>	<b>(0.8)%</b>	<b>\$ 891.8</b>	<b>\$ 836.8</b>	<b>6.6%</b>
Adjusted EBITDA Margin	17.2%	15.3%		16.9%	14.5%	

(1) During the fourth quarter of 2014, we changed the method of valuing our inventories that used the LIFO method to the FIFO method, so that all of our inventories are now valued at FIFO. We applied this change in accounting principle retrospectively. Accordingly all previously reported financial information has been revised. See Note 1, “Organization and Basis of Presentation – Changes in Accounting/Retrospective Application” for additional details regarding this accounting policy change.

The following is a discussion of the factors that contributed to the change in Adjusted EBITDA by segment in the three months and nine months ended September 30, 2015 as compared with the prior period.

### **Food Care**

#### *Three Months Ended September 30, 2015 Compared With the Same Period of 2014*

Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$20 million. On a constant dollar basis, Adjusted EBITDA increased \$7 million, or 4%, in 2015 compared with the same period in 2014 primarily due to the impact of:

- favorable price/mix and margin expansion of \$24 million;
- lower incentive-based compensation and benefits expense of \$8 million; and
- cost synergies of \$3 million primarily due to EQIP restructuring program.

These favorable drivers were partially offset by:

- an increase of \$18 million in non-material related manufacturing costs and other expenses; and
- the effect of the divestiture of the North American foam trays and absorbent pads business of \$10 million.

#### *Nine Months Ended September 30, 2015 Compared With the Same Period of 2014*

Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$50 million. On a constant dollar basis, Adjusted EBITDA increased \$84 million, or 17%, in 2015 compared with the same period in 2014 primarily due to the impact of:

- favorable price/mix and margin expansion of \$87 million;
- cost synergies of \$16 million primarily due to EQIP restructuring program;
- higher unit volumes of \$15 million; and
- lower incentive-based compensation and benefits expense of \$8 million.

These favorable drivers were partially offset by:

- the effect of the divestiture of the North American foam trays and absorbent pads business of \$21 million; and
- an increase of \$20 million in non-material related manufacturing costs and other expenses.

### ***Diversey Care***

#### *Three Months Ended September 30, 2015 Compared With the Same Period of 2014*

Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$12 million. On a constant dollar basis, Adjusted EBITDA increased \$8 million, or 12%, in 2015 compared with the same period in 2014 primarily due to the impact of:

- higher unit volumes of \$6 million;
- cost synergies of \$5 million primarily due to EQIP restructuring program; and
- a decrease in SG&A and other expenses of \$2 million due to cost management initiatives.

These favorable drivers were partially offset by:

- unfavorable price/mix of \$5 million.

#### *Nine Months Ended September 30, 2015 Compared With the Same Period of 2014*

Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$30 million. On a constant dollar basis, Adjusted EBITDA increased \$20 million, or 11%, in 2015 compared with the same period in 2014 primarily due to the impact of:

- cost synergies of \$15 million primarily due to EQIP restructuring program; and
- higher unit volumes of \$8 million.

These favorable drivers were partially offset by:

- an increase in SG&A and other expense of \$3 million, primarily due to compensation and benefits expense reflecting the impact of annual salary increases and inflation and higher research and development and customer service expenses.

### ***Product Care***

#### *Three Months Ended September 30, 2015 Compared With the Same Period of 2014*

Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$5 million. On a constant dollar basis, Adjusted EBITDA increased \$12 million, or 16%, in 2015 compared with the same period in 2014 primarily due to the impact of:

- favorable price/mix and manufacturing efficiency improvements of \$12 million; and
- a decrease in SG&A and other expenses of \$5 million due to cost management initiatives.

These favorable drivers were partially offset by:

- impact of lower unit volumes of \$5 million.

#### *Nine Months Ended September 30, 2015 Compared With the Same Period of 2014*

Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$15 million. On a constant dollar basis, Adjusted EBITDA increased \$35 million, or 16%, in 2015 compared with the same period in 2014 primarily due to the impact of:

- favorable price/mix and manufacturing efficiency improvements of \$48 million; and
- cost synergies of \$5 million primarily due to EQIP restructuring program.

These favorable drivers were partially offset by:

- the impact of lower unit volumes of \$12 million; and
- an increase in SG&A and other expense of \$6 million, primarily due to compensation and benefits expense reflecting the impact of annual salary increases and inflation.

#### Other

##### Three Months Ended September 30, 2015 Compared With the Same Period of 2014

This category's Adjusted EBITDA loss decreased \$8 million in the three months ended September 30, 2015 as compared with the same period in 2014, primarily due to the impact of cost synergies in Corporate and favorable price/mix in the Medical Applications business.

##### Nine Months Ended September 30, 2015 Compared With the Same Period of 2014

This category's Adjusted EBITDA loss decreased \$11 million in the nine months ended September 30, 2015 as compared with the same period in 2014, primarily due to the impact of cost synergies in Corporate and favorable price/mix in the Medical Applications business.

#### Reconciliation of Non-U.S. GAAP Total Company Adjusted EBITDA to U.S. GAAP Net Earnings Available to Common Stockholders

See Note 4, "Segments," for the reconciliation of Non-U.S. GAAP Adjusted EBITDA to U.S. GAAP net earnings and other segment details. The following table shows the reconciliation of Non-U.S. GAAP Total Company Adjusted EBITDA to U.S. GAAP net earnings available to common stockholders:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014(1)	2015	2014(1)
<b>Total Company Adjusted EBITDA</b>	<b>\$ 300.0</b>	<b>\$ 302.3</b>	<b>\$ 891.8</b>	<b>\$ 836.8</b>
Depreciation and amortization (2)	(68.7)	(77.3)	(211.1)	(241.7)
<i>Special items:</i>				
Accelerated depreciation of non-strategic assets related to restructuring programs	(0.1)	0.3	0.2	0.2
Restructuring and other charges(3)	(38.4)	(11.4)	(68.0)	(31.6)
Other restructuring associated costs included in cost of sales and selling, general and administrative expenses	(13.0)	(8.4)	(32.2)	(22.8)
Development grant matter included in selling, general and administrative expenses	—	(14.0)	—	(14.0)
SARs	0.4	(1.0)	(4.1)	(3.2)
Impairments of equity method investment	—	—	—	(5.7)
Foreign currency exchange (loss) gains related to Venezuelan subsidiaries	(1.0)	(4.1)	(30.7)	(18.9)
Loss on debt redemption and refinancing activities	0.6	(17.7)	(110.7)	(18.5)
Gain (loss) from Claims Settlement in 2014 and related costs	—	—	—	21.1
Gain (loss) from sale of North America foam trays and absorbent pads business	(0.5)	—	28.7	—
Non-operating charge for contingent guarantee included in other income (expense), net	—	(2.5)	—	(2.5)
Other special items	1.5	1.0	8.6	(5.5)
Interest expense	(54.8)	(69.7)	(172.3)	(222.1)
Income tax provision	39.4	36.7	88.3	79.8
<b>Net earnings available to common stockholders</b>	<b>\$ 86.6</b>	<b>\$ 60.8</b>	<b>\$ 211.9</b>	<b>\$ 191.8</b>

(1) During the fourth quarter of 2014, we changed the method of valuing our inventories that used the LIFO method to the FIFO method, so that all of our inventories are now valued at FIFO. We applied this change in accounting principle retrospectively. Accordingly all previously reported financial information has been revised. See Note 1, “Organization and Basis of Presentation – Changes in Accounting/Retrospective Application” for additional details regarding this accounting policy change.

(2) Depreciation and amortization by segment, including share-based incentive compensation, is as follows:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Food Care	\$ 26.6	\$ 30.6	\$ 81.8	\$ 92.1
Diversey Care	25.7	31.9	77.0	98.9
Product Care	9.3	9.8	28.8	30.7
<b>Total reportable segments</b>	<b>61.6</b>	<b>72.3</b>	<b>187.6</b>	<b>221.7</b>
Other	7.1	5.0	23.5	20.0
<b>Total Company depreciation and amortization(1)</b>	<b>\$ 68.7</b>	<b>\$ 77.3</b>	<b>\$ 211.1</b>	<b>\$ 241.7</b>

(1) Includes share-based incentive compensation.

(3) Restructuring and other charges by our segment reporting structure were as follows:

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Food Care	\$ 15.4	\$ 1.8	\$ 29.5	\$ 12.9
Diversey Care	16.0	8.2	25.5	12.0
Product Care	6.7	1.3	12.6	6.3
<b>Total reportable segments</b>	<b>38.1</b>	<b>11.3</b>	<b>67.6</b>	<b>31.2</b>
Other	0.3	0.1	0.4	0.4
<b>Total Company restructuring and other charges</b>	<b>\$ 38.4</b>	<b>\$ 11.4</b>	<b>\$ 68.0</b>	<b>\$ 31.6</b>

The restructuring and other charges in 2015 and 2014 primarily relate to our previously announced Earnings Quality Improvement Program (EQIP). See Note 9, “Restructuring and Relocation Activities,” for further discussion.

## Interest Expense

Interest expense includes the stated interest rate on our outstanding debt, as well as the net impact of capitalized interest, the effects of interest rate swaps and the amortization of capitalized senior debt issuance costs and credit facility fees, bond discounts, and terminated treasury locks.

Interest expense for the three months and nine months ended September 30, 2015 and 2014 was as follows:

(In millions)	Three Months Ended			Nine Months Ended		
	September 30,		2015 vs. 2014	September 30,		2015 vs. 2014
	2015	2014	Change	2015	2014	Change
Interest expense on the amount payable for the Settlement agreement <sup>(1)</sup>	\$ —	\$ —	\$ —	\$ —	\$ 4.6	\$ (4.6)
Interest expense on our various debt instruments:						
12% Senior Notes due February 2014 <sup>(2)</sup>	—	—	—	—	2.1	(2.1)
Term Loan A due July, 2017 <sup>(3)</sup>	6.5	0.9	5.6	20.0	0.9	19.1
Term Loan A due July 2019 (October 2016 prior to refinance) <sup>(3)</sup>	1.1	6.9	(5.8)	3.3	18.6	(15.3)
Term Loan B due October 2018 <sup>(3)</sup>	—	1.7	(1.7)	—	14.7	(14.7)
Revolving credit facility due July 2019 (October 2016 prior to refinance) <sup>(3)</sup>	0.6	2.0	(1.4)	1.8	7.6	(5.8)
8.125% Senior Notes due September 2019 <sup>(4)</sup>	—	15.6	(15.6)	—	46.9	(46.9)
6.50% Senior Notes due December 2020	7.0	6.6	0.4	21.0	19.9	1.1
8.375% Senior Notes due September 2021 <sup>(5)</sup>	—	16.0	(16.0)	30.4	48.2	(17.8)
4.875% Senior Notes due December 2022 <sup>(4)</sup>	5.3	—	5	16.0	—	16.0
5.25% Senior Notes due April 2023	5.7	5.8	(0.1)	17.2	17.3	(0.1)
4.50% Senior Notes due September 2023 <sup>(5)</sup>	5.0	—	5.0	5.9	—	5.9
5.125% Senior Notes due December 2024 <sup>(4)</sup>	5.6	—	5.6	16.7	—	16.7
5.50% Senior Notes due September 2025 <sup>(5)</sup>	5.6	—	5.6	6.5	—	6.5
6.875% Senior Notes due July 2033	7.7	7.7	—	23.2	23.1	0.1
Other interest expense	5.7	8.5	(2.8)	14.3	22.7	(8.4)
Less: capitalized interest	(1.0)	(2.0)	1.0	(4.0)	(4.5)	0.5
<b>Total</b>	<b>\$ 54.8</b>	<b>\$ 69.7</b>	<b>\$ (14.9)</b>	<b>172.3</b>	<b>\$ 222.1</b>	<b>\$ (49.8)</b>

(1) The decline in interest expense in 2015 as compared with 2014 was due to the funding of the cash payment for the Settlement agreement on February 3, 2014. Refer to Note 17, “Commitments and Contingencies” in Part II, Item 8 of our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for a description of the Settlement agreement (as defined therein) and related matters.

(2) We repaid the notes upon maturity on February 14, 2014.

(3) On July 25, 2014 the Company entered into a second restatement agreement for refinancing of the Term Loan A facilities, Term Loan B facilities and revolving credit facilities with new Term Loan A facilities. See Note 11, “Debt and Credit Facilities” in Part II, Item 8 of our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for further information.

(4) In November 2014, we issued \$425 million of 4.875% Senior Notes and \$425 million of 5.125% notes and used substantially all of the proceeds to retire the 8.125% Senior Notes due September 2019.

(5) In June 2015, we issued \$400 million of 5.50% senior notes due 2025 and €400 million of 4.50% senior notes due 2023 and used the net proceeds of these notes to retire the existing \$750 million of 8.375% senior notes due 2021.

#### Foreign Currency Exchange (Losses) Gains Related to Venezuelan Subsidiaries

Effective January 1, 2010, Venezuela was designated a highly inflationary economy. The foreign currency exchange gains and losses we recorded in 2015 and 2014 for our Venezuelan subsidiary were the result of the significant changes in the exchange rates used to remeasure our Venezuelan subsidiary’s financial statements at the balance sheet date. We believe these gains and losses are attributable to the unstable foreign currency environment in Venezuela. See Note 1, “Organization and Basis of Presentation – Impact of Inflation and Currency Fluctuation” for further details.

#### Gain from Claims Settlement

Refer to Note 17, “Commitments and Contingencies” in Part II, Item 8 of our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for a description of the Settlement agreement (as defined therein) and related matters. In the first quarter of 2014 we recorded a gain of \$21 million related to the Settlement agreement.

## Sale of Equity Investment

In September 2007, we established a joint venture that supported our Food Care segment in Turkey. We accounted for the joint venture under the equity method of accounting with our proportionate share of net income or losses included in other expense, net, on the consolidated statements of operations. In the second quarter of 2012, we recorded other-than-temporary impairment of \$26 million (\$18 million, net of taxes, or \$0.09 per diluted share). This impairment primarily consisted of the recognition of a current liability for the guarantee we issued related to the uncommitted credit facility of \$20 million. The other component of the impairment was a \$4 million write-down of the carrying value of the investment to zero at June 30, 2012. We also recorded provisions for bad debt on receivables due from the joint venture to the Company of \$2 million, which was included in marketing, administrative and development expenses.

In the second quarter of 2015, Sealed Air sold its equity interest in the joint venture which had a carrying value of zero and in connection with the closing of this sale, Sealed Air and the other partner had to pay a portion of the outstanding debt that the joint venture owed for which Sealed Air had recorded a current liability in 2012. At closing, Sealed Air also collected its outstanding receivables and paid certain payables to the joint venture. In July 2015, the partner paid the remaining outstanding debt balance and Sealed Air was relieved of its remaining guarantee obligation. Therefore, the remaining liability for the guarantee was reversed. As a result of these transactions, we recorded in the nine months ended September 30, 2015 pre-tax income of \$9.1 million which was reflected as a special item. Included in this amount was \$6.6 million related to the portion of the debt that the partner paid which is reflected in other income (expense), net, \$2.0 million due to the reversal of allowance for bad debts which is reflected in selling, general and administrative expenses and in other income (expense), net and \$0.5 million related to the impact of the revaluation of the non-U.S. dollar-denominated contingent liability and the related foreign currency forward contracts which was included in other income, net.

## Other Income (Expense), Net

See Note 18, "Other Income (Expense), net," for the components and discussion of other income, net.

## Income Taxes

Our effective income tax rate for the three months ended September 30, 2015 was 31.3% and for the nine months ended September 30, 2015 was 29.4%. Our effective income tax rates benefited from a favorable earnings mix with earnings in jurisdictions with lower tax rates. However, the effective tax rate for the nine months ended September 30, 2015 was negatively impacted by foreign currency exchange losses related to Venezuelan subsidiaries of approximately \$31 million for which the Company will receive no tax benefits. As this loss was driven by the Company's change to an alternative foreign exchange market, the tax impact of this loss was treated as a discrete item in the second quarter of 2015. In the third quarter of 2015, the Company recorded a net discrete income tax benefit of \$15 million related to return to provision adjustments and the recognition of foreign tax credits. In addition, the Company recorded a discrete income tax expense of \$17 million from changes to its unrecognized tax benefits including a new reserve related to the Settlement payment, and releases of certain reserves recorded at the time of the Diversey acquisition due to the expiration of the statute of limitations. Together, these items did not have a material impact on the tax expense for the three or nine months ended September 30, 2015.

Our effective income tax rate for the three months ended September 30, 2014 was 37.6% and for the nine months ended September 30, 2014 was 29.4%. Our effective income tax rates for both periods benefited from a favorable earnings mix with earnings in jurisdictions with lower tax rates. In addition, our effective tax rate for the nine months ended September 30, 2014 benefited from certain favorable discrete items totaling approximately \$16 million, including \$7 million from a favorable tax settlement and approximately \$6 million from the release of reserves related to the statute of limitations and a successful judicial verdict. Partially offsetting these items was a negative impact related to foreign currency exchange losses of Venezuelan subsidiaries of approximately \$19 million from which the Company received no tax benefit, and the lapse of various U.S. tax provisions (the "Extenders"), including the research and development credit and certain foreign provisions.

Our effective tax rate depends on the realization of our deferred tax assets, net of our valuation allowances. We have deferred tax assets related to other accruals not yet deductible for tax purposes, foreign tax credits, U.S. and foreign net operating loss carry forwards and investment tax allowances, employee benefit items, and other items.

We are under examination by the IRS with respect to the Settlement agreement. The outcome of that negotiation may affect the utilization of certain tax attributes and require us to remit a portion of the refund.



We have established valuation allowances to reduce our deferred tax assets to an amount that is more likely than not to be realized. Our ability to utilize our deferred tax assets depends in part upon our ability to generate future taxable income during the periods in which these temporary differences reverse or our ability to carry back any losses created by the deduction of these temporary differences. We expect to realize these assets over an extended period. If we are unable to generate sufficient future taxable income in the U.S. and certain foreign jurisdictions, or if there is a significant change in the time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowances against our deferred tax assets. Conversely, if we have sufficient future taxable income in jurisdictions where we have valuation allowances, we may be able to reverse those valuation allowances.

## Liquidity and Capital Resources

### Principal Sources of Liquidity

Our primary sources of cash are the collection of trade receivables generated from the sales of our products and services to our customers and amounts available under our existing lines of credit, including our Amended Credit Facility, and our accounts receivable securitization programs. Our primary uses of cash are payments for operating expenses, investments in working capital, capital expenditures, interest, taxes, dividends, share repurchases, debt obligations, restructuring expenses and other long-term liabilities. We believe that our current liquidity position and future cash flows from operations will enable us to fund our operations, including all of the items mentioned above in the next twelve months.

As of September 30, 2015, we had cash and cash equivalents of \$334 million, of which approximately \$317 million, or approximately 95%, was located outside of the U.S. As of September 30, 2015, there were certain foreign government regulations restricting transfers on less than \$20 million of the cash located outside of the U.S. As of September 30, 2015, our U.S. cash balances and committed liquidity facilities available to U.S. borrowers were sufficient to fund our U.S. operating requirements and capital expenditures, current debt obligations and dividends.

### Cash and Cash Equivalents

The following table summarizes our accumulated cash and cash equivalents:

<i>(In millions)</i>	September 30, 2015	December 31, 2014
Cash and cash equivalents	\$ 334.3	\$ 322.6

See “Analysis of Historical Cash Flows” below.

### Accounts Receivable Securitization Programs

At September 30, 2015, we had \$187 million available to us under the programs of which we had \$107 million outstanding as of September 30, 2015. At December 31, 2014, we had \$192 million available to us under the programs of which we had \$36 million outstanding at December 31, 2014. See Note 8, “Accounts Receivable Securitization Programs,” for information concerning these programs.

### Lines of Credit

We have a \$700 million revolving credit facility. During the first nine months of 2015, we utilized borrowings under this facility and had \$90 million outstanding at September 30, 2015. There was \$23 million outstanding under the revolving credit facility at December 31, 2014. See Note 10, “Debt and Credit Facilities,” for further details.

There was \$83 million and \$71 million outstanding under various lines of credit extended to our international subsidiaries at September 30, 2015 and December 31, 2014, respectively. See Note 10, “Debt and Credit Facilities,” for further details.

### Covenants

At September 30, 2015, we were in compliance with our financial covenants and limitations, as discussed in “Covenants” of Note 10, “Debt and Credit Facilities.”

## Debt Ratings

Our cost of capital and ability to obtain external financing may be affected by our debt ratings, which the credit rating agencies review periodically. Below is a table that details our credit ratings by the various types of debt by rating agency.

	Moody's Investor Services	Standard & Poor's
Corporate Rating	Ba3	BB
Senior Unsecured Rating	B1	BB
Senior Secured Credit Facility Rating	Ba1	BBB-
Outlook	Positive	Stable

These credit ratings are considered to be below investment grade (with the exception of the BBB - Senior Secured Credit Facility Rating with Standard & Poor's which is classified as investment grade). If our credit ratings are downgraded, there could be a negative impact on our ability to access capital markets and borrowing costs could increase. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization. Each rating should be evaluated independently of any other rating.

## Outstanding Indebtedness

At September 30, 2015 and December 31, 2014, our total debt outstanding consisted of the amounts set forth in the following table.

(In millions)	September 30, 2015	December 31, 2014
Short-term borrowings	\$ 280.5	\$ 130.4
Current portion of long-term debt	34.7	1.1
Total current debt	315.2	131.5
Total long-term debt, less current portion	4,334.9	4,282.5
Total debt	\$ 4,650.1	\$ 4,414.0

See Note 10, "Debt and Credit Facilities," for further details.

## Analysis of Historical Cash Flow

The following table shows the changes in our consolidated cash flows in the nine months ended September 30, 2015 and 2014.

(In millions)	Nine Months Ended September 30,	
	2015	2014
Net cash provided by (used in) operating activities	\$ 678.6	\$ (464.8)
Net cash provided by (used in) investing activities	6.9	(79.6)
Net cash (used in) provided by financing activities	(626.1)	0.7

## Net Cash Provided by (Used in) Operating Activities

### Nine Months Ended September 30, 2015

Net cash provided by operating activities of \$679 million in the nine months ended September 30, 2015 was primarily attributable to:

- \$212 million of net earnings, which included \$336 million of non-cash adjustments to reconcile net earnings to net cash provided by operating activities, including adjustments for depreciation and amortization and share-based incentive compensation expenses; and
- \$235 million tax refund related to the Settlement agreement payment.

These were partially offset by:

- a net cash use of \$104 million related to changes in operating assets and liabilities, primarily attributable to:
  - A planned increase in inventories to ensure customer service levels are maintained ahead of the go-live of an ERP system,
  - An increase in trade receivables,
  - A decrease in other liabilities primarily due to the payment of 2014 bonuses, partially offset by
  - An increase in accounts payable reflecting an increase in payment terms.

#### ***Nine Months Ended September 30, 2014***

Net cash used in operating activities of \$465 million in the nine months ended September 30, 2014 was primarily attributable to:

- \$930 million used to fund the cash portion of the Settlement agreement, and
- a net cash use of \$59 million in changes in operating assets and liabilities, primarily in inventories, accounts payable, other liabilities and to a lesser extent, trade receivables, net. This activity reflects the timing of inventory purchases and the related payments of cash along with the timing of certain annual incentive compensation payments and interest payments and the seasonality of sales and collections.

These were partially offset by:

- \$332 million of adjustments to reconcile net earnings to net cash provided by operating activities, including adjustments for depreciation and amortization, share-based incentive compensation expenses, profit sharing expense, partially offset by the gain from Claims Settlement, and
- \$192 million of net earnings.

#### ***Net Cash Provided by (Used in) Investing Activities***

##### ***Nine Months Ended September 30, 2015***

Net cash provided by investing activities in the nine months ended September 30, 2015 of \$7 million primarily consisted of proceeds from the sale of business of approximately \$75 million, proceeds from settlements of forward contracts of \$35 million, and \$32 million in proceeds from the sale of our facility located in Racine, Wisconsin and other property and equipment. These were partially offset by capital expenditures of \$112 million related to capacity expansions to support growth in net sales and \$24 million related to business acquisitions. See Note 9, "Restructuring and Relocation Activities" for further discussion on the sale of the Racine facility. Capital expenditures related to our restructuring programs were \$5 million in the nine months ended September 30, 2015.

##### ***Nine Months Ended September 30, 2014***

Net cash used in investing activities of \$80 million in the nine months ended September 30, 2014 primarily consisted of capital expenditures related to capacity expansions to support growth in net sales, partially offset by \$9 million related to the settlement of foreign currency forward contracts and cash proceeds of \$9 million from the sales of property, equipment and other assets. Capital expenditures related to our restructuring programs were \$16 million in the nine months ended September 30, 2014.

#### ***Net Cash (Used in) Provided by Financing Activities***

##### ***Nine Months Ended September 30, 2015***

Net cash used in financing activities of \$626 million in the nine months ended September 30, 2015 was primarily due to the following:

- repayment of \$750 million of 8.375% senior notes due 2021,
- repurchases of common stock of \$686 million,
- payments of debt extinguishment of \$108 million, and
- payments of quarterly dividends of \$81 million.

These factors were partially offset by:

- proceeds from the issuance of \$400 million of 5.50% senior notes due 2025,
- proceeds from the issuance of €400 million of 4.50% senior notes due 2023
- net proceeds from borrowings under our accounts receivable securitization program of \$71 million,
- net proceeds from borrowing under our revolving credit facility of \$67 million, and
- increases in short-term borrowings under local lines of credit of \$12 million.

#### ***Nine Months Ended September 30, 2014***

Net cash provided by financing activities of \$1 million in the nine months ended September 30, 2014 was primarily due to the following:

- proceeds from term loan A of \$1.4 billion as part of the amendment and restatement of the senior secured credit facilities,
- net proceeds of \$276 million from borrowing under our revolving credit facility, and
- net proceeds from borrowings under our accounts receivable securitization programs of \$87 million.

These factors were partially offset by:

- repayments of term loan A of \$693 million and term loan B of \$695 million,
- repayment of \$150 million on 12% Senior Notes,
- repurchase of common stock of \$134 million,
- payments of quarterly dividends of \$84 million,
- repayments of outstanding borrowings under local lines of credit of \$29 million, and
- \$12 million payments of debt issuance costs as part of the amendment and restatement of the senior secured credit facilities.

#### ***Free Cash Flow***

In addition to net cash provided by operating activities, we use free cash flow as a useful measure of performance and as an indication of the strength and ability of our operations to generate cash. We define free cash flow as cash provided by operating activities less capital expenditures (which is classified as an investing activity). Free cash flow is not defined under U.S. GAAP. Therefore, free cash flow should not be considered a substitute for net income or cash flow data prepared in accordance with U.S. GAAP and may not be comparable to similarly titled measures used by other companies. Free cash flow does not represent residual cash available for discretionary expenditures, including certain debt servicing requirements or non-discretionary expenditures that are not deducted from this measure. We typically generate the majority of our annual free cash flow in the second half of the year. Below are the details of free cash flow for the nine months ended September 30, 2015 and 2014.

<i>(In millions)</i>	<b>Nine Months Ended September 30,</b>		<b>Change</b>
	<b>2015</b>	<b>2014</b>	
Cash flow provided by (used in) operating activities	\$ 678.6	\$ (464.8)	\$ 1,143.4
Capital expenditures	(112.3)	(93.8)	(18.5)
Free cash flow <sup>(1)</sup>	<u>\$ 566.3</u>	<u>\$ (558.6)</u>	<u>\$ 1,124.9</u>

<sup>(1)</sup> Free cash flow was \$331 million in 2015 excluding the tax refund received of \$235 million in connection with the Settlement agreement. Free cash flow was \$371 million in 2014 excluding the payment of the Settlement agreement of \$930 million.

## Changes in Working Capital

<i>(In millions)</i>	September 30, 2015	December 31, 2014	Change
Working capital (current assets less current liabilities)	\$ 502.4	\$ 990.2	\$ (487.8)
Current ratio (current assets divided by current liabilities)	1.3x	1.6 x	
Quick ratio (current assets, less inventories divided by current liabilities)	0.9x	1.2 x	

The \$488 million, or 49%, decrease in working capital in the nine months ended September 30, 2015 was primarily due to the tax refund received related to the Settlement agreement, a decrease in trade receivables and an increase in accounts payable reflecting higher days payable outstanding consistent with initiatives for longer payment terms, resulting in an increase in short term borrowings under our revolving credit facility. The impact of these items was offset by an increase in inventory.

## Changes in Stockholders' Equity

The \$721 million, or 62%, decrease in stockholders' equity in 2015 compared with 2014 was primarily due to:

- a net increase in shares held in treasury of \$708 million primarily due to the repurchase of common stock into treasury stock of \$726 million, partially offset by the transfer of common stock held in treasury of \$27 million related to our 2014 profit sharing plan contribution made in the first quarter of 2015,
- cumulative translation adjustment of \$198 million,
- dividends paid and accrued on our common stock of \$81 million, and
- unrealized losses on derivative instruments of \$12 million.

These were partially offset by:

- net earnings of \$212 million,
- increase of \$57 million in additional paid in capital due primarily to share-based incentive compensation, and
- a net decrease in unrecognized pension items of \$9 million.

We repurchased approximately 14.5 million shares of our common stock in the nine months ended September 30, 2015 for \$726 million. This includes 0.5 million shares purchased under our March ASR program for \$25 million at an average price of \$45.74 per share and 5.8 million shares purchased under our August ASR program for \$299 million at an average price of \$51.76 per share. See Note 16, "Stockholders' Equity," for further details.

## Derivative Financial Instruments

### Interest Rate Swaps

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 11, "Derivatives and Hedging Activities," under the caption "Interest Rate Swaps" is incorporated herein by reference.

### Interest Rate and Currency Swaps

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 11, "Derivatives and Hedging Activities," under the caption "Interest Rate and Currency Swaps" is incorporated herein by reference.

### Net Investment Hedge

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 11, "Derivatives and Hedging Activities," under the caption "Net Investment Hedge" is incorporated herein by reference.

### Other Derivative Instruments

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 11, "Derivatives and Hedging Activities," under the caption "Other Derivative Instruments" is incorporated herein by reference.

### *Foreign Currency Forward Contracts*

At September 30, 2015, we were party to foreign currency forward contracts, which did not have a significant impact on our liquidity.

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 11, “Derivatives and Hedging Activities,” under the caption “Foreign Currency Forward Contracts,” is incorporated herein by reference. For further discussion about these contracts and other financial instruments, see Part I, Item 3, “Quantitative and Qualitative Disclosures about Market Risk.”

### **Recently Issued Statements of Financial Accounting Standards, Accounting Guidance and Disclosure Requirements**

We are subject to numerous recently issued statements of financial accounting standards, accounting guidance and disclosure requirements. Note 2, “Recently Issued Accounting Standards,” which is contained in Part I, Item 1 of this Quarterly Report on Form 10-Q, describes these new accounting standards and is incorporated herein by reference.

### **Critical Accounting Policies and Estimates**

There have been no material changes in our critical accounting policies and estimates from those disclosed in our 2014 Annual Report on Form 10-K. For a discussion of our critical accounting policies and estimates, refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates” in Part II, Item 7 of our 2014 Form 10-K, which information is incorporated herein by reference.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risk from changes in the conditions in the global financial markets, interest rates, foreign currency exchange rates and commodity prices and the creditworthiness of our customers and suppliers, which may adversely affect our condensed consolidated financial condition and results of operations. We seek to minimize these risks through regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. We do not purchase, hold or sell derivative financial instruments for trading purposes.

#### **Interest Rates**

From time to time, we may use interest rate swaps, collars or options to manage our exposure to fluctuations in interest rates.

At September 30, 2015, we had no outstanding interest rate collars or options.

The information set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q in Note 11, “Derivatives and Hedging Activities,” under the caption “Interest Rate Swaps,” is incorporated herein by reference.

See Note 12, “Fair Value Measurements and Other Financial Instruments,” for details of the methodology and inputs used to determine the fair value of our fixed rate debt. The fair value of our fixed rate debt varies with changes in interest rates. Generally, the fair value of fixed rate debt will increase as interest rates fall and decrease as interest rates rise. A hypothetical 10% increase in interest rates would result in a decrease of \$115 million in the fair value of the total debt balance at September 30, 2015. These changes in the fair value of our fixed rate debt do not alter our obligations to repay the outstanding principal amount or any related interest of such debt.

#### **Foreign Exchange Rates**

##### ***Operations***

As a large global organization, we face exposure to changes in foreign currency exchange rates. These exposures may change over time as business practices evolve and could materially impact our condensed consolidated financial condition and results of operations in the future. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” above for the impacts foreign currency translation had on our operations.

##### ***Venezuela***

Economic and political events in Venezuela have exposed us to heightened levels of foreign currency exchange risk. See Note 1, “Organization and Basis of Presentation – Impact of Inflation and Currency Fluctuation” for additional details.

## ***Argentina***

Recent economic events in Argentina, including the default on some of its international debt obligations, have exposed us to heightened levels of foreign currency exchange risks. However, as of September 30, 2015, we do not anticipate these events will have a material impact on our 2015 results of operations. For the three months and nine months ended September 30, 2015, approximately 2% of our consolidated net sales and operating income were derived from our businesses in Argentina. As of September 30, 2015, we had net assets of \$28 million (including \$2 million of cash and cash equivalents) in Argentina. Also, as of September 30, 2015, our Argentina subsidiaries had a negative cumulative translation adjustment balance of \$32 million.

## ***Russia***

The U.S. and the European Union (EU) have recently imposed sanctions on various sectors of the Russian economy and on transactions with certain Russian nationals and entities. Russia has also announced economic sanctions against the U.S. and other nations that include a ban on imports of certain products. These sanctions are not expected to have a material impact on our business as much of the operations in Russia support local production; however they may limit the amount of future business the Company does with customers involved in activities in Russia. As of September 30, 2015, approximately 2% of our consolidated net sales were derived from products sold into Russia.

## ***Greece***

Recent economic events in Greece, including missing payment to the International Monetary Fund and the uncertainties relating to the ability of Greece to remain in the European Monetary Union may require us to tighten credit controls that will have adverse impact on our sales and bad debt expense. However, as of September 30, 2015, we do not anticipate these events will have a material impact on our 2015 results of operations. As of September 30, 2015, less than 1% of our consolidated net sales were derived from products sold into Greece.

## ***Brazil***

Recent economic events in Brazil, including the increase in the benchmark interest rate set by the Brazilian Central Bank, have exposed us to heightened levels of foreign currency exchange risks. However, as of September 30, 2015, we do not anticipate these events will have a material impact on our 2015 results of operations. As of September 30, 2015, less than 3% of our consolidated net sales were derived from products sold into Brazil.

## ***Impact of Inflation and Currency Fluctuation***

Economic and political events in certain countries have exposed us to heightened levels of inflation and foreign currency exchange risks. The effects of these could impact our financial condition and results of operations. See Note 1, "Organization and Basis of Presentation – Impact of Inflation and Currency Fluctuation" for details regarding the impact of inflation and currency fluctuation. Also, for a discussion of our risk factors, please refer to Part II, Item 1A, "Risk Factors."

## ***Foreign Currency Forward Contracts***

We use foreign currency forward contracts to fix the amounts payable or receivable on some transactions denominated in foreign currencies. A hypothetical 10% adverse change in foreign exchange rates at September 30, 2015 would have caused us to pay approximately \$92 million to terminate these contracts. Based on our overall foreign exchange exposure, we estimate this change would not materially affect our financial position and liquidity. The effect on our results of operations would be substantially offset by the impact of the hedged items.

Our foreign currency forward contracts are described in Note 11, "Derivatives and Hedging Activities," contained in Part I, Item 1 of this Quarterly Report on Form 10-Q which is incorporated herein by reference.

## ***Interest Rate and Currency Swaps***

In connection with exercising the \$100 million delayed draw under the senior secured credit facility, we entered into a series of interest rate and currency swaps. These swaps convert the U.S dollar-denominated variable rate obligation under the credit facility into a fixed rate Brazilian real-denominated obligation. The delayed draw and the interest rate and currency swaps are used to fund expansion and general corporate purposes of our Brazilian subsidiaries.

### ***Net Investment Hedge***

During the second quarter of 2015, we entered into a series of foreign currency exchange forwards totaling €270 million. These foreign currency exchange forwards hedged a portion of the net investment in a certain European subsidiary against fluctuations in foreign exchange rates and expired in June 2015. The loss of \$3.5 million is in accumulated other comprehensive income on our condensed consolidated balance sheet.

The €400 million 4.50% notes issued in June 2015 are designated as a net investment hedge, hedging a portion of our net investment in a certain European subsidiary against fluctuations in foreign exchange rates. The change in fair value of the debt was \$0.1 million as of September 30, 2015, and is reflected in long-term debt on our condensed consolidated balance sheet.

In March 2015, we entered into a series of cross-currency swaps with a combined notional amount of \$425 million, hedging a portion of the net investment in a certain European subsidiary against fluctuations in foreign exchange rates. The fair value of this hedge as of September 30, 2015 was \$(22.2) million on our condensed consolidated balance sheet.

For derivative instruments that are designated and qualify as hedges of net investments in foreign operations, settlements and changes in fair values of the derivative instruments are recognized in unrealized net gains or loss on derivative instruments for net investment hedge, a component of accumulated other comprehensive loss, net of taxes, to offset the changes in the values of the net investments being hedged. Any portion of the net investment hedge that is determined to be ineffective is recorded in other income, net on the condensed consolidated statements of operations.

### ***Other Derivative Instruments***

During the second quarter of 2015, we entered into a series of foreign currency exchange options to partially protect the Company's euro-denominated earnings from a decline in the value of the euro. The notional value of this hedge as of September 30, 2015 was \$11.9 million.

We may use other derivative instruments from time to time to manage exposure to foreign exchange rates and to access to international financing transactions. These instruments can potentially limit foreign exchange exposure by swapping borrowings denominated in one currency for borrowings denominated in another currency.

### ***Outstanding Debt***

Our outstanding debt is generally denominated in the functional currency of the borrower or in Euros as is the case with the issuance of €400 million of 4.50% senior notes due 2023. We believe that this enables us to better match operating cash flows with debt service requirements and to better match the currency of assets and liabilities. The amount of outstanding debt denominated in a functional currency other than the U.S. dollar was \$985 million at September 30, 2015 and \$500 million at December 31, 2014.

### ***Customer Credit***

We are exposed to credit risk from our customers. In the normal course of business we extend credit to our customers if they satisfy pre-defined credit criteria. We maintain an allowance for doubtful accounts for estimated losses resulting from the failure of our customers to make required payments. An additional allowance may be required if the financial condition of our customers deteriorates. The allowance for doubtful accounts is maintained at a level that management assesses to be appropriate to absorb estimated losses in the accounts receivable portfolio.

Our customers may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons. Our provision for bad debt expense was \$1 million for the three months ended September 30, 2015. The provision for the three months ended September 30, 2014 was \$2 million. Our provision for bad debt expense was \$3 million for the nine months ended September 30, 2015 and \$5 million for the nine months ended September 30, 2014. The allowance for doubtful accounts was \$26 million at September 30, 2015 and \$29 million at December 31, 2014.



## **Item 4. Controls and Procedures**

### **Disclosure Controls and Procedures**

We maintain disclosure controls and procedures, as defined in Rule 13a-15 under the Securities Exchange Act of 1934, as amended, that are designed to ensure that information required to be disclosed in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that our employees accumulate this information and communicate it to our management, including our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), as appropriate, to allow timely decisions regarding the required disclosure. In designing and evaluating the disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only "reasonable assurance" of achieving the desired control objectives, and management necessarily must apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

### **Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures under Rule 13a-15. Our management, including our Chief Executive Officer and Chief Financial Officer, supervised and participated in this evaluation. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the "reasonable assurance" level.

### **Changes in Internal Control over Financial Reporting**

There has not been any change in our internal control over financial reporting during the three months ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

We are currently engaged in a phased implementation and upgrade of enterprise resource planning software in certain regions, which will bring all regions on to common software over the next few years. The implementation is being performed in the ordinary course of business to improve efficiency through the use of common software.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

The information set forth in Item 1 of Part I of this Quarterly Report on Form 10-Q in Note 15, "Commitments and Contingencies," which is incorporated herein by reference. See also Part I, Item 3, "Legal Proceedings," of our 2014 Form 10-K, as subsequently updated by our Quarterly Reports on Form 10-Q, as well as the information incorporated by reference in that item.

We are also involved in various other legal actions incidental to our business. We believe, after consulting with counsel, that the disposition of these other legal proceedings and matters will not have a material effect on our condensed consolidated financial condition or results of operations.

### **Item 1A. Risk Factors.**

There have been no significant changes to our risk factors since December 31, 2014. For a discussion of our risk factors, please refer to Part I, Item 1A, "Risk Factors," of our 2014 Form 10-K.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

### (c) Issuer Purchases of Equity Securities

The table below sets forth the total number of shares of our common stock, par value \$0.10 per share, that we repurchased in each month of the quarter ended September 30, 2015, the average price paid per share and the maximum approximate dollar value of shares that may yet be purchased under our publicly announced plans or programs.

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share(2)	Total Number of Shares Purchased as Part of Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs(3)
	(a)	(b)	(c)	(d)
Balance as of June 30, 2015				\$ 1,500,000,000
July 1, 2015 through July 31, 2015	3,172,646	\$ 51.83	3,169,579	1,372,128,533
August 1, 2015 through August 31, 2015	3,166,417	99.70	3,139,193	1,059,153,043
September 1, 2015 through September 30, 2015	5,028,638	19.74	5,002,634	960,424,395
<b>Total</b>	<b>11,367,701</b>	<b>\$ 50.92</b>	<b>11,311,406</b>	<b>\$ 960,424,395</b>

(1) We acquired shares by means of (a) share trading plans we entered into with our brokers and pursuant to our publicly announced program (described below), (b) an accelerated share repurchase program we entered into during the quarter, (c) shares withheld from awards under our Omnibus Incentive Plan (the successor plan to our 2005 Contingent Stock Plan) pursuant to the provision thereof that permits minimum tax withholding obligations or other legally required charges to be satisfied by having us withhold shares from an award under that plan and (d) shares reacquired pursuant to the forfeiture provision of our Omnibus Incentive Plan. We report price calculations in column (c) in the table above only for shares purchased as part of our publicly announced program, when applicable. For shares withheld for minimum tax withholding obligations or other legally required charges, we withhold shares at a price equal to their fair market value. We do not make payments for shares reacquired by the Company pursuant to the forfeiture provision of the Omnibus Incentive Plan as those shares are simply forfeited.

Period	Shares withheld for tax obligations and charges	Average withholding price for shares in column "a"	Forfeitures under Omnibus Incentive Plan	Total
	(a)	(b)	(c)	(d)
July 2015	3,067	\$ 51.38	—	3,067
August 2015	—	—	27,224	27,224
September 2015	23,850	50.61	2,154	26,004
<b>Total</b>	<b>26,917</b>		<b>29,378</b>	<b>56,295</b>

(2) In August 2015, the Company entered into an accelerated share repurchase (ASR) program with a third-party financial institution to repurchase \$299 million of the Company's common stock. Pursuant to the agreement, the Company paid the third-party institution \$300 million on August 5, 2015 and received 2,896,992 shares. Upon completion of the program effective September 17, 2015, the Company received a final delivery of 2,874,611 shares and a reduced notional amount of \$1 million. As a result of the upfront payment in August, the average per share prices reflected above for the August and September periods were not individually comparable to the actual average share repurchase price throughout the complete scope of the ASR program. The average repurchase price per share for the full duration of the ASR program was \$51.76. In addition to the ASR program, the Company repurchased 5,539,803 shares at an average price of \$50.05 through share trading plans during the quarter.

(3) From July 1, 2015 through July 8, 2015, the Company repurchased 700,662 shares at an average price per share of \$51.94 under the share repurchase program approved by the Board of Directors on August 9, 2007 by means of the share trading plans referenced above. Following such repurchases, there remained 6,247,040 shares available under such program. As discussed below, such program was replaced on July 9, 2015.

On August 9, 2007, we announced that our Board of Directors had approved a share repurchase program authorizing us to repurchase in the aggregate up to 20 million shares of our issued and outstanding common stock. This program had no set expiration date. This program replaced our prior share repurchase program, which we terminated at that time.

On July 9, 2015, the Board of Directors authorized a new stock repurchase program to repurchase up to \$1.5 billion of the Company's issued and outstanding common stock. This new program replaced the previous stock repurchase program approved in August 2007. This program has no set expiration date. Please also refer to the "Repurchases of Capital Stock," in "Management's Discussion and Analysis of Financial Condition and Results of Operations" section in Part II Item 7 of our Form 10-K.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Unofficial Composite Amended and Restated Certificate of Incorporation of the Company as currently in effect. (Exhibit 3.1 to the Company's Registration Statement on Form S-3, Registration No. 333-108544, is incorporated herein by reference.)
3.2	Amended and Restated By-Laws of the Company as currently in effect. (Exhibit 3.1 to the Company's Current Report on Form 8-K, Date of Report May 28, 2014, File No. 1-12139, is incorporated herein by reference.)
31.1	Certification of Jerome A. Peribere pursuant to Rule 13a-14(a), dated November 3, 2015.
31.2	Certification of Carol P. Lowe pursuant to Rule 13a-14(a), dated November 3, 2015.
32	Certification of Jerome A. Peribere and Carol P. Lowe, pursuant to 18 U.S.C. § 1350, dated November 3, 2015.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase

**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 thereunto duly authorized.

Sealed Air Corporation

Date: November 3, 2015

By: /s/ William G. Stiehl

William G. Stiehl

*Chief Accounting Officer and Controller*

## CERTIFICATIONS

I, Jerome A. Peribere, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sealed Air Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JEROME A. PERIBERE

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Jerome A. Peribere  
*President and Chief Executive Officer*

Date: November 3, 2015

## CERTIFICATIONS

I, Carol P. Lowe, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sealed Air Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ CAROL P. LOWE

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Carol P. Lowe

*Senior Vice President and Chief Financial Officer*

Date: November 3, 2015

**Certification of CEO and CFO Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Sealed Air Corporation (the "Company") for the quarterly period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jerome A. Peribere, as President and Chief Executive Officer of the Company, and Carol P. Lowe, as Senior Vice President and Chief Financial Officer of the Company, each hereby certifies pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his/her knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By:

/s/ JEROME A. PERIBERE

Name: Jerome A. Peribere

Title: *President and Chief Executive Officer*

Date: November 3, 2015

By:

/s/ CAROL P. LOWE

Name: Carol P. Lowe

Title: *Senior Vice President and Chief Financial Officer*

Date: November 3, 2015