
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 23, 2024

SEALED AIR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other
jurisdiction of incorporation)

1-12139

(Commission
File Number)

65-0654331

(IRS Employer
Identification No.)

2415 Cascade Pointe Boulevard

Charlotte North Carolina

(Address of principal executive offices)

28208

(Zip Code)

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

Not Applicable

(Former name or former address, if changed since last report)

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

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.10 per share	SEE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 23, 2024, the stockholders of Sealed Air Corporation (the "Company") approved an amendment (the "Amendment") to the 2014 Omnibus Incentive Plan. The Amendment adds up to 1,150,000 shares of common stock to the share pool previously available under the 2014 Omnibus Incentive Plan. This summary is qualified in its entirety by the full text of the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on May 23, 2024. The holders of a total of 132,332,823 shares of our common stock were present in person or by proxy at the Annual Meeting, representing approximately 90.9% of the voting power entitled to vote at the Annual Meeting. Each share of common stock was entitled to one vote on each matter before the meeting. The matters considered and voted on by the stockholders at the Annual Meeting and the vote of the stockholders were as follows:

1. The stockholders elected the entire Board of Directors, each of whom holds office until a successor is elected and qualified or until his or her earlier resignation or removal, by the following votes:

Nominee	For	Against	Abstain	Broker Non-Votes
Zubaid Ahmad	119,354,699	4,907,339	553,154	7,517,631
Kevin C. Berryman	119,824,545	4,459,622	531,025	7,517,631
Françoise Colpron	119,411,915	4,888,113	515,164	7,517,631
Clay M. Johnson	122,409,695	1,973,996	431,501	7,517,631
Henry R. Keizer	114,553,778	8,893,517	1,367,897	7,517,631
Harry A. Lawton III	121,208,815	3,086,258	520,119	7,517,631
Suzanne B. Rowland	119,662,923	4,736,645	415,624	7,517,631

2. The stockholders approved the amendment of the 2014 Omnibus Incentive Plan by the following vote:

For	Against	Abstain	Broker Non-Votes
118,472,911	5,851,599	490,682	7,517,631

3. The stockholders ratified the appointment of PricewaterhouseCoopers LLP as our independent auditor for the fiscal year ending December 31, 2024 by the following vote:

For	Against	Abstain	Broker Non-Votes
131,038,574	987,635	306,614	—

4. The stockholders approved, on a non-binding advisory basis, the executive compensation as disclosed in the Proxy Statement by the following vote:

For	Against	Abstain	Broker Non-Votes
111,929,605	12,668,242	217,345	7,517,631

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Amendment to the Sealed Air Corporation 2014 Omnibus Incentive Plan (effective May 23, 2024).
104	Cover Page Interactive Data File (formatted as Inline XBRL and embedded within document)

SIGNATURE

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

SEALED AIR CORPORATION

By: /s/ Angel S. Willis
Name: Angel S. Willis
Title: Vice President, General Counsel and Secretary
(Duly Authorized Officer)

Date: May 29, 2024

**AMENDMENT TO THE
SEALED AIR CORPORATION
2014 OMNIBUS INCENTIVE PLAN**

THIS INSTRUMENT OF AMENDMENT (the “Instrument”) was adopted by the Board of Directors (the “Board”) of Sealed Air Corporation (the “Company”) on April 3, 2024.

Statement of Purpose

The Company sponsors the Sealed Air Corporation 2014 Omnibus Incentive Plan, as amended and restated effective May 18, 2021 (the “Plan”). Under Section 5.2 of the Plan, the Board is authorized to amend the Plan at any time and from time to time, contingent on approval of the Company’s stockholders to the extent stated by the Board or required by applicable law or exchange listing requirements. On April 3, 2024, the Board, upon recommendation of the People and Compensation Committee of the Board, approved an amendment to the Plan for an increase of 1,150,000 shares to the maximum number of shares that may be issued under the Plan, contingent on approval of the Company’s stockholders at the next annual meeting of stockholders.

NOW, THEREFORE, the Plan is hereby amended as follows, effective as of April 3, 2024, contingent on approval of the Company’s stockholders:

1. The first sentence of Section 4.1 of the Plan is hereby amended to add the following clause (E) (highlighted):

“Subject to adjustment under Section 16, the total number of shares of Common Stock authorized to be awarded under the Plan shall not exceed the sum of (A) 4,250,000, plus (B) the number of shares of Common Stock available for the grant of awards as of the Effective Date under the Predecessor Plans, plus (C) effective upon approval of the Company’s stockholders at the 2018 Annual Meeting of Stockholders, 2,200,000 shares (less any shares of Common Stock for any Awards made on or after March 19, 2018 and before the 2018 Annual Meeting of Stockholders, plus (D) effective upon approval of the Company’s stockholders at the 2021 Annual Meeting of Stockholders, 3,000,000 shares (less any shares of Common Stock for any Awards made on or after March 22, 2021 and before the 2021 Annual Meeting of Stockholders), **plus (E) effective upon approval of the Company’s stockholders at the 2024 Annual Meeting of Stockholders, 1,150,000 shares (less any shares of Common Stock for any Awards made on or after March 25, 2024 and before the 2024 Annual Meeting of Stockholders).**”

2. Except as expressly or by necessary implication amended hereby, the Plan shall continue in full force and effect.

This amendment of the Plan was approved by the stockholders of the Company on May 23, 2024.