

SEALED AIR CORP/DE  
Form 8-K  
December 12, 2012

**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): **December 10, 2012**

**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.)

**200 Riverfront Boulevard**

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Elmwood Park, New Jersey  
(Address of Principal Executive Offices)

07407  
(Zip Code)

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

**Not Applicable**

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

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))

**Item 7.01 Regulation FD Disclosure.**

On December 10, 2012, Sealed Air Corporation (the Company) issued a press release announcing that Pedro Chidichimo, President of the Institutional and Laundry business unit ( I&L ), will leave the Company on January 1, 2013. Dr. Ilham Kadri has been named to succeed Mr. Chidichimo as President of the Company's I&L business unit, effective January 1, 2013. A copy of the press release, dated December 10, 2012, is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

The information in this Item 7.01 of this Form 8-K and the exhibit attached hereto are being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as may be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

*Tender Offer Expiration*

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

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

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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

**SIGNATURE**

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

SEALED AIR CORPORATION

By: /s/ H. Katherine White  
Name: H. Katherine White  
Title: Vice President

Dated: December 12, 2012

**EXHIBIT INDEX**

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