

SEALED AIR CORP/DE  
Form 8-K  
May 18, 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): **May 17, 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**  
**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))

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

On May 17, 2012, Sealed Air Corporation held its annual meeting of stockholders. The holders of a total of 166,433,274 shares of our common stock were present in person or by proxy at the annual meeting, representing approximately 85.79% 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:

|                           | <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|---------------------------|-------------|----------------|----------------|
| <b>Nominee</b>            |             |                |                |
| 1. Hank Brown             | 136,856,177 | 16,760,737     | 147,407        |
| 2. Michael Chu            | 138,624,965 | 14,994,293     | 145,063        |
| 3. Lawrence R. Codey      | 138,105,673 | 15,523,655     | 134,993        |
| 4. Patrick Duff           | 138,887,802 | 14,740,040     | 136,479        |
| 5. T. J. Dermot Dunphy    | 137,284,969 | 16,382,136     | 97,216         |
| 6. William V. Hickey      | 137,289,996 | 16,336,693     | 137,632        |
| 7. Jacqueline B. Kosecoff | 138,421,548 | 15,209,454     | 133,319        |
| 8. Kenneth P. Manning     | 116,403,399 | 37,232,967     | 127,955        |
| 9. William J. Marino      | 139,974,834 | 13,674,516     | 114,971        |
| 10. Richard L. Wambold    | 152,379,164 | 1,252,702      | 132,455        |
| 11. Jerry R. Whitaker     | 152,552,108 | 1,097,017      | 115,196        |

2. The stockholders approved, on a non-binding advisory basis, the executive compensation as disclosed in the proxy statement by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
|------------|----------------|----------------|

|                                    |             |           |         |
|------------------------------------|-------------|-----------|---------|
| Approval of Executive Compensation | 150,996,064 | 2,348,382 | 419,875 |
|------------------------------------|-------------|-----------|---------|

3. The stockholders ratified the appointment of KPMG LLP as our independent auditor for the fiscal year ending December 31, 2012 by the following vote:

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|-------------|----------------|----------------|-----------------------------|
| Ratification of Appointment of<br>KPMG | 162,043,100 | 4,217,020      | 173,154        | 0                           |

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**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: May 18, 2012