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SEALED AIR CORP/DE  
Form S-8 POS  
April 09, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 9, 2002

REGISTRATION NO. 333-42966

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

Post-Effective Amendment No. 1

to

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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SEALED AIR CORPORATION  
(Exact name of Registrant as specified in its charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

NO. 65-0654331  
(I.R.S. Employer  
Identification No.)

PARK 80 EAST  
SADDLE BROOK, NEW JERSEY 07663-5291  
(Address, including zip code, of Registrant's principal  
executive offices)

SEALED AIR CORPORATION THRIFT AND TAX-DEFERRED SAVINGS PLAN  
(Full title of the plan)

H. KATHERINE WHITE, ESQ.  
GENERAL COUNSEL AND SECRETARY  
SEALED AIR CORPORATION  
PARK 80 EAST  
SADDLE BROOK, NJ 07663-5291  
(201) 791-7600

(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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The Registrant registered 25,000 shares of its common stock, par value \$0.10 per share ("Common Stock"), in which employee balances in the Sealed Air Corporation Thrift and Tax-Deferred Savings Plan (the "Plan") could be invested. The Registrant also registered an indeterminate amount of interests to be offered or sold pursuant to the Plan (the "Plan Interests").

The offering of the aforementioned securities pursuant to the Plan has terminated. Accordingly, the Registrant hereby removes from registration all

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such Common Stock and Plan Interests not sold pursuant to the Plan.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Form S-8 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Saddle Brook, State of New Jersey, on April 9, 2002.

SEALED AIR CORPORATION

By: /s/ William V. Hickey
Name: William V. Hickey
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 registration statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 2 columns: SIGNATURE and TITLE. Rows include William V. Hickey (President, Chief Executive Officer and Director), David H. Kelsey (Vice President and Chief Financial Officer), Jeffrey S. Warren (Controller), Hank Brown (Director), and John K. Castle (Director).

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(Lawrence R. Codey) Director

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(T. J. Dermot Dunphy) Director

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(Charles F. Farrell, Jr.) Director

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(Shirley Ann Jackson) Director

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(Alan H. Miller) Director

\*By: /s/ Sean E. Dempsey  
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Sean E. Dempsey  
Attorney-in-Fact

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to Form S-8 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Saddle Brook, State of New Jersey on April 9, 2002.

THRIFT AND TAX-DEFERRED SAVINGS PLAN

By: /s/ Mary A. Coventry  
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Name: Mary A. Coventry  
Title: Member of the Retirement Committee and  
Vice President of the Registrant