

SEALED AIR CORP/DE  
Form 8-K  
December 27, 2011

**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 27, 2011

**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.)

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**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))

**Item 8.01 Other Information.**

On December 27, 2011, Sealed Air Corporation (the Company), closed its previously announced underwritten secondary public offering of its common stock (the Offering), pursuant to which CD&R Friends & Family Fund VIII, L.P. and Clayton, Dubilier & Rice Fund VIII, L.P. sold an aggregate of 14,033,793 shares of the Company's common stock. The Company did not receive any proceeds from the Offering.

On December 27, 2011, the Company issued a press release announcing the closing of the Offering. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release, dated December 27, 2011, announcing the closing of the Offering.

**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/ Jeffrey S. Warren  
Name: Jeffrey S. Warren  
Title: Controller

Dated: December 27, 2011

**Exhibit Index**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 99.1           | Press release, dated December 27, 2011, announcing the closing of the Offering. |