

SEALED AIR CORP/DE  
Form S-8  
August 06, 2018

As Filed With the Securities and Exchange Commission on August 6, 2018  
Registration No. 333-

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

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Delaware 65-0654331  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
2415 Cascade Pointe Boulevard 28208  
Charlotte, North Carolina  
(Address of principal executive offices) (Zip Code)

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2014 OMNIBUS INCENTIVE PLAN  
(Full title of the plan)

Thomas C. Lagaly  
Vice President, Acting General Counsel and Secretary  
Sealed Air Corporation  
2415 Cascade Pointe Boulevard  
Charlotte, North Carolina 28208  
(Name and address of agent for service)

(980)-221-3235  
(Telephone number, including area code,  
of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
	(Do not check if a smaller reporting company)	Emerging growth company	<input type="checkbox"/>



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 7(a)(2)(B) of the Securities Act. "

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Aggregate Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, par value \$0.10 per share	2,199,114 shares	\$42.95	\$94,451,946.30	\$11,759.27

(1) Consists of 2,199,114 shares issuable under the Registrant’s 2014 Omnibus Incentive Plan (as amended and restated effective May 17, 2018) (the “2014 Plan”).

In addition, pursuant to Rule 416(a), this Registration Statement also covers such indeterminate number of (2) additional shares of Common Stock as is necessary to eliminate any dilutive effect of any future stock split, stock dividend or similar transaction.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of (3) the average of the high and low prices for the Common Stock as reported on the New York Stock Exchange on August 2, 2018.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relating to the 2014 Plan of Sealed Air Corporation (the “Company”) is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. In accordance with General Instruction E to Form S-8 regarding registration of additional securities, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-196508, filed with the Securities and Exchange Commission on June 4, 2014, by the Company and the Registration Statement on Form S-8, File No. 333-223460, filed with the Securities and Exchange Commission on March 6, 2018, by the Company, in each case except as amended hereby. Item 5. Interests of Named Experts and Counsel.

Thomas C. Lagaly, Vice President, Acting General Counsel and Secretary of the Company, has passed upon the validity of the shares of Common Stock offered under the 2014 Plan for the Company. As of the date of this Registration Statement, Mr. Lagaly was employed by the Company and was the beneficial owner of approximately 23,000 shares of Common Stock of the Company.

Item 8. Exhibits.

Exhibit Number	Description
4.1	<u>Unofficial Composite Amended and Restated Certificate of Incorporation of the Registrant as currently in effect (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3, Registration No. 333-108544 and incorporated by reference herein)</u>
4.2	<u>Amended and Restated By-Laws of the Registrant as currently in effect (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 17, 2017, File No. 1-12139 and incorporated by reference herein)</u>
4.3	<u>Sealed Air Corporation 2014 Omnibus Incentive Plan (as amended and restated effective May 17, 2018) (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 18, 2018 and incorporated herein by reference)</u>
5	<u>Opinion of counsel as to legality of securities being offered</u>
23.1	<u>Consent of Ernst &amp; Young LLP, independent registered public accounting firm for Sealed Air Corporation</u>
23.2	<u>Consent of counsel (included in Exhibit 5)</u>
24	<u>Powers of Attorney (included in the signature pages to the Registration Statement)</u>

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, State of North Carolina, on August 6, 2018.

SEALED AIR CORPORATION

By: /s/ EDWARD L. DOHENY II

Name: Edward L. Doheny II

Title: President and Chief Executive Officer

## SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Sealed Air Corporation hereby severally constitute and appoint William G. Stiehl and Thomas C. Lagaly, and each of them singly, our true and lawful attorneys with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 filed herewith and any and all amendments (including post-effective amendments) to said Registration Statement, and any registration statement filed pursuant to Rule 462 under the Securities Act of 1933, as amended, in connection with said Registration Statement, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in our name and on our behalf in our capacities as officers and directors to enable Sealed Air Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ EDWARD L. DOHENY II Edward L. Doheny II	President, Chief Executive Officer and Director (Principal Executive Officer)	August 6, 2018
/s/ WILLIAM G. STIEHL William G. Stiehl	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 6, 2018
/s/ MICHAEL A. LEON Michael A. Leon	Chief Accounting Officer and Controller (Principal Accounting Officer)	August 6, 2018
/s/ MICHAEL CHU Michael Chu	Director	August 6, 2018
/s/ PATRICK DUFF Patrick Duff	Director	August 6, 2018
/s/ HENRY R. KEIZER Henry R. Keizer	Director	August 6, 2018
/s/ JACQUELINE B. KOSECOFF Jacqueline B. Kosecoff	Director	August 6, 2018
/s/ NEIL LUSTIG Neil Lustig	Director	August 6, 2018
/s/ RICHARD L. WAMBOLD	Director	

August 6,  
2018

Richard L. Wambold

/s/ JERRY R. WHITAKER      Director

Jerry R. Whitaker

August 6,  
2018