SEALED AIR CORP/DE Form 8-K December 21, 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 16, 2011

# **SEALED AIR CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction

1-12139 (Commission 65-0654331 (IRS Employer

of Incorporation) File Number) Identification No.)

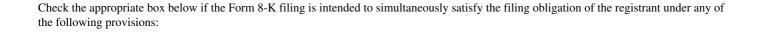
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#### 200 Riverfront Boulevard

Elmwood Park, New Jersey 07407 (Address of Principal Executive Offices) (Zip Code) Registrant s telephone number, including area code: 201-791-7600

#### Not Applicable

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



- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 16, 2011 Sealed Air Corporation announced that, for fiscal years 2012 and 2013, William V. Hickey, President and Chief Executive Officer, will receive an annual cash salary of \$100,000, with the remainder of his compensation to be paid with incentive compensation. All of incentive compensation will be in the form of equity and tied directly to the achievement of financial goals in those years, including items such as Adjusted EBITDA and net debt reduction.

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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: December 20, 2011