

SEALED AIR CORP/DE
Form DEFA14A
April 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Sealed Air Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SEALED AIR CORPORATION

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting

to Be Held on Thursday, May 16, 2013

The Proxy Statement, Annual Report and other proxy materials are available at:

<http://proxyreport.sealedair.com>

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 6, 2013 to facilitate timely delivery.

SEALED AIR CORPORATION

TO REQUEST PAPER COPIES OF PROXY MATERIALS:

(please reference your 15-digit control number when requesting materials)

By opting to receive printed materials, your preference for future proxy mailings will be kept on our file.

Telephone: **1-866-641-4276**

(outside of the U.S and Canada call 201-680-6688)

Email: **investorvote@computershare.com (include Proxy Materials Sealed Air Corporation in the subject line)**

(you must reference your 15-digit control number in your email)

Internet: **<http://proxyreport.sealedair.com>**

TO VOTE YOUR SHARES SEE INSTRUCTIONS ON REVERSE SIDE

This is not a proxy card. You cannot use this notice to vote your shares.

Dear Sealed Air Corporation Stockholder:

The 2013 Annual Meeting of Stockholders of Sealed Air Corporation (the Company) will be held at the Hilton Woodcliff Lake, 200 Tice Boulevard, Woodcliff Lake, New Jersey, 07677, on Thursday, May 16, 2013 at 10:00 a.m. (local time).

Proposals to be considered at the Annual Meeting:

1. Election of Hank Brown as a Director.
2. Election of Michael Chu as a Director.

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3. Election of Lawrence R. Codey as a Director.
4. Election of Patrick Duff as a Director.
5. Election of William V. Hickey as a Director.
6. Election of Jacqueline B. Kosecoff as a Director.
7. Election of Kenneth P. Manning as a Director.
8. Election of William J. Marino as a Director.
9. Election of Jerome A. Peribere as a Director.
10. Election of Richard L. Wambold as a Director.
11. Election of Jerry R. Whitaker as a Director.
12. Approval of the amended 2005 Contingent Stock Plan of Sealed Air Corporation.
13. Approval of the amended Performance-Based Compensation Program of Sealed Air Corporation.
14. Advisory vote to approve our executive compensation as disclosed in the proxy statement.
15. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2013.
16. In accordance with the Proxy Committee's discretion, upon such other matters as may properly come before the meeting.
Management recommends a vote FOR proposals 1 through 15.

The Board of Directors has fixed the close of business on March 18, 2013 as the record date (the Record Date) for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

YOU MUST REFERENCE YOUR 15-DIGIT CONTROL NUMBER WHEN

YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR TO

VOTE YOUR PROXY ELECTRONICALLY.

CONTROL NUMBER

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Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the annual meeting where you may vote in person can be found on our website, <http://proxyreport.sealedair.com>

Meeting Location:

Hilton Woodcliff Lake
200 Tice Boulevard
Woodcliff Lake, New Jersey, 07677

The following Proxy Materials are available for you to review online:

the Company's 2013 Proxy Statement (including all attachments thereto);
the Company's Annual Report for the year ended December 31, 2012 (which is not deemed to be part of the official proxy soliciting materials); and
any amendments to the foregoing materials that are required to be furnished to stockholders.

To request a paper copy of the Proxy Materials:

(you must reference your 15-digit control number located on the reverse side of this form)

Telephone: **1-866-641-4276** (outside of the U.S and Canada call 201-680-6688)

Email: **investorvote@computershare.com** *(you must reference your 15-digit control number in your email and include Proxy Materials Sealed Air Corporation in the subject line)*

Internet: **<http://proxyreport.sealedair.com>** (registered holders can also request a copy at www.investorvote.com/see)

The Proxy Materials for Sealed Air Corporation are available to review at:

<http://proxyreport.sealedair.com>

Have this notice available when you request a PAPER copy of the Proxy Materials,

when you want to view your proxy materials online,

OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

HOW TO VOTE BY INTERNET

We encourage you to review the proxy materials online before voting.

Use the Internet to vote your shares. On the landing page of the website www.investorvote.com/see in the

box labeled "To Vote Your Shares by Internet" click on **Vote Now** to access the electronic proxy card and

vote your shares. Have this letter in hand when you access the website.

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You will need to reference the 15-digit control number located on the reverse side.

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