

SEALED AIR CORP/DE  
Form 8-K  
March 07, 2013

**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): March 7, 2013**

**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**  
(I.R.S. 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 March 7, 2013, Sealed Air Corporation (the Company) announced that it has commenced a cash tender offer (the Tender Offer) and consent solicitation (the Consent Solicitation) for any and all of its outstanding \$400 million aggregate principal amount of 7.875% Senior Notes due 2017 (the 2017 Notes). A copy of the press release, dated March 7, 2013, announcing the commencement of the Tender Offer is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Also, on March 7, 2013, the Company announced that it intends to offer \$425 million aggregate principal amount of senior unsecured notes due 2023 (the Notes). The Notes will be guaranteed on a senior unsecured basis by all of the Company's wholly-owned domestic subsidiaries that guarantee the senior secured credit facilities. The Company intends to use the net proceeds from the offering, along with cash on hand, to repurchase, redeem or satisfy and discharge all of its outstanding 2017 Notes. A copy of the press release is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

On March 7, 2013, the Company announced the pricing of its offering of the Notes. Net proceeds from the sale of the Notes, after underwriting discounts and commissions and the Company's estimated fees and expenses, is expected to be approximately \$417 million. The Company expects the offering to close on March 21, 2013, subject to customary closing conditions. A copy of the press release, dated March 7, 2013, announcing the pricing of the offering is attached as Exhibit 99.3 hereto and is incorporated herein by reference.

The Notes and related guarantees will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the Securities Act), and to non-U.S. persons in transactions outside the United States under Regulation S of the Securities Act. The Notes have not been registered under the Securities Act, and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws. This announcement shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release, dated March 7, 2013, announcing the commencement of the Tender Offer.

99.2 Press release, dated March 7, 2013, announcing the offering of the Notes.

99.3 Press release, dated March 7, 2013, announcing the pricing of the offering of the Notes.

**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**

Date: March 7, 2013

By: /s/ H. Katherine White  
Name: H. Katherine White  
Title: Vice President, General Counsel and Secretary

**Exhibit Index**

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- 99.2 Press release, dated March 7, 2013, announcing the offering of the Notes.
- 99.3 Press release, dated March 7, 2013, announcing the pricing of the offering of the Notes.