

SEALED AIR CORP/DE
Form 10-K
February 21, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number 1-12139

SEALED AIR
CORPORATION

(Exact name of
registrant as
specified in its
charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

65-0654331
(I.R.S. Employer
Identification Number)

2415 Cascade Pointe Boulevard, 28208
Charlotte, North Carolina
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (980)-221-3235
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.10 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and

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post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Emerging growth
company

Non-accelerated filer (Do not check if a smaller reporting
company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2017, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$8,368,000,000, based on the closing sale price as reported on the New York Stock Exchange.

There were 167,374,980 shares of the registrant's common stock, par value \$0.10 per share, issued and outstanding as of February 9, 2018.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's definitive proxy statement for its 2018 Annual Meeting of Stockholders, to be held on May 17, 2018, are incorporated by reference into Part II and Part III of this Form 10-K.

SEALED AIR CORPORATION AND SUBSIDIARIES

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Cautionary Notice Regarding Forward-Looking Statements

This report contains “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 concerning our business, consolidated financial condition and results of operations. The Securities and Exchange Commission (“SEC”) encourages companies to disclose forward-looking information so that investors can better understand a company’s future prospects and make informed investment decisions. Forward-looking statements are subject to risks and uncertainties, many of which are outside our control, which could cause actual results to differ materially from these statements. Therefore, you should not rely on any of these forward-looking statements. Forward-looking statements can be identified by such words as “anticipates,” “believes,” “plan,” “assumes,” “could,” “should,” “estimates,” “expects,” “intends,” “potential,” “seek,” “predict,” “may,” “will,” and other similar references to future periods. All statements other than statements of historical facts included in this report regarding our strategies, prospects, financial condition, operations, costs, plans and objectives are forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding expected future operating results, expectations regarding the results of restructuring and other programs, anticipated levels of capital expenditures and expectations of the effect on our financial condition of claims, litigation, environmental costs, contingent liabilities and governmental and regulatory investigations and proceedings.

Please refer to Part I, Item 1A, “Risk Factors” for important factors that we believe could cause actual results to differ materially from those in our forward-looking statements. Any forward-looking statement made by us in this report is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

The following are important factors that we believe could cause actual results to differ materially from those in our forward-looking statements: global economic and political conditions, currency translation and devaluation effects, changes in raw material pricing and availability, competitive conditions, the success of new product offerings, consumer preferences, the effects of animal and food-related health issues, pandemics, changes in energy costs, environmental matters, the success of our restructuring activities, the success of our financial growth, profitability, cash generation and manufacturing strategies and our cost reduction and productivity efforts, changes in our credit ratings, the tax benefit associated with the Settlement agreement (as defined below), regulatory actions and legal matters, and the other information referenced in Part II, Item 1A, “Risk Factors.” Any forward-looking statement made by us in this report is based only on information currently available to us and speaks only as of the date on which it is made.

Non-U.S. GAAP Information

We present financial information that conforms to Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). We also present financial information that does not conform to U.S. GAAP, which we refer to as non-U.S. GAAP, as our management believes it is useful to investors. In addition, non-U.S. GAAP measures are used by management to review and analyze our operating performance and, along with other data, as internal measures for setting annual budgets and forecasts, assessing financial performance, providing guidance and comparing our financial performance with our peers. The non-U.S. GAAP information has limitations as an analytical tool and should not be considered in isolation from or as a substitute for U.S. GAAP information. It does not purport to represent any similarly titled U.S. GAAP information and is not an indicator of our performance under U.S. GAAP. Non-U.S. GAAP financial measures that we present may not be comparable with similarly titled measures used by others. Investors are cautioned against placing undue reliance on these non-U.S. GAAP measures. Further, investors are urged to review and consider carefully the adjustments made by management to the most directly comparable U.S. GAAP financial measure to arrive at these non-U.S. GAAP financial measures. See Note 4, “Segments” of the Notes to Consolidated Financial Statements and our Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) for reconciliations of our U.S. GAAP financial measures to non-U.S. GAAP. Information reconciling forward-looking U.S. GAAP measures to non-U.S. GAAP measures is not available without unreasonable effort.

Our management may assess our financial results both on a U.S. GAAP basis and on a non-U.S. GAAP basis.

Non-U.S. GAAP financial measures provide management with additional means to understand and evaluate the core

operating results and trends in our ongoing business by eliminating certain one-time expenses and/or gains (which may not occur in each period presented) and other items that management believes might otherwise make comparisons of our ongoing business with prior periods and peers more difficult, obscure trends in ongoing operations or reduce management's ability to make useful forecasts.

Our non-U.S. GAAP financial measures may also be considered in calculations of our performance measures set by the Organization and Compensation Committee of our Board of Directors for purposes of determining incentive compensation. The non-U.S. GAAP financial metrics mentioned above exclude items that we consider to be certain specified items ("Special Items"), such as restructuring charges, charges related to the sale of Diversey, charges related to ceasing operations in Venezuela, cash-settled stock appreciation rights ("SARs") granted as part of the original Diversey acquisition, special tax items ("Tax Special Items") and certain other infrequent or one-time items. We evaluate unusual or Special Items on an individual basis. Our evaluation of whether to exclude an unusual or special item for purposes of determining our non-U.S. GAAP financial measures considers both the quantitative and qualitative aspects of the item, including among other things (i) its nature, (ii) whether or not it relates to our ongoing business operations, and (iii) whether or not we expect it to occur as part of our normal business on a regular basis. The Company measures segment performance using Adjusted EBITDA (a non-U.S. GAAP financial measure). Adjusted EBITDA is defined as Earnings before Interest Expense, Taxes, Depreciation and Amortization, adjusted to exclude the impact of Special Items.

We also present our adjusted income tax rate ("Adjusted Tax Rate"). The Adjusted Tax Rate is a measure of our U.S. GAAP effective tax rate, adjusted to exclude the tax impact from the Special Items that are excluded from our Adjusted Net Earnings and Adjusted EPS metrics as well as expense or benefit from any special taxes or tax benefits ("Tax Special Items"). The Adjusted Tax Rate is an indicator of the taxes on our core business. The tax situation and effective tax rate in the specific countries where the excluded or Special Items occur will determine the impact (positive or negative) to the Adjusted Tax Rate.

In our "Net Sales by Geographic Region," "Components of Change in Net Sales by Segment" and in some of the discussions and tables that follow, we exclude the impact of foreign currency translation when presenting net sales information, which we define as "constant dollar." Changes in net sales excluding the impact of foreign currency translation are non-U.S. GAAP financial measures. As a worldwide business, it is important that we take into account the effects of foreign currency translation when we view our results and plan our strategies. Nonetheless, we cannot control changes in foreign currency exchange rates. Consequently, when our management looks at our financial results to measure the core performance of our business, we may exclude the impact of foreign currency translation by translating our current period results at prior period foreign currency exchange rates. We also may exclude the impact of foreign currency translation when making incentive compensation determinations. As a result, our management believes that these presentations are useful internally and may be useful to investors.

We have not provided guidance for the most directly comparable U.S. GAAP financial measures, as they are not available without unreasonable effort due to the high variability, complexity, and low visibility with respect to certain Special Items, including gains and losses on the disposition of businesses, the ultimate outcome of certain legal or tax proceedings, foreign currency gains or losses resulting from the volatile currency market in Venezuela, and other unusual gains and losses. These items are uncertain, depend on various factors, and could be material to our results computed in accordance with U.S. GAAP.

PART I

Item 1. Business

Sealed Air Corporation, a corporation organized under the laws of Delaware, is a global leader in food safety and security and product protection. We serve an array of end markets including food and beverage processing, food service, retail, and commercial and consumer applications. Our focus is on achieving quality sales growth through leveraging our geographic footprint, technological know-how and leading market positions to bring measurable, sustainable value to our customers and investors.

Sealed Air was founded in 1960. We conduct substantially all of our business through two wholly-owned subsidiaries, Cryovac, Inc. and Sealed Air Corporation (US). Throughout this Annual Report on Form 10-K, when we refer to “Sealed Air,” the “Company,” “we,” “us” or “our,” we are referring to Sealed Air Corporation and all of our subsidiaries, except where the context indicates otherwise. Please refer to Part II, Item 8, “Financial Statements and Supplementary Data” for financial information about the Company and its subsidiaries, which is incorporated herein by reference. Also, when we cross reference to a “Note,” we are referring to our “Notes to Consolidated Financial Statements,” unless the context indicates otherwise.

We are a leading global innovator in the applications we serve and we differentiate ourselves through our:

- extensive global reach, by which we leverage our strengths across our operations in 58 countries/regions to reach customers in 122 countries/regions;
- approximately 15,000 employees representing industry-leading expertise in package design, sales, service and engineering and in food science;
- leading brands, such as Cryovac® packaging technology, Bubble Wrap® brand cushioning, Jiffy® protective mailers, Instapak® foam-in-place systems and I-Pack® and e-Cube™ automated packaging systems;
- technology leadership with an emphasis on proprietary, patented and sustainable technologies;
- high mix of automated solutions and services that eliminate waste;
- total systems offering that includes specialty materials and formulations, equipment systems and services; and
- solid cash flow generation from premium solutions to meet our customers’ needs, productivity improvements, working capital management and an asset-light business model.

In 2017, our operations generated approximately 49% of our revenue from outside the U.S. We generated net sales of \$4.5 billion, net earnings from continuing operations of \$63 million and Adjusted EBITDA of \$833 million. Refer to Part II, Item 7 “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” for reconciliation of U.S. GAAP net earnings to Non-U.S. GAAP total company Adjusted EBITDA.

Our Competitive Strengths

Leading Market Positions. We are a leading global provider of packaging solutions for the food, e-Commerce, consumer and industrial markets. We offer the food processing and food service industries extended shelf life and operational excellence by reducing down-time, waste generation, water use, effluent discharge, energy consumption and greenhouse gas emissions. We also offer business supply distributors and fulfillment operations a broad selection of premium packaging to maximize distribution efficiencies and customer reach.

Scale and Global Reach. We have approximately 15,000 employees globally and are present in 58 countries/regions with a sales and distribution network reaching 122 countries/regions. This scale and reach enables us to meet our customers’ needs as they expand their business on a global basis. We believe our geographic presence, extensive distribution network, and exposure to a variety of end markets help diversify our business, leverage our technology and our total systems solution model and position us to capitalize on growth opportunities in markets around the world.

Diversified Customer Base. Our customers include leading global food and beverage processors, business supply distributors, consumer products manufacturers, retailers, e-Commerce and logistics operators. Our customer base is diverse, with no single customer or affiliated group of customers representing more than 10% of net sales in 2017.

Keen Focus on Innovation. We believe we are a leading innovator in material science, equipment systems and manufacturing technologies, which deliver automation, productivity and sustainability enhancements in our customers’ operations. Our solutions are differentiated by proprietary, patented equipment and material technologies, as well as by trade secrets and trademarks. We have a global network of labs with an extensive team of scientists, engineers,

designers and industry application experts. Our research and development strategy is focused on delivering innovative, sustainable solutions

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that enhance our customers' operational excellence, improve profitability and help them deliver outstanding customer experiences.

We partner with our Customers. We install and integrate our equipment into our customers' facilities and operational processes. We leverage our extensive knowledge of our customer business and installed equipment base when innovating new materials and solutions and partner with customers to reduce waste and train their employees on how to effectively apply our solutions and operate our systems. We believe this provides customer "stickiness" and recurring revenue streams for our Company.

Solid Cash Flow Generation. The stability of our business, combined with the relatively low capital intensity of our operations and our solid working capital management, supports our ability to generate cash flow. We believe we are well positioned to benefit from attractive long-term global growth trends such as an increasing emphasis on food safety and security, sustainability, growth of e-Commerce, healthier consumer choices, digital technologies, cost competitiveness and performance, as well as our own geographic diversity, to drive additional cash flow.

Our Business Strategies

We seek to enhance our position as a leading global provider of innovative packaging solutions that our customers use to improve performance, cost competitiveness and sustainability and automation to enhance productivity within their operations and grow their businesses by focusing on six strategic priorities:

Maintaining and extending our technological leadership, expertise and our sustainability value proposition.

We continue to focus on becoming a knowledge-based, market-driven company centered on offering innovative solutions that enable our customers to meet their sustainability needs while growing their business, reducing costs and mitigating risk, including enhancing top line growth and conserving energy, water and other resources while reducing waste in their operations. Our product solution goals align with sustainable sourcing principles and new product development innovation processes, while providing greater transparency of our supply chain. We enhance our ability to position our product features and benefits using a sustainability lens and leverage these product strengths to differentiate our solutions in the market, with a view to this approach becoming the new business standard in the future.

Sustainability has been and will continue to be one of our key strategies to our business. Nearly everything we do for our customers has a sustainability value in the world, differentiates us from competitors and establishes our presence as a knowledge-based, solutions provider. Our 2020 sustainability objectives include significantly reducing our own footprint, re-imagining customer solutions and benefiting society.

Better aligning ourselves with the customers, markets and global macro forces.

As part of our ongoing business portfolio review, we are committed to identifying those customers and markets that offer us the best opportunity to deliver solutions and services that are sufficiently differentiated and valued in the marketplace. In addition, we are committed to aligning our business with key global macro forces, including e-commerce and the global movement of food. In particular, we will leverage our strengths to enhance our position with our food and beverage customers and, by doing so, we improve access to a more secure food supply chain. Our priorities are embodied in our four commitments: enhancing food security, creating healthy environments, conserving natural resources and driving livelihood programs in the communities where we do business.

Accelerating our penetration and rate of growth in developing regions.

With an international focus and extensive geographic footprint aligned to our growth opportunities, we will combine our local market knowledge with our broad portfolio and strengths in innovation and customer service to grow in developing regions. Urbanization, e-Commerce, increased protein consumption and the ongoing conversion to safer and hygienically packaged foods and goods are key secular trends that underpin our confidence in our ability to grow rapidly in these parts of the world.

Focusing on cash flow generation and improved return on assets.

We are focused on generating substantial operating cash flow from our existing business so that we can continue to invest in new products and technologies, strategic acquisitions, de-leverage our balance sheet, continue to pay dividends, and support growth in our share price. We believe our ongoing process of critically analyzing our business portfolio and

reallocating technical, human, and capital resources to the most promising market sectors from those sectors that are less strategic or have a lower level of financial performance will enhance our free cash flow generation performance and result in a higher return on assets, thus improving shareholder value.

Optimizing our cost base and operations to maximize efficiency and profitability.

The size and scale of our global operations affords us a continuing opportunity to derive greater supply chain efficiencies by leveraging our purchasing power, optimizing our manufacturing and logistics footprint, improving our internal operations and processes, and reducing complexity and cost. In addition to reducing the cost of our supply chain operations, we continue to focus on adapting the cost structure of our customer facing and back-office operations to the appropriate level required to adequately support our external customer base and run the business effectively. We also have sustainability goals to reduce the environmental impact of our global operations and deliver operational excellence while upholding the highest ethical standards in our business practices. Every year our facilities around the world develop improvement plans to meet environmental impact and cost-reduction goals. These align with corporate goals for energy, greenhouse gases, water, waste, efficiency targets and cost savings. In turn, the company's impact on the environment is reduced while the ability to generate profits is enhanced.

Developing our people.

We recognize that a core strength of our business is our people. Therefore, we will continue to invest in the development of key skills in our diverse workforce while improving our ability to attract and retain talented new employees who are motivated by our company vision and the positive impact they can have on the world.

Segments

We report our segment information in accordance with the provisions of Financial Accounting Standards Board Accounting Standards Codification Topic 280, "Segment Reporting," ("FASB ASC Topic 280"). As a result of the sale of Diversey, we have changed our segment reporting structure. The Food Care division now excludes the Food Hygiene and Cleaning business, which is included in discontinued operations, and includes our Medical Applications and New Ventures businesses, which were previously reported in the "Other" category. The Other category also previously included "Corporate" which is now its own category.

Food Care (including Medical Applications and New Ventures businesses); and

Product Care.

See Note 4, "Segments" of the Notes to Consolidated Financial Statements for further information.

Descriptions of the Reportable Segments and Other

Food Care Segment

Food Care

The Food Care division focuses on providing processors, retailers and food service operators a broad range of integrated system solutions that improve the management of contamination risk during the food and beverage production process, extend product shelf life through packaging technologies, and improve merchandising, ease-of-use, and back-of-house preparation processes. Our systems are designed to be turn-key and reduce customers' total operating costs through improved operational efficiencies and reduced food waste, as well as lower water and energy use. As a result, processors are able to produce and deliver their products more cost-effectively, safely, efficiently, and with greater confidence through their supply chain with a trusted partner.

The business largely serves perishable food and beverage processors, predominantly in fresh red meat, smoked and processed meats, beverages, poultry and dairy (solids and liquids) markets worldwide, and maintains a leading position in the applications it targets. Solutions are marketed under the Cryovac® trademark and under sub-brands such as Cryovac Grip & Tear®, Cryovac® Darfresh®, Cryovac Mirabella®, Simple Steps® and Optidure™.

Our solutions incorporate equipment systems that are frequently integrated into customers' operations, along with consumables such as advanced flexible films and a variety of pre- and post-sale services. Packaging equipment systems can incorporate various options for loading, filling and dispensing, and will also accommodate certain retort and aseptic processing conditions. Equipment solutions supported include vacuum shrink bag systems, Cryovac®, Flow-Vac® (a U.S. registered

trademark of Ulma Packaging Technological Center) wrapping/vacuuming packaging systems, thermoforming, skin, tray/lid and vertical pouch packaging systems. Services include graphic design, printing, training, field quality assurance and remote diagnostics.

Food Care focuses on providing comprehensive systems which protect our customers' products while adding value through increasing operational efficiency and reducing waste throughout the entire food and beverage supply chain. Food Care seeks to partner with customers to provide integrated packaging solutions that will consistently deliver food safety, shelf life extension, total cost optimization and innovative, sustainable packaging formats which will enable our customers to enhance their brands in the marketplace.

Medical Applications

The goal of our Medical Applications business is to provide solutions offering superior protection and reliability to the medical, pharmaceutical and medical device industries. We sell medical applications products directly to medical device manufacturers and pharmaceutical companies and to the contract packaging firms that supply them. Medical Applications is focused on growth in the medical device and pharmaceutical solutions packaging markets. Our core product lines include customer designed flexible packaging materials for medical and drug delivery devices, specialty component films for ostomy and colostomy bags and PVC free film to package pharmaceutical solutions.

New Ventures

Our New Ventures business includes several development and innovative programs that are focused on new technologies and opportunities that leverage our capabilities into core and non-core markets. These efforts include market focused exploration of both product, knowledge-based and sustainable solutions.

Product Care Segment

Product Care provides the industries we serve with an unmatched range of sustainable packaging solutions designed to reduce shipping and fulfillment costs, increase operational efficiency, reduce damage, and enhance customer and brand experience. While serving a broad range of industries and market sectors, Product Care solutions are especially valuable to the E-Commerce Fulfillment, General Manufacturing, Electronics and Transportation sectors. The breadth of the Product Care portfolio, extensive packaging engineering and technical services, and global reach supports the needs of multinational customers who require performance excellence, consistency and a reliability of supply.

Solutions are marketed under industry-leading brands that include Bubble Wrap[®] and AirCap[®] air cellular packaging, Cryovac[®] performance shrink films, Shanklin[®] FloWrap shrink packaging systems, Instapak[®] polyurethane foam packaging systems, Jiffy[®] mailers, Korrvu[®] suspension and retention packaging and Ethafoam[®] fabricated foam solutions. The Company's I-Pack[®] system and newly introduced e-Cube[™] system, both of which provide intelligent, automated, high-velocity fulfillment while optimizing the cube of shipping boxes, thus reducing shipping costs. Solutions are sold globally and supported by a network of 28 American Society for Testing and Materials International ("ASTM") approved Product Care design and testing centers, and one of the industry's largest sales and service teams.

Today, Product Care solutions are largely sold through business supply distribution that sells to business/industrial end-users representing over 400 SIC codes. Additionally, solutions are sold directly to fabricators, original equipment manufacturers/contract manufacturers, third party logistics partners, e-commerce/fulfillment operations, and at retail centers, where Product Care offers select products for consumer use on a global basis.

Product Care is focused on solving complex fulfillment problems, sustainability, automation, advancements in material science, and ease-of-use interface and features. It is also focused on expanding its business outside of the U.S. to further capitalize on the rapidly growing e-Commerce and fulfillment markets.

Corporate

Corporate includes certain costs that are not allocated to the reportable segments, primarily consisting of unallocated corporate overhead costs, including administrative functions and cost recovery variances not allocated to the reportable segments from global functional expenses.

Global Operations

We operate through our subsidiaries and have a presence in the U.S. and the 57 other countries/regions listed below, enabling us to distribute our products to our customers in 122 countries/regions.

Argentina	Egypt	Italy	Peru	Sweden
Australia	Finland	Jamaica	Philippines	Switzerland
Austria	France	Japan	Poland	Taiwan
Belgium	Germany	Kenya	Portugal	Thailand
Brazil	Greece	Luxembourg	Romania	Turkey
Canada	Guatemala	Malaysia	Russia	Ukraine
Chile	Hong Kong	Mexico	Saudi Arabia	United Arab Emirates
China	Hungary	Morocco	Singapore	United Kingdom
Colombia	India	Netherlands	Slovakia	Uruguay
Costa Rica	Indonesia	New Zealand	South Africa	
Czech Republic	Ireland	Nigeria	South Korea	
Denmark	Israel	Norway	Spain	

In maintaining our foreign operations, we face risks inherent in these operations, such as currency fluctuations, inflation and political instability. Information on currency exchange risk appears in Part II, Item 7A of this Annual Report on Form 10-K, which information is incorporated herein by reference. Other risks attendant to our foreign operations are set forth in Part I, Item 1A “Risk Factors,” of this Annual Report on Form 10-K, which information is incorporated herein by reference. Information on the impact of currency exchange on our Consolidated Financial Statements appears in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Financial information showing net sales and total long-lived assets by geographic region for each of the two years ended December 31, 2017 appears in Note 4, “Segments,” which information is incorporated herein by reference. We maintain programs to comply with the various laws, rules and regulations related to the protection of the environment that we may be subject to in the many countries/regions in which we operate. See Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” under the caption “Environmental Matters.”

Employees

As of December 31, 2017, we had approximately 15,000 employees worldwide. Approximately 5,800 of these employees were in the U.S., with approximately 112 of these employees covered by collective bargaining agreements. Of the approximately 9,200 employees who were outside the U.S., approximately 5,400 were covered by collective bargaining agreements. Collective bargaining agreements related to 15% of our employees, primarily outside the U.S., will expire within the next year and we will be engaged in negotiations to attain new agreements. Many of the covered employees are represented by works councils or industrial boards, as is customary in the jurisdictions in which they are employed. We believe that our employee relations are satisfactory.

Marketing, Distribution and Customers

At December 31, 2017, we employed approximately 2,300 sales, marketing and customer service personnel throughout the world who sell and market our products to and through a large number of distributors, fabricators, converters, e-commerce and mail order fulfillment firms, and contract packaging firms as well as directly to end-users such as food processors, foodservice businesses, supermarket retailers, lodging, retail, pharmaceutical companies, healthcare facilities, medical device manufacturers, and other manufacturers.

To support our Food Care and New Ventures customers, we operate three Packforum® innovation and learning centers that are located in the U.S., France, and China. At Packforum® Centers, we assist customers in identifying the appropriate packaging materials and systems to meet their needs. We also offer ideation services, educational seminars, employee training and customized graphic design services to our customers.

To assist our marketing efforts for our Product Care products and to provide specialized customer services, we operate 35 industrial Package Design Centers (PDCs) worldwide within our facilities. These PDCs are staffed with

professional

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packaging engineers and outfitted with drop-testing and other equipment used to develop, test and validate cost-effective package designs to meet each Product Care customer's needs.

To support our equipment systems and the marketing of our total systems solutions, we provide field technical services to our customers worldwide. These services include system installation, integration and monitoring systems, repair and upgrade, operator training in the efficient use of our systems, qualification of various consumable and system combinations, and equipment layout and design.

Our Food Care applications are largely sold direct, while most of our Product Care products are sold through business supply distributors.

We have no material long-term contracts for the distribution of our products. In 2017, no customer or affiliated group of customers accounted for 10% or more of our consolidated net sales.

Seasonality

Historically, net sales in our Food Care segment have tended to be slightly lower in the first quarter and slightly higher towards the end of the third quarter through the fourth quarter, due to holiday events. Net sales in our Product Care segment have also tended to be slightly lower in the first quarter and higher in the mid-third quarter and through the fourth quarter due to the holiday shopping season. On a consolidated basis, there is little seasonality in the business, with net sales slightly lower in the first quarter and slightly higher towards the end of the third quarter through the fourth quarter. Our consolidated net earnings typically trend directionally the same as our net sales seasonality. Cash flow from operations has tended to be lower in the first quarter and higher in the fourth quarter, reflecting seasonality of sales and working capital changes, including the timing of certain annual incentive compensation payments.

Other factors may outweigh the effects of seasonal changes in our net earnings results including, but not limited to, changes in raw materials and other costs, foreign exchange rates, interest rates, taxes and the timing and amount of acquisition synergies and restructuring and other non-recurring charges.

Competition

Competition for most of our packaging products is based primarily on packaging performance characteristics, service and price. There are also other companies producing competing products that are well-established. Since competition is also based upon innovations in packaging technology, we maintain ongoing research and development programs to enable us to maintain technological leadership. We invest approximately double the industry average on research and development as a percentage of net sales per year as compared with our packaging peers.

There are other manufacturers of food care products, some of which are companies offering similar products that operate across regions and others that operate in a single region or single country. Competing manufacturers produce a wide variety of food packaging based on plastic, metals and other materials. We believe that we are one of the leading suppliers of (i) flexible food packaging materials and related systems in the principal geographic areas in which we offer those products and (ii) barrier trays for case-ready meat products in the principal geographic areas in which we offers those trays.

Our Product Care products compete with similar products made by other manufacturers and with a number of other packaging materials that customers use to provide protection against damage to their products during shipment and storage. Among the competitive materials are various forms of paper packaging products, expanded plastics, corrugated die cuts, strapping, envelopes, reinforced bags, boxes and other containers, and various corrugated materials, as well as various types of molded foam plastics, fabricated foam plastics, mechanical shock mounts, wood blocking and bracing systems, and a portfolio of automated packaging and fulfillment systems. We believe that we are one of the leading suppliers of air cellular cushioning materials containing a barrier layer, inflatable packaging, suspension and retention packaging, shrink films for industrial and commercial applications, protective mailers, polyethylene foam and polyurethane foam packaging systems in the principal geographic areas in which we sell these products. Additionally, due to internal technology development investments and the acquisition of B+ Equipment in 2015, we are a leader in automated void reduction systems technology and automated mailer technology. The recent acquisition of Fagerdala in 2017 enables us to cater to the top leading computer manufacturers through fabricated foam solutions.

Raw Materials and Purchasing

Suppliers provide raw materials, packaging components, contract manufactured goods, equipment and other direct materials, such as inks, films and paper. Our principal raw materials are polyolefin and other petrochemical-based resins, as well as, paper and wood pulp products. Raw materials represent approximately one-third of our consolidated cost of sales. We also purchase corrugated materials, cores for rolls of products such as films and Bubble Wrap® brand cushioning, inks for printed materials, and blowing agents used in the expansion of foam packaging products. In addition, we offer a wide variety of specialized packaging equipment, some of which we manufacture or have manufactured to our specifications, some of which we assemble and some of which we purchase from suppliers. Equipment and accessories include industrial and food packaging equipment.

The vast majority of the raw materials required for the manufacture of our products and all components related to our equipment and accessories generally have been readily available on the open market, in most cases are available from several suppliers and are available in amounts sufficient to meet our manufacturing requirements. However, we have some sole-source suppliers, and the lack of availability of supplies could have a material negative impact on our consolidated financial condition or results of operations. Natural disasters such as hurricanes, as well as political instability and terrorist activities, may negatively impact the production or delivery capabilities of refineries and natural gas and petrochemical suppliers and suppliers of other raw materials. Due to by-product/co-product chemical relationships to the automotive and housing markets, several materials may become difficult to source. These factors could lead to increased prices for our raw materials, curtailment of supplies and allocation of raw materials by our suppliers. We purchase some materials used in our packaging products from materials recycled in our manufacturing operations or obtained through participation in recycling programs. Although we purchase some raw materials under long-term supply arrangements with third parties, these arrangements follow market forces and are in line with our overall global purchasing strategy, which seeks to balance the cost of acquisition and availability of supply.

We have a centralized supply chain organization, which includes centralized management of purchasing and logistic activities. Our objective is to leverage our global scale to achieve purchasing efficiencies and reduce our total delivered cost across all our regions. We do this while adhering to strategic performance metrics and stringent purchasing practices.

Research and Development Activities

We are advancing the science and technology and creating new intellectual property which underpins the development of new solutions for our customers, including new, sustainable packaging materials, equipment automation and integration, applications knowledge, and support for our digital solutions. We maintain key external partnerships and are constantly searching for new partnerships that bring unique value, including licensing or acquiring new technologies developed by others. Our technical capabilities encompass a broad range of disciplines including the areas of food science, materials science, chemistry and chemical engineering, mechanical engineering, electrical and software engineering, microbiology, package design and equipment engineering. Our research and development expense was \$92 million in 2017, \$88 million in 2016 and \$85 million in 2015.

Our research and development activities are focused on end-use application. As a result, we operate:

- three comprehensive Packaging Development and Innovation laboratories located in the U.S. and Italy;
- seven Equipment Design Centers in the U.S., France, Switzerland, Italy and Singapore targeting innovation in equipment and digital solutions;
- four Customer Application laboratories in India, China, Singapore and Taipei;
- and
- thirty-five Package Design and Applications Centers for Product Care globally.

Patents and Trademarks

We are the owner or licensee of an aggregate of over approximately 2,600 U.S. and foreign patents and patent applications, as well as an aggregate of approximately 4,200 U.S. and foreign trademark registrations and trademark applications that relate to many of our products, manufacturing processes and equipment. We believe that our patents and trademarks collectively provide a competitive advantage. We file annually an average of approximately 180 U.S. and foreign patent applications and approximately 100 U.S. and foreign trademark applications. None of our

reportable segments is dependent upon any single patent or trademark alone. Rather, we believe that our success depends primarily on our sales and service, marketing, engineering and manufacturing skills and on our ongoing research and development efforts. We believe that

the expiration or unenforceability of any of our patents, applications, licenses or trademark registrations would not be material to our business or consolidated financial condition.

Environmental, Health and Safety Matters

As a manufacturer, we are subject to various laws, rules and regulations in the countries/regions, jurisdictions and localities in which we operate. These cover: the safe storage and use of raw materials and production chemicals; the release of materials into the environment; standards for the treatment, storage and disposal of solid and hazardous wastes; or otherwise relate to the protection of the environment. We review environmental, health and safety laws and regulations pertaining to our operations and believe that compliance with current environmental and workplace health and safety laws and regulations has not had a material effect on our capital expenditures or consolidated financial condition.

In some jurisdictions in which our packaging products are sold or used, laws and regulations have been adopted or proposed that seek to regulate, among other things, minimum levels of recycled or reprocessed content and, more generally, the sale or disposal of packaging materials. We maintain programs designed to comply with these laws and regulations and to monitor their evolution. Various federal, state, local and foreign laws and regulations regulate some of our products and require us to register certain products and comply with specified requirements. We are also subject to various federal, state, local and foreign laws and regulations that regulate products manufactured and sold by us for controlling microbial growth on humans, animals and processed foods. In the U.S., these requirements are generally administered by the U.S. Food and Drug Administration (“FDA”). To date, the cost of complying with product registration requirements and FDA compliance has not had a material adverse effect on our business, consolidated financial condition, results of operations or cash flows.

Our emphasis on environmental, health and safety compliance provides us with risk reduction opportunities and cost savings through asset protection and protection of employees.

Available Information

Our Internet address is www.sealedair.com. We make available, free of charge, on or through our website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports that we file or furnish pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, or the Exchange Act, as soon as reasonably practicable after we electronically file these materials with, or furnish them to, the Securities and Exchange Commission.

Item 1A. Risk Factors

Introduction

The risks described below should be carefully considered before making an investment decision. These are the most significant risk factors, but they are not the only risk factors that should be considered in making an investment decision. This Form 10-K also contains and may incorporate by reference forward-looking statements that involve risks and uncertainties. See the “Cautionary Notice Regarding Forward-Looking Statements,” in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of this Form 10-K. Our business, consolidated financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of our securities could decline due to any of these risks, and investors in our securities may lose all or part of their investment.

Uncertain global economic conditions have had and could continue to have an adverse effect on our consolidated financial condition and results of operations.

Uncertain global economic conditions have had and may continue to have an adverse impact on our business in the form of lower net sales due to weakened demand, unfavorable changes in product price/mix, or lower profit margins. For example, global economic downturns have adversely impacted some of our end-users and customers, such as food processors, distributors, supermarket retailers, hotels, restaurants, retail establishments, other retailers, business service contractors and e-commerce and mail order fulfillment firms, and other end-users that are particularly sensitive to business and consumer spending.

During economic downturns or recessions, there can be a heightened competition for sales and increased pressure to reduce selling prices as our customers may reduce their volume of purchases from us. If we lose significant sales

volume or reduce selling prices significantly, then there could be a negative impact on our consolidated financial condition or results of operations, profitability and cash flows.

Also, reduced availability of credit may adversely affect the ability of some of our customers and suppliers to obtain funds for operations and capital expenditures. This could negatively impact our ability to obtain necessary supplies as well as our sales of materials and equipment to affected customers. This also could result in reduced or delayed collections of outstanding accounts receivable.

The global nature of our operations exposes us to numerous risks that could materially adversely affect our consolidated financial condition and results of operations.

We operate in 58 countries/regions, and our products are distributed to 122 countries/regions around the world. A large portion of our manufacturing operations are located outside of the U.S. and a majority of our net sales are generated outside of the U.S. These operations, particularly in developing regions, are subject to various risks that may not be present or as significant for our U.S. operations. Economic uncertainty in some of the geographic regions in which we operate, including developing regions, could result in the disruption of commerce and negatively impact cash flows from our operations in those areas.

Risks inherent in our international operations include:

- foreign currency exchange controls and tax rates;
- foreign currency exchange rate fluctuations, including devaluations;
- the potential for changes in regional and local economic conditions, including local inflationary pressures;
- restrictive governmental actions such as those on transfer or repatriation of funds and trade protection matters, including antidumping duties, tariffs, embargoes and prohibitions or restrictions on acquisitions or joint ventures;
- changes in laws and regulations, including the laws and policies of the U.S. affecting trade and foreign investment;
- the difficulty of enforcing agreements and collecting receivables through certain foreign legal systems;
- variations in protection of intellectual property and other legal rights;
- more expansive legal rights of foreign unions or works councils;
- changes in labor conditions and difficulties in staffing and managing international operations;
- import and export delays caused, for example, by an extended strike at the port of entry, could cause a delay in our supply chain operations;
- social plans that prohibit or increase the cost of certain restructuring actions;
- the potential for nationalization of enterprises or facilities; and
- unsettled political conditions and possible terrorist attacks against U.S. or other interests.

In addition, there are potential tax inefficiencies and tax costs in repatriating funds from our non-U.S. subsidiaries. These and other factors may have a material adverse effect on our international operations and, consequently, on our consolidated financial condition or results of operations.

Fluctuations between foreign currencies and the U.S. dollar could materially impact our consolidated financial condition or results of operations.

Approximately 49% of our net sales in 2017 were generated outside the U.S. We translate sales and other results denominated in foreign currency into U.S. dollars for our Consolidated Financial Statements. As a result, the Company is exposed to currency fluctuations both in receiving cash from its international operations and in translating its financial results back to U.S. dollars. During periods of a strengthening U.S. dollar, our reported international sales and net earnings could be reduced because foreign currencies may translate into fewer U.S. dollars. Foreign exchange rates can also impact the competitiveness of products produced in certain jurisdictions and exported for sale into other jurisdictions. These changes may impact the value received for the sale of our goods versus those of our competitors. The Company cannot predict the effects of exchange rate fluctuations on its future operating results. As exchange rates vary, the Company's results of operations and profitability may be harmed. While we use financial instruments to hedge certain foreign currency exposures, this does not insulate us completely from foreign currency effects and exposes us to counterparty credit risk for non-performance. See Note 12, "Derivatives and Hedging Activities" of the Notes to Consolidated Financial Statements. Such hedging activities may be ineffective or may not offset more than a portion of the adverse financial effect resulting from foreign currency variations. The gains or losses associated with hedging activities may harm the Company's results of operations.

In all jurisdictions in which we operate, we are also subject to laws and regulations that govern foreign investment, foreign trade and currency exchange transactions. These laws and regulations may limit our ability to repatriate cash

as dividends or otherwise to the U.S. and may limit our ability to convert foreign currency cash flows into U.S. dollars.

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We have recognized foreign exchange gains and losses related to the currency devaluations in Venezuela and its designation as a highly inflationary economy under U.S. GAAP. See Note 2, “Summary of Significant Accounting Policies and Recently Issued Accounting Standards” of the Notes to Consolidated Financial Statements under the section “Impact of Inflation and Currency Fluctuation— Venezuela.”

Raw material pricing, availability and allocation by suppliers as well as energy-related costs may negatively impact our results of operations, including our profit margins.

We use petrochemical-based raw materials to manufacture many of our products. The prices for these raw materials are cyclical, and increases in market demand or fluctuations in the global trade for petrochemical- based raw materials and energy could increase our costs. While, historically we have been able to successfully manage the impact of higher raw material costs by increasing our selling prices, if we are unable to minimize the effects of increased raw material costs through sourcing, pricing or other actions, our business, consolidated financial condition or results of operations may be materially adversely affected. We also have some sole-source suppliers, and the lack of availability of supplies could have a material adverse effect on our consolidated financial condition or results of operations.

Natural disasters such as hurricanes, as well as political instability and terrorist activities, may negatively impact the production or delivery capabilities of refineries and natural gas and petrochemical suppliers and suppliers of other raw materials in the future. These factors could lead to increased prices for our raw materials, curtailment of supplies and allocation of raw materials by our suppliers, which could reduce revenues and profit margins and harm relations with our customers and which could have a material adverse effect on our consolidated financial condition or results of operations.

Unfavorable customer responses to price increases could have a material adverse impact on our sales and earnings.

From time to time, and especially in periods of rising raw material costs, we increase the prices of our products.

Significant price increases could impact our earnings depending on, among other factors, the pricing by competitors of similar products and the response by the customers to higher prices. Such price increases may result in lower volume of sales and a subsequent decrease in gross margin and adversely impact earnings.

Demand for our products could be adversely affected by changes in consumer preferences.

Our sales depend heavily on the volumes of sales by our customers in the food processing and food service industries.

Consumer preferences for food and packaging formats of prepackaged food can influence our sales, as can consumer preferences for fresh and unpackaged foods. Changes in consumer behavior, including changes in consumer preferences driven by various health-related concerns and perceptions, could negatively impact demand for our products.

The consolidation of customers may adversely affect our business, consolidated financial condition or results of operations.

Customers in the food service, food and beverage processing sectors have been consolidating in recent years, and we believe this trend may continue. Such consolidation could have an adverse impact on the pricing of our products and services and our ability to retain customers, which could in turn adversely affect our business, consolidated financial condition or results of operations.

We experience competition in the markets for our products and services and in the geographic areas in which we operate.

Our packaging products compete with similar products made by other manufacturers and with a number of other types of materials or products. We compete on the basis of performance characteristics of our products, as well as service, price and innovations in technology. A number of competing domestic and foreign companies are well-established.

Our inability to maintain a competitive advantage could result in lower prices or lower sales volumes for our products. Additionally, we may not successfully implement our pricing actions. These factors may have an adverse impact on our consolidated financial condition or results of operations.

Cyber risk and the failure to maintain the integrity of our operational or security systems or infrastructure, or those of third parties with which we do business, could have a material adverse effect on our business, consolidated financial condition and results of operations.

We are subject to an increasing number of information technology vulnerabilities, threats and targeted computer crimes which pose a risk to the security of our systems and networks and the confidentiality, availability and integrity

of our data.

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Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber attacks or security breaches of our networks or systems, could result in the loss of customers and business opportunities, legal liability, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensatory costs, and additional compliance costs, any of which could materially adversely affect our business, consolidated financial condition and results of operations. While we attempt to mitigate these risks, our systems, networks, products, solutions and services remain potentially vulnerable to advanced and persistent threats.

We also maintain and have access to sensitive, confidential or personal data or information in certain of our businesses that is subject to privacy and security laws, regulations and customer controls. Despite our efforts to protect such sensitive, confidential or personal data or information, our facilities and systems and those of our customers and third-party service providers may be vulnerable to security breaches, theft, misplaced or lost data, programming and/or human errors that could lead to the compromising of sensitive, confidential or personal data or information, improper use of our systems, software solutions or networks, unauthorized access, use, disclosure, modification or destruction of information, defective products, production downtimes and operational disruptions, which in turn could adversely affect our business, consolidated financial condition and results of operations.

The effects of animal and food-related health issues, such as Porcine Epidemic Diarrhea or “PED”, bovine spongiform encephalopathy, also known as “mad cow” disease, foot-and-mouth disease, avian influenza or “bird-flu”, as well as other health issues affecting the food industry, may lead to decreased revenues.

We manufacture and sell food packaging products, among other products. Various health issues affecting the food industry have in the past and may in the future have a negative effect on the sales of food packaging products. In recent years, occasional cases of PED and “mad cow” disease have been confirmed and incidents of bird-flu have surfaced in various countries/regions. Outbreaks of animal diseases may lead governments to restrict exports and imports of potentially affected animals and food products, leading to decreased demand for our products and possibly also to the culling or slaughter of significant numbers of the animal population otherwise intended for food supply. Also, consumers may change their eating habits as a result of perceived problems with certain types of food. These factors may lead to reduced sales of food packaging products, which could have a material adverse effect on our consolidated financial condition or results of operations.

Our performance and prospects for future growth could be adversely affected if new products do not meet sales or margin expectations.

Our competitive advantage is due in part to our ability to develop and introduce new products in a timely manner at favorable margins. The development and introduction cycle of new products can be lengthy and involve high levels of investment. New products may not meet sales or margin expectations due to many factors, including our inability to (i) accurately predict demand, end-user preferences and evolving industry standards; (ii) resolve technical and technological challenges in a timely and cost-effective manner; or (iii) achieve manufacturing efficiencies.

Product liability claims or regulatory actions could adversely affect our financial results or harm our reputation or the value of our brands.

Claims for losses or injuries purportedly caused by some of our products arise in the ordinary course of our business. In addition to the risk of substantial monetary judgments, product liability claims or regulatory actions could result in negative publicity that could harm our reputation in the marketplace or adversely impact the value of our brands or our ability to sell our products in certain jurisdictions. We could also be required to recall possibly defective products, or voluntarily do so, which could result in adverse publicity and significant expenses. Although we maintain product liability insurance coverage, potential product liabilities claims could be excluded or exceed coverage limits under the terms of our insurance policies or could result in increased costs for such coverage.

We may not achieve all of the expected benefits from our restructuring program.

We have implemented a number of restructuring programs in the last few years. These programs include various cost savings and reorganization initiatives, including the relocation of our corporate headquarters to Charlotte, North Carolina, the consolidation of certain facilities and the reduction of headcount. We have made certain assumptions in estimating the anticipated savings we expect to achieve under such programs, which include the estimated savings from the elimination of certain headcount and the consolidation of facilities. These assumptions may turn out to be incorrect due to a variety of factors. In addition, our ability to realize the expected benefits from these programs is

subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. If we are unsuccessful in implementing

these programs or if we do not achieve our expected results, our consolidated results of operations and cash flows could be adversely affected or our business operations could be disrupted.

Political and economic instability and risk of government actions affecting our business and our customers or suppliers may adversely impact our business, results of operations and cash flows.

We are exposed to risks inherent in doing business in each of the countries/regions or regions in which we or our customers or suppliers operate including: civil unrest, acts of terrorism, sabotage, epidemics, force majeure, war or other armed conflict and related government actions, including sanctions/embargoes, the deprivation of contract rights, the inability to obtain or retain licenses required by us to operate our plants or import or export our goods or raw materials, the expropriation or nationalization of our assets, and restrictions on travel, payments or the movement of funds. In particular, if additional restrictions on trade with Russia were adopted by the European Union or the U.S., and were applicable to our products, we could lose sales and experience lower growth rates in the future.

A major loss of or disruption in our manufacturing and distribution operations or our information systems and telecommunication resources could adversely affect our business, consolidated financial condition or results of operations.

If we experienced a natural disaster, such as a hurricane, tornado, earthquake or other severe weather event, or a casualty loss from an event such as a fire or flood, at one of our larger strategic facilities or if such event affected a key supplier, our supply chain or our information systems and telecommunication resources, then there could be a material adverse effect on our consolidated financial condition or results of operations. We are dependent on internal and third party information technology networks and systems, including the Internet, to process, transmit and store electronic information. In particular, we depend on our information technology infrastructure for fulfilling and invoicing customer orders, applying cash receipts, and placing purchase orders with suppliers, making cash disbursements, and conducting digital marketing activities, data processing and electronic communications among business locations.

We also depend on telecommunication systems for communications between company personnel and our customers and suppliers. Future system disruptions, security breaches or shutdowns could significantly disrupt our operations or result in lost or misappropriated information and may have a material adverse effect on our business, consolidated financial condition or results of operations.

If we are unable to retain key employees and other personnel, our consolidated financial condition or results of operations may be adversely affected.

Our success depends largely on the efforts and abilities of our management team and other key personnel. Their experience and industry contacts significantly benefit us, and we need their expertise to execute our business strategies. If any of our senior management or other key personnel cease to work for us and we are unable to successfully replace any departing senior management or key personnel, our business, consolidated financial condition or results of operations may be materially adversely affected.

We could experience disruptions in operations and/or increased labor costs.

In Europe and Latin America, most of our employees are represented by either labor unions or workers councils and are covered by collective bargaining agreements that are generally renewable on an annual basis. As is the case with any negotiation, we may not be able to negotiate acceptable new collective bargaining agreements, which could result in strikes or work stoppages by affected workers. Renewal of collective bargaining agreements could also result in higher wages or benefits paid to union members. A disruption in operations or higher ongoing labor costs could materially affect our business.

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on time or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to affect

any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement governing the senior secured credit facilities, the indentures that govern our senior notes and the agreements covering our accounts receivable securitization programs restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

In addition, we conduct a substantial portion of our operations through our subsidiaries, certain of which are not guarantors of our indebtedness. Accordingly, repayment of our indebtedness is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of our indebtedness, our subsidiaries do not have any obligation to pay amounts due on indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the indenture governing certain of our senior notes, these notes and the credit agreement governing the senior secured credit facilities limit the ability of certain of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations.

If we cannot make scheduled payments on our debt, we will be in default, the lenders under the senior secured credit facilities could terminate their commitments to loan money, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation.

The terms of our credit agreement governing our senior secured credit facilities and accounts receivable securitization programs and the indentures governing our senior notes restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.

The indentures governing our senior notes and the credit agreement governing our senior secured credit facilities and accounts receivable securitization programs contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interest, including restrictions on our ability to:

- incur additional indebtedness;
- pay dividends or make other distributions or repurchase or redeem capital stock;
- prepay, redeem or repurchase certain debt;
- make loans and investments;
- sell assets;
- incur liens;
- enter into transactions with affiliates;
- alter the businesses we conduct;
- enter into agreements restricting our subsidiaries' ability to pay dividends;
- and
- consolidate, merge or sell all or substantially all of our assets.

In addition, the restrictive covenants in the credit agreement governing our senior credit facilities require us to maintain a specified net leverage ratio. Our ability to meet this financial ratio can be affected by events beyond our control.

A breach of the covenants under the indenture governing our senior notes or under the credit agreement governing our senior secured credit facilities could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a

cross-acceleration or cross-default provision applies. In addition, an event of default under the credit agreement governing our senior secured credit facilities would permit the lenders under our senior secured credit facilities to terminate all commitments to extend further credit under those facilities. Furthermore, if we were unable to repay the amounts due and payable under our senior secured credit facilities, those lenders could proceed against the collateral granted to them to secure that indebtedness. In the event our

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lenders or note holders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be:

- limited in how we conduct our business;
- unable to respond to changing market conditions;
- unable to raise additional debt or equity financing to operate during general economic or business downturns or to repay other indebtedness when it becomes due; or
- unable to compete effectively or to take advantage of new business opportunities.

In addition, amounts available under our accounts receivable securitization programs can be impacted by a number of factors, including but not limited to our credit ratings, accounts receivable balances, the creditworthiness of our customers and our receivables collection experience.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our senior secured credit facilities are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. As of December 31, 2017, we had \$226 million of borrowings under our senior secured credit facilities at variable interest rates. A 1/8% increase or decrease in the assumed interest rates on the senior secured credit facilities would result in a \$0.3 million increase or decrease in annual interest expense. In the future, we may enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk.

The full realization of our deferred tax assets may be affected by a number of factors, including our earnings in the U.S.

We have deferred tax assets including state and foreign net operating loss carryforwards, foreign tax credits, accruals not yet deductible for tax purposes, employee benefit items and other items. We have established valuation allowances to reduce the deferred tax assets to an amount that is more likely than not to be realized. Our ability to utilize the deferred tax assets depends in part upon our ability to generate future taxable income within each respective jurisdiction during the periods in which these temporary differences reverse or our ability to carryback any losses created by the deduction of these temporary differences. We expect to realize the assets over an extended period. If we are unable to generate sufficient future taxable income in the U.S. and/or certain foreign jurisdictions, or if there is a significant change in the time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowances against our deferred tax assets. Our effective tax rate would increase if we were required to increase our valuation allowances against our deferred tax assets.

A significant deferred tax asset is our foreign tax credit carryforwards. The benefit from the amount carried forward may depend upon many factors, including the jurisdictional mix of our anticipated future earnings. A reduction in our anticipated U.S. earnings, or an unfavorable mix of domestic versus foreign-sourced U.S. earnings may change our foreign tax credit position which could result in a significant increase in our effective tax rate and could have a material adverse effect on our consolidated results of operations in the periods in which any such condition occurs. In addition, changes in statutory tax rates or other legislation or regulation may change our deferred tax assets or liability balances, with either favorable or unfavorable impacts on our effective tax rate.

Although the Settlement agreement (as defined in Note 17, "Commitments and Contingencies") has been implemented and we have been released from the various asbestos-related, fraudulent transfer, successor liability, and indemnification claims made against us arising from a 1998 transaction with Grace (as defined below), if the courts were to refuse to enforce the injunctions or releases contained in the Plan (as defined below) and the Settlement agreement with respect to any claims and if Grace were unwilling or unable to defend and indemnify us for such claims, then we could be required to pay substantial damages, which could have a material adverse effect on our consolidated financial condition and results of operations. We were also a defendant in a number of asbestos-related actions in Canada arising from Grace's activities in Canada prior to the 1998 transaction.

On March 31, 1998, Sealed Air completed a multi-step transaction (the “Cryovac transaction”) involving W.R. Grace & Co. (“Grace”) which brought the Cryovac packaging business and the former Sealed Air’s business under the common

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ownership of the Company. As part of that transaction, Grace and its subsidiaries retained all liabilities arising out of their operations before the Cryovac transaction (including asbestos-related liabilities), other than liabilities relating to Cryovac's operations, and agreed to indemnify the Company with respect to such retained liabilities. Since the beginning of 2000, we have been served with a number of lawsuits alleging that, as a result of the Cryovac transaction, we are responsible for alleged asbestos liabilities of Grace and its subsidiaries. While they vary, these suits all appeared to allege that the transfer of the Cryovac business was a fraudulent transfer or gave rise to successor liability. On April 2, 2001, Grace and a number of its subsidiaries filed petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). In connection with Grace's Chapter 11 case, the Bankruptcy Court issued orders dated May 3, 2001 and January 22, 2002, staying all asbestos actions against the Company (the "Preliminary Injunction"). However, the official committees appointed to represent asbestos claimants in Grace's Chapter 11 case (the "Committees") received the court's permission to pursue fraudulent transfer and other claims against the Company and its subsidiary Cryovac, Inc. based upon the Cryovac transaction. This proceeding was brought in the U.S. District Court for the District of Delaware (the "District Court") (Adv. No. 02-02210).

On November 27, 2002, we reached an agreement in principle with the Committees to resolve all current and future asbestos-related claims made against us and our affiliates in connection with the Cryovac transaction. The Settlement agreement provided for the resolution of the fraudulent transfer claims and successor liability claims, as well as indemnification claims by Fresenius Medical Care Holdings, Inc. and affiliated companies in connection with the Cryovac transaction. The parties to the agreement in principle signed the definitive Settlement agreement as of November 10, 2003 consistent with the terms of the agreement in principle. On June 27, 2005, the Bankruptcy Court signed an order approving the Settlement agreement. Although Grace was not a party to the Settlement agreement, under the terms of the order, Grace was directed by the Bankruptcy Court to comply with the Settlement agreement subject to limited exceptions.

On September 19, 2008, Grace, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders filed, as co-proponents, a plan of reorganization (as filed and amended from time to time, the "Plan") and several exhibits and associated documents, including a disclosure statement, with the Bankruptcy Court. The Plan provided for the establishment of two asbestos trusts under Section 524(g) of the U.S. Bankruptcy Code to which present and future asbestos-related personal injury and property damage claims are channeled. The Plan incorporated the Settlement agreement, including our payment of amounts contemplated by the Settlement agreement and the releases and injunctions contemplated by the Settlement agreement.

On February 3, 2014 (the "Effective Date"), the Plan implementing the Settlement agreement became effective with Grace emerging from bankruptcy. In accordance with the Plan and the Settlement agreement, on the Effective Date, Cryovac, Inc. made aggregate cash payments in the amount of \$929.7 million to the WRG Asbestos PI Trust (the "PI Trust") and the WRG Asbestos PD Trust (the "PD Trust") and transferred 18 million shares of Sealed Air common stock to the PI Trust, in each case reflecting adjustments made in accordance with the Settlement agreement. Under the Plan, the Preliminary Injunction remained in place through the Effective Date and, on the Effective Date, the Plan and Settlement agreement injunctions and releases with respect to asbestos claims and certain other claims became effective. Following the Effective Date, the Bankruptcy Court issued an order dismissing the proceedings pursuant to which the Preliminary Injunction was issued. The Plan provides for the channeling of existing and future asbestos claims to the PI Trust or the PD Trust, as applicable. In addition, under the Plan and the Settlement agreement, Grace is required to indemnify us with respect to asbestos and certain other liabilities. Notwithstanding the foregoing, and although we believe the possibility to be remote, if any courts were to refuse to enforce the injunctions or releases contained in the Plan and the Settlement agreement with respect to any claims, and if, in addition, Grace were unwilling or unable to defend and indemnify us for such claims, then we could be required to pay substantial damages, which could have a material adverse effect on our consolidated financial condition and results of operations.

From November 2004, the Company and specified subsidiaries were named as defendants in a number of cases, including a number of putative class actions, brought in Canada as a result of Grace's alleged marketing, manufacturing or distributing of asbestos or asbestos containing products in Canada prior to the Cryovac transaction

in 1998. Grace agreed to defend and indemnify us and our subsidiaries in these cases. A global settlement of these Canadian claims to be funded by Grace has been approved by the Canadian court, and the Plan provides for payment of these claims. We do not have any positive obligations under the Canadian settlement, but we are a beneficiary of the release of claims. The release in favor of the Grace parties (including us) became operative upon the effective date of a plan of reorganization in Grace's U.S. Chapter 11 bankruptcy proceeding. As filed, the Plan contemplates that the claims released under the Canadian settlement will be subject to injunctions under Section 524(g) of the Bankruptcy Code. As indicated above, the Bankruptcy Court entered the Bankruptcy Court Confirmation Order on January 31, 2011 and the Clarifying Order on February 15, 2011 and the District Court entered the Original District Court Confirmation Order on January 30, 2012 and the Amended District Court Confirmation Order on June 11, 2012. The Canadian Court issued an Order on April 8, 2011 recognizing and giving full effect to the Bankruptcy

Court's Confirmation Order in all provinces and territories of Canada in accordance with the Bankruptcy Court Confirmation Order's terms. As described above, the Plan became effective on February 3, 2014. In accordance with an order of the Canadian court, on the Effective Date the actions became permanently stayed until they were amended to remove the Grace parties as named defendants. Two actions were dismissed by the Manitoba court as against the Grace parties on February 19, 2014. The remaining actions were either dismissed or discontinued with prejudice by the Canadian courts as against the Grace parties in May and June 2015, but for two actions in the Province of Quebec, which were discontinued by order of the Quebec court in February 2016. Notwithstanding the foregoing, and although we believe the possibility to be remote, if the Canadian courts refuse to enforce the final plan of reorganization in the Canadian courts, and if in addition Grace is unwilling or unable to defend and indemnify us and our subsidiaries in these cases, then we could be required to pay damages, which we cannot estimate at this time. For further information concerning these matters, see Note 17, "Commitments and Contingencies" of the Notes to Consolidated Financial Statements.

The U.S. Internal Revenue Service (the "IRS") has indicated that it intends to disallow our deduction of the approximately \$1.49 billion for the payments made pursuant to the Settlement agreement (as defined in Note 17, "Commitments and Contingencies").

We are currently under examination by the IRS with respect to the deduction of the approximately \$1.49 billion for the 2014 taxable year for the payments made pursuant to the Settlement agreement. The IRS has indicated that it intends to disallow this deduction in full. We strongly disagree with the IRS position and are protesting this finding with the IRS. The resolution of the IRS's challenge could take several years and the outcome cannot be predicted. Nevertheless, we believe that we have meritorious defenses for the deduction of the payments made pursuant to the Settlement agreement. If the IRS's disallowance of the deduction were sustained, in whole or in part, we would have to remit all or a portion of the refund of taxes previously received, which, in turn, could have a material adverse effect on our consolidated financial condition and results of operations. For further information concerning this matter, see Note 17, "Commitments and Contingencies" of the Notes to Consolidated Financial Statements.

Disruption and volatility of the financial and credit markets could affect our external liquidity sources.

Our principal sources of liquidity are accumulated cash and cash equivalents, short-term investments, cash flow from operations and amounts available under our lines of credit, including our senior secured credit facilities and our accounts receivable securitization programs. We may be unable to refinance any of our indebtedness, including our senior notes, our accounts receivable securitization programs and our senior secured credit facilities, on commercially reasonable terms or at all.

Additionally, conditions in financial markets could affect financial institutions with which we have relationships and could result in adverse effects on our ability to utilize fully our committed borrowing facilities. For example, a lender under the senior secured credit facilities may be unwilling or unable to fund a borrowing request, and we may not be able to replace such lender.

New and stricter legislation and regulations may affect our business and consolidated financial condition and results of operations.

Increased legislative and regulatory activity and burdens, and a more stringent manner in which they are applied (particularly in the U.S.), could significantly impact our business and the economy as a whole. This includes, among other things, interpretations and clarifications of recently enacted U.S. tax legislation, compliance costs and enforcement under the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), and costs associated with complying with the Patient Protection and Affordable Care Act of 2010 and the regulations promulgated thereunder.

For example, under Section 1502 of the Dodd-Frank Act, the SEC has adopted additional disclosure requirements related to the source of certain "conflict minerals" for issuers for which such "conflict minerals" are necessary to the functionality or product manufactured, or contracted to be manufactured, by that issuer. The metals covered by the rules include tin, tantalum, tungsten and gold, commonly referred to as "3TG." Our suppliers may use some or all of these materials in their production processes. The SEC's rules require us to perform due diligence on our suppliers. Global supply chains can have multiple layers, thus the costs of complying with these requirements could be substantial. These requirements may also reduce the number of suppliers who provide conflict free metals, and may

affect our ability to obtain products in sufficient quantities or at competitive prices. Compliance costs and the unavailability of raw materials could have a material adverse effect on our consolidated results of operations. As another example, the Affordable Care Act (the “ACA”), which was adopted in 2010 and is being phased in over several years, significantly affects the provision of both healthcare services and benefits in the U.S.; the ACA may impact our

cost of providing our employees and retirees with health insurance and/or benefits, and may also impact various other aspects of our business. We provide benefits to our employees which are competitive within the industries in which we operate. The ACA did not have a material impact on our consolidated financial position or results of operations in 2017, 2016 or 2015; however, we are continuing to assess the impact of the ACA on our healthcare benefit costs. The regulatory environment is still developing, and the potential exists for future legislation and regulations to be adopted. These developments, as well as the increasingly strict regulatory environment, may also adversely affect the customers to which, and the markets into which, we sell our products, and increase our costs and otherwise negatively affect our business, consolidated financial condition or results of operations, including in ways that cannot yet be foreseen.

Our annual effective income tax rate can change materially as a result of changes in our mix of U.S. and foreign earnings and other factors, including changes in tax laws and changes made by regulatory authorities.

Our overall effective income tax rate is equal to our total tax expense as a percentage of total earnings before tax. However, income tax expense and benefits are not recognized on a global basis but rather on a jurisdictional or legal entity basis. Losses in one jurisdiction may not be used to offset profits in other jurisdictions and may cause an increase in our tax rate. Changes in the mix of earnings (or losses) between jurisdictions and assumptions used in the calculation of income taxes, among other factors, could have a significant effect on our overall effective income tax rate.

We are subject to taxation in multiple jurisdictions. As a result, any adverse development in the tax laws of any of these jurisdictions or any disagreement with our tax positions could have a material adverse effect on our business, consolidated financial condition or results of operations.

We are subject to taxation in, and to the tax laws and regulations of, multiple jurisdictions as a result of the international scope of our operations and our corporate and financing structure. Tax laws are dynamic and subject to change as new laws are passed and new interpretations of the law are issued or applied. The U.S. recently enacted significant tax reform, and certain provisions of the new law may adversely affect us. Many countries in the European Union, as well as a number of other countries and organizations such as the Organization for Economic Cooperation and Development, are actively considering changes to existing tax laws that, if enacted, could increase our tax obligations in countries where we do business. Additional changes in tax laws could increase our overall taxes and our business, consolidated financial condition or results of operations could be adversely effected in a material way. In addition, the tax authorities in any applicable jurisdiction, including the U.S., may disagree with the positions we have taken or intend to take regarding the tax treatment or characterization of any of our transactions. If any applicable tax authorities, including U.S. tax authorities, were to successfully challenge the tax treatment or characterization of any of our transactions, it could have a material adverse effect on our business, consolidated financial condition or results of our operations.

U.S. federal income tax reform could adversely affect us.

The 2017 Tax Cuts and Jobs Act (the "TCJA"), which was enacted on December 22, 2017, significantly affects U.S. tax law by changing how the U.S. imposes income tax on multinational corporations. The TCJA, among other things, reduces the U.S. corporate income tax rate from 35% to 21%, creates a territorial tax system with a one-time mandatory tax on previously deferred foreign earnings of U.S. subsidiaries, and creates a new tax on certain foreign earnings. We continue to examine the impact the TCJA may have on our business. The TCJA requires complex computations not previously provided in U.S. tax law. As such, the application of accounting guidance for such items is currently uncertain. Further, compliance with the TCJA and the accounting for such provisions require the accumulation of information not previously required or regularly produced. As a result, and in conjunction with the complexity of the tax implications associated with the sale of Diversey, we are in the process of quantifying the mandatory tax on previously deferred foreign earnings of our U.S. subsidiaries. This amount could have a material adverse effect on our consolidated financial position, results of operations and/or statement of cash flows.

Concerns about greenhouse gas ("GHG") emissions and climate change and the resulting governmental and market responses to these issues could increase costs that we incur and could otherwise affect our consolidated financial condition or results of operations.

Numerous legislative and regulatory initiatives have been enacted and proposed in response to concerns about GHG emissions and climate change. We are a manufacturing entity that utilizes petrochemical-based raw materials to produce many of our products, including plastic packaging materials. Increased environmental legislation or regulation could result in higher costs for us in the form of higher raw materials, freight and energy costs. We could also incur additional compliance costs for monitoring and reporting emissions and for maintaining permits. It is also possible that certain materials might cease to be permitted to be used in our processes.

We are subject to a variety of environmental and product registration laws that expose us to potential financial liability and increased operating costs.

Our operations are subject to a number of federal, state, local and foreign environmental, health and safety laws and regulations that govern, among other things, the manufacture of our products, the discharge of pollutants into the air, soil and water and the use, handling, transportation, storage and disposal of hazardous materials.

Many jurisdictions require us to have operating permits for our production and warehouse facilities and operations. Any failure to obtain, maintain or comply with the terms of these permits could result in fines or penalties, revocation or nonrenewal of our permits, or orders to cease certain operations, and may have a material adverse effect on our business, financial condition, results of operations and cash flows.

We generate, use and dispose of hazardous materials in our manufacturing processes. In the event our operations result in the release of hazardous materials into the environment, we may become responsible for the costs associated with the investigation and remediation of sites at which we have released pollutants, or sites where we have disposed or arranged for the disposal of hazardous wastes, even if we fully complied with environmental laws at the time of disposal. We have been, and may continue to be, responsible for the cost of remediation at some locations.

Some jurisdictions have laws and regulations that govern the registration and labeling of some of our products. We expect significant future environmental compliance obligations in our European operations as a result of a European Union (“EU”) Directive “Registration, Evaluation, Authorization, and Restriction of Chemicals” (EU Directive No. 2006/1907) enacted on December 18, 2006. The directive imposes several requirements related to the identification and management of risks related to chemical substances manufactured or marketed in Europe. The EU has also recently enacted a “Classification, Packaging and Labeling” regulation. Other jurisdictions may impose similar requirements.

We cannot predict with reasonable certainty the future cost to us of environmental compliance, product registration, or environmental remediation. Environmental laws have become more stringent and complex over time. Our environmental costs and operating expenses will be subject to evolving regulatory requirements and will depend on the scope and timing of the effectiveness of requirements in these various jurisdictions. As a result of such requirements, we may be subject to an increased regulatory burden, and we expect significant future environmental compliance obligations in our operations. Increased compliance costs, increasing risks and penalties associated with violations, or our inability to market some of our products in certain jurisdictions may have a material adverse effect on our business, consolidated financial condition or results of operations.

Our insurance policies may not cover all operating risks and a casualty loss beyond the limits of our coverage could adversely impact our business.

Our business is subject to operating hazards and risks relating to handling, storing, transporting and use of the products we sell. We maintain insurance policies in amounts and with coverage and deductibles that we believe are reasonable and prudent. Nevertheless, our insurance coverage may not be adequate to protect us from all liabilities and expenses that may arise from claims for personal injury or death or property damage arising in the ordinary course of business, and our current levels of insurance may not be maintained or available in the future at economical prices. If a significant liability claim is brought against us that are not adequately covered by insurance, we may have to pay the claim with our own funds, which could have a material adverse effect on our business, consolidated financial condition or results of operations.

If we are not able to protect our trade secrets or maintain our trademarks, patents and other intellectual property, we may not be able to prevent competitors from developing similar products or from marketing their products in a manner that capitalizes on our trademarks, and this loss of a competitive advantage could decrease our profitability and liquidity.

Our ability to compete effectively with other companies depends, in part, on our ability to maintain the proprietary nature of our owned and licensed intellectual property. If we were unable to maintain the proprietary nature of our intellectual property and our significant current or proposed products, this loss of a competitive advantage could result in decreased sales or increased operating costs, either of which could have a material adverse effect on our business, consolidated financial condition or results of operations.

We rely on trade secrets to maintain our competitive position, including protecting the formulation and manufacturing techniques of many of our products. As such, we have not sought U.S. or international patent protection for some of our principal product formulas and manufacturing processes. Accordingly, we may not be able to prevent others from developing products that are similar to or competitive with our products.

We own a large number of patents and pending patent applications on our products, aspects thereof, methods of use and/or methods of manufacturing. There is a risk that our patents may not provide meaningful protection and patents may never be issued for our pending patent applications.

We own, or have licenses to use, all of the material trademark and trade name rights used in connection with the packaging, marketing and distribution of our major products both in the U.S. and in other countries/regions where our products are principally sold. Trademark and trade name protection is important to our business. Although most of our trademarks are registered in the U.S. and in the foreign countries/regions in which we operate, we may not be successful in asserting trademark or trade name protection. In addition, the laws of some foreign countries/regions may not protect our intellectual property rights to the same extent as the laws of the U.S. The costs required to protect our trademarks and trade names may be substantial.

We cannot be certain that we will be able to assert these intellectual property rights successfully in the future or that they will not be invalidated, circumvented or challenged. Other parties may infringe on our intellectual property rights and may thereby dilute the value of our intellectual property in the marketplace. Third parties, including competitors, may assert intellectual property infringement or invalidity claims against us that could be upheld. Intellectual property litigation, which could result in substantial cost to and diversion of effort by us, may be necessary to protect our trade secrets or proprietary technology or for us to defend against claimed infringement of the rights of others and to determine the scope and validity of others' proprietary rights. We may not prevail in any such litigation, and if we are unsuccessful, we may not be able to obtain any necessary licenses on reasonable terms or at all.

Any failure by us to protect our trademarks and other intellectual property rights may have a material adverse effect on our business, consolidated financial condition or results of operations.

As a result of acquisitions we may record a significant amount of goodwill and other identifiable intangible assets and we may never realize the full carrying value of the related assets.

As a result of acquisitions we record a significant amount of goodwill and other identifiable intangible assets, including customer relationships, trademarks and developed technologies.

We test goodwill and intangible assets with indefinite useful lives for possible impairment annually during the fourth quarter of each fiscal year or more frequently if events or changes in circumstances indicate that the asset might be impaired. Amortizable intangible assets are periodically reviewed for possible impairment whenever there is evidence that events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment may result from, among other things, (i) a decrease in our expected net earnings; (ii) adverse equity market conditions; (iii) a decline in current market multiples; (iv) a decline in our common stock price; (v) a significant adverse change in legal factors or business climates; (vi) an adverse action or assessment by a regulator; (vii) heightened competition; (viii) strategic decisions made in response to economic or competitive conditions; or (ix) a more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or disposed of. In the event that we determine that events or circumstances exist that indicate that the carrying value of goodwill or identifiable intangible assets may no longer be recoverable, we might have to recognize a non-cash impairment of goodwill or other identifiable intangible assets, which could have a material adverse effect on our consolidated financial condition or results of operations.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We manufacture products in 94 facilities, with 15 of those facilities serving more than one of our business segments and our Medical and Other categories of products. The geographic dispersion of our manufacturing facilities is as follows:

Geographic Region	Number of Manufacturing Facilities
North America	32
Europe, Middle East and Africa ("EMEA")	26
Latin America	10
Asia, Australia and New Zealand ("APAC")	26
Total	94

Manufacturing Facilities by Reportable Segment and Other

Food Care: We produce Food Care products in 37 manufacturing facilities, of which 8 are in North America, 12 in EMEA, 8 in Latin America, 9 in APAC.

Product Care: We produce Product Care products in 72 manufacturing facilities, of which 27 are in North America, 20 in EMEA, 3 in Latin America, 22 in APAC.

Other Property Information

We own the large majority of our manufacturing facilities. Some of these facilities are subject to secured or other financing arrangements. We lease the balance of our manufacturing facilities, which are generally smaller sites. Our manufacturing facilities are usually located in general purpose buildings that house our specialized machinery for the manufacture of one or more products. Because of the relatively low density of our air cellular, polyethylene foam and protective mailer products, we realize significant freight savings by locating our manufacturing facilities for these products near our customers and distributors.

We also occupy facilities containing sales, distribution, technical, warehouse or administrative functions at a number of locations in the U.S. and in many foreign countries/regions. Some of these facilities are located on the manufacturing sites that we own and some of these are leased. Stand-alone facilities of these types are generally leased. Our global headquarters is located in an owned property in Charlotte, North Carolina. For a list of those countries/regions outside of the U.S. where we have operations, see "Foreign Operations" above. Our website, www.sealedair.com, contains additional information about our worldwide business.

We believe that our manufacturing, warehouse, office and other facilities are well maintained, suitable for their purposes and adequate for our needs.

Item 3. Legal Proceedings

The information set forth in Note 17, "Commitments and Contingencies," of the Notes to Consolidated Financial Statements under the caption "Cryovac Transaction Commitments and Contingencies" is incorporated herein by reference.

At December 31, 2017, we were a party to, or otherwise involved in, several federal, state and foreign environmental proceedings and private environmental claims for the cleanup of "Superfund" sites under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 and other sites. We may have potential liability for investigation and cleanup of some of these sites. It is our policy to accrue for environmental cleanup costs if it is probable that a liability has been incurred and if we can reasonably estimate an amount or range of costs associated with various alternative remediation strategies, without giving effect to any possible future insurance proceeds. As assessments and cleanups proceed, we review these liabilities periodically and adjust our reserves as additional information becomes available. At December 31, 2017, environmental related reserves were not material to our consolidated financial condition or results of operations. While it is often difficult to estimate potential liabilities and the future impact of environmental matters, based upon the information currently available to us and our experience in dealing with these matters, we believe that our potential future liability with respect to these sites is not material to our consolidated financial condition or results of operations.

We are also involved in various other legal actions incidental to our business. We believe, after consulting with counsel, that the disposition of these other legal proceedings and matters will not have a material effect on our consolidated financial condition or results of operations.

Item 4. Mine Safety Disclosures.

Not applicable.

Executive Officers of the Registrant

The information appearing in the table below sets forth the current position or positions held by each of our executive officers, the officer's age as of January 31, 2018, the year in which the officer was first elected to the position currently held with us or with the former Sealed Air Corporation, now known as Sealed Air Corporation (US) and a wholly-owned subsidiary of the Company, and the year in which such person was first elected an officer. All of our officers serve at the pleasure of the Board of Directors.

There are no family relationships among any of our officers or directors.

Name and Current Position	Age as of January 31, 2018	First Elected to Current Position	First Elected an Officer
Edward L. Doheny II President, Chief Executive Officer and Director	55	2018	2017
Emile Z. Chammas Senior Vice President	49	2010	2010
Kenneth P. Chrisman Senior Vice President	53	2014	2014
Karl R. Deily Senior Vice President	60	2006	2006
William G. Stiehl Acting Chief Financial Officer, Chief Accounting Officer and Controller	56	2013	2013

Mr. Doheny joined Sealed Air as Chief Operating Officer and CEO-Designate in September 2017 and was elected a Director of Sealed Air Corporation. He became President and CEO effective January 1, 2018. Prior to joining the Company in September 2017, Mr. Doheny served as President and Chief Executive Officer and a Director of Joy Global Inc. from December 2013 through May 2017. Mr. Doheny also served as the Executive Vice President of Joy Global and President and Chief Operating Officer of its Underground Mining Machinery business from 2006 to 2013, where he had global responsibility for the company's underground mining machinery business. Prior to joining Joy Global, Mr. Doheny had a 21-year career with Ingersoll-Rand Corporation holding a series of senior executive positions of increasing responsibility, including President of Industrial Technologies from 2003 to 2005 and as President of the Air Solutions Group from 2000 to 2003.

Before joining the Company in November 2010, Mr. Chammas was the Vice President, Worldwide Supply Chain, for the Wm. Wrigley Jr. Company, a confectionery company, from October 2008 through October 2010, and prior to that served in management positions of increasing responsibility in supply chain, operations and procurement with the Wm. Wrigley Jr. Company from January 2002 until October 2008.

Prior to being elected as an officer in August 2014, Mr. Chrisman served in a variety of management positions with the Company, including Global Vice President of Cushioning Solutions, Vice President and General Manager of Global Specialty Foams and Vice President of Customer Equipment. Mr. Chrisman has been an employee of the Company for 29 years.

Effective October 31, 2017, the Company appointed Mr. Stiehl as Acting Chief Financial Officer. Prior to joining the Company in January 2013, Mr. Stiehl was Vice President of Finance and Controller of the Aerostructures business unit of United Technologies Corporation from July 2012 through December 2012. Mr. Stiehl worked at Goodrich Corporation from 2006 through 2012. Mr. Stiehl also served as Senior Audit Manager with Deloitte and has worked in various accounting and finance positions for over twenty-five years with increasing levels of responsibilities.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is listed on the New York Stock Exchange under the trading symbol SEE. The table below shows the quarterly high and low closing sales prices of our common stock and cash dividends per share for 2017 and 2016.

2017	High	Low	Dividend
First Quarter	\$50.22	\$43.30	\$ 0.16
Second Quarter	46.41	42.30	0.16
Third Quarter	46.12	41.72	0.16
Fourth Quarter	49.66	43.01	0.16

2016	High	Low	Dividend
First Quarter	\$48.53	\$38.36	\$ 0.13
Second Quarter	52.68	43.55	0.16
Third Quarter	49.41	45.11	0.16
Fourth Quarter	48.84	42.45	0.16

As of February 9, 2018, there were approximately 4,261 holders of record of our common stock.

Dividends

Our Amended Credit Facility and the senior notes contain covenants that restrict our ability to declare or pay dividends. However, we do not believe these covenants are likely to materially limit the future payment of quarterly cash dividends on our common stock.

The following table shows our total cash dividends paid each year since 2010.

	Total Cash Dividends Paid (In millions)	Total Cash Dividends Paid per Common Share
2010	\$ 79.7	\$ 0.50
2011	87.4	0.52
2012	100.9	0.52
2013	102.0	0.52
2014	110.9	0.52
2015	106.8	0.52
2016	121.6	0.61
2017	119.7	0.64
Total	\$ 829.0	

The dividend payments discussed above are recorded as reductions to cash and cash equivalents and retained earnings on our Consolidated Balance Sheets. From time to time, we may consider other means of returning value to our stockholders based on our consolidated financial condition and results of operations. There is no guarantee that our Board of Directors will declare any further dividends.

Common Stock Performance Comparisons

The following graph shows, for the five years ended December 31, 2017, the cumulative total return on an investment of \$100 assumed to have been made on December 31, 2012 in our common stock. The graph compares this return (“SEE”) with that of comparable investments assumed to have been made on the same date in: (a) the Standard & Poor’s 500 Stock Index (“Composite S&P 500”) and (b) a self-constructed peer group (“Peer Group”).

The Peer Group includes us and the following companies: AptarGroup, Inc.; Ashland Global Holdings Inc.; Avery Dennison Corporation; Axalta Coating Systems Ltd.; Ball Corporation; Bemis Company, Inc; Berry Global Group, Inc.; Celanese Corporation; Crown Holdings, Inc.; Greif, Inc.; Graphic Packaging Holding Company; Maple Leaf Foods Inc.; Owens-Illinois, Inc.; Packaging Corporation of America; PolyOne Corporation; Silgan Holdings Inc.; and Sonoco Products Company.

Total return for each assumed investment assumes the reinvestment of all dividends on December 31 of the year in which the dividends were paid.

Issuer Purchases of Equity Securities

The table below sets forth the total number of shares of our common stock, par value \$0.10 per share, that we repurchased in each month of the quarter ended December 31, 2017, the average price paid per share and the maximum number of shares that may yet be purchased under our publicly announced plans or programs.

Period	Total Number of Shares Purchased ⁽ⁱ⁾	Average Price Paid Per Share ⁽ⁱ⁾	Total Number of Shares Purchased as Part of Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
	(a)	(b)	(c)	(d)
Balance as of September 30, 2017				\$ 1,490,004,316
October 1, 2017 through October 31, 2017	6,691	—	—	1,490,004,316
November 1, 2017 through November 30, 2017	9,580,524	44.99	9,575,792	1,057,017,974
December 1, 2017 through December 31, 2017	2,299,461	48.58	2,263,800	947,060,470
Total	11,886,676		11,839,592	\$ 947,060,470

We acquired shares by means of (i) a share trading plan we entered into with our brokers and pursuant to our publicly announced program (described below), (ii) accelerated share repurchase programs we entered into or terminated during the quarter, (iii) shares withheld from awards under our Omnibus Incentive Plan (the successor plan to our 2005 Contingent Stock Plan) pursuant to the provision thereof that permits minimum tax withholding obligations or other legally required charges to be satisfied by having us withhold shares from an award under that plan and (iv) shares reacquired pursuant to the forfeiture provision of our Omnibus Incentive Plan. We report price calculations in column (b) in the table above only for shares purchased as part of our publicly announced program, when applicable. For shares withheld for minimum tax withholding obligations or other legally required charges, we withhold shares at a price equal to their fair market value. We do not make payments for shares reacquired by the Company pursuant to the forfeiture provision of the Omnibus Incentive Plan as those shares are simply forfeited.

Period	Shares withheld for tax obligations and charges	Average withholding price for shares in column "a"	Forfeitures under Omnibus Incentive Plan	Total
	(a)	(b)	(c)	(d)
October 2017	1,647	\$ 44.16	5,044	6,691
November 2017	—	—	4,732	4,732
December 2017	35,661	49.30	—	35,661
Total	37,308		9,776	47,084

On July 9, 2015, the Board of Directors authorized a new stock repurchase program to repurchase up to \$1.5 billion of the Company's issued and outstanding common stock. This new program replaced the previous stock repurchase program approved in August 2007. On March 25, 2017, the Board of Directors further authorized up to an additional \$1.5 billion of repurchases of the Company's outstanding common stock under such program. This program has no set expiration date.

Item 6. Selected Financial Data

(In millions, except share data)	Year Ended December 31,				
	2017	2016	2015	2014	2013
Consolidated Statements of Operations Data ⁽³⁾ :					
Net sales	\$4,461.6	\$4,211.3	\$4,410.3	\$4,875.0	\$4,825.8
Gross profit	1,417.2	1,404.9	1,455.2	1,438.3	1,360.0
Operating profit	596.0	631.4	617.4	553.8	520.0
Loss on debt redemption	—	(0.1)	(110.0)	(102.5)	(36.3)
Earnings from continuing operations before income tax provision	393.3	387.9	291.4	186.4	104.1
Net earnings (loss) from continuing operations	62.8	292.3	158.8	164.6	13.4
Gain on sale of discontinued operations, net of taxes ⁽¹⁾⁽²⁾	640.7	—	—	—	22.9
Net earnings from discontinued operations, net of tax ⁽¹⁾⁽²⁾	111.4	194.1	176.6	93.5	89.5
Net earnings available to common stockholders	\$814.9	\$486.4	\$335.4	\$258.1	\$125.8
Basic and diluted net earnings (loss) per common share:					
Basic					
Continuing operations	\$0.34	\$1.50	\$0.78	\$0.78	\$0.07
Discontinued operations ⁽¹⁾⁽²⁾	3.99	0.99	0.85	0.44	0.58
Net earnings per common share—basic	\$4.33	\$2.49	\$1.63	\$1.22	\$0.65
Diluted					
Continuing operations	\$0.33	\$1.48	\$0.77	\$0.77	\$0.06
Discontinued operations ⁽¹⁾⁽²⁾	3.96	0.98	0.85	0.43	0.52
Net earnings per common share—diluted	\$4.29	\$2.46	\$1.62	\$1.20	\$0.58
Dividends per common share	\$0.64	\$0.61	\$0.52	\$0.52	\$0.52
Consolidated Balance Sheets Data:					
Total assets	\$5,280.3	\$7,415.5	\$7,395.1	\$7,912.0	\$9,132.3
Settlement agreement and related accrued interest	—	—	—	—	925.1
Long-term debt, less current portion ⁽¹⁾⁽²⁾	3,230.5	3,762.6	4,076.7	4,014.1	3,920.6
Total stockholders' equity	152.3	609.7	527.0	1,162.8	1,416.3
Consolidated Cash Flows Data ⁽³⁾ :					
Net cash provided by (used in) operating activities	\$424.4	\$906.9	\$982.1	\$(218.8)	\$640.4
Net cash provided by (used in) investing activities	1,813.6	(314.8)	(60.0)	(126.3)	(113.9)
Net cash used in financing activities	(1,864.3)	(540.9)	(788.7)	(321.2)	(319.9)
Other Financial Data:					
Depreciation and amortization	\$149.3	\$214.0	\$213.3	\$107.5	\$120.5
Share-based incentive compensation	44.9	59.9	61.2	46.4	24.1
Capital expenditures	(183.8)	(275.7)	(184.0)	129.7	102.3

(1) Operating results for the Diversey Care division and the Food Hygiene and Cleaning business within our Food Care division were reclassified to discontinued operations in 2013 through the sale on September 6, 2017. The related assets and liabilities were reclassified to assets and liabilities held for sale as of December 31, 2013. See Note 3, "Discontinued Operations, Divestitures and Acquisitions," of the Notes to Consolidated Financial Statements for further information about the sale of the Diversey Care division and the Food Hygiene and Cleaning business within our Food Care division.

(2) Operating results for the rigid medical packaging business were reclassified to discontinued operations in 2013. See Note 3, "Discontinued Operations, Divestitures and Acquisitions," of the Notes to Consolidated Financial Statements in our previously filed Form 10-K for the year ended December 31, 2013 for further information about the sale of our rigid medical packaging business in 2013.

(3)

See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” for a discussion of the factors that contributed to our consolidated operating results and our consolidated cash flows for the three years ended December 31, 2017.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The information in this MD&A should be read together with our Consolidated Financial Statements and related notes set forth in Part II, Item 8, as well as the discussion included in Part I, Item 1A, "Risk Factors," of this Annual Report on Form 10-K. All amounts and percentages are approximate due to rounding and all dollars are in millions, except per share amounts.

On March 25, 2017, we entered into a definitive agreement to sell the Diversey Care division and the Food Hygiene and Cleaning business within the Food Care division (collectively "Diversey"). The sale of Diversey was completed on September 6, 2017. The net assets of Diversey met the criteria to be classified as "held for sale" for the period ended December 31, 2016. Results of operations for Diversey are reported as discontinued operations in all periods presented. See Note 3, "Discontinued Operations, Divestitures and Acquisitions" of the Notes to the Consolidated Financial Statements for further information.

The Company's segment reporting structure now consists of two reportable segments and a Corporate category as follows:

Food Care (including Medical Applications and New Ventures businesses); and
Product Care.

The Company's Food Care and Product Care segments are considered reportable segments under FASB ASC Topic 280. Our reportable segments are aligned with similar groups of products and management team. Corporate includes certain costs that are not allocated to the reportable segments, primarily consisting of unallocated corporate overhead costs, including administrative functions and cost recovery variances not allocated to the reportable segments from global functional expenses.

See Note 4, "Segments" of the Notes to the Consolidated Financial Statements for further information.

Overview

We are a global leader in food safety and security and product protection. We serve an array of end markets including food and beverage processing, food service, retail, healthcare and industrial, and commercial and consumer applications. Our focus is on achieving quality sales growth through leveraging our geographic footprint, technological know-how and leading market positions to bring measurable, sustainable value to our customers, employees and investors. We have widely recognized and inventive brands such as Cryovac® packaging technology, and our Bubble Wrap® brand cushioning, Jiffy® protective mailers, and Instapak® foam-in-place systems. As of December 31, 2017, we employed approximately 2,300 sales, marketing and customer service personnel throughout the world who sell and market our products to and through a large number of distributors, fabricators, converters, e-commerce and mail order fulfillment firms, and contract packaging firms as well as directly to end-users such as food processors, food service businesses, supermarket retailers, lodging, retail pharmaceutical companies, healthcare facilities, medical device manufacturers, and other manufacturers. We have no material long-term contracts for the distribution of our products. In 2017, no customer or affiliated group of customers accounted for 10% or more of our consolidated net sales.

Historically, net sales in our Food Care segment have tended to be slightly lower in the first quarter and slightly higher towards the end of the third quarter through the fourth quarter, due to holiday events. Net sales in our Product Care segment have also tended to be slightly lower in the first quarter and higher in the mid-third quarter and through the fourth quarter due to the holiday shopping season. On a consolidated basis, there is little seasonality in the business with net sales slightly lower in the first quarter and slightly higher towards the end of the third quarter through the fourth quarter. Our consolidated net earnings typically trend directionally the same as our net sales seasonality. Cash flow from operations tends to be higher in the second half of the year, reflecting seasonality of sales and working capital changes, including the timing of certain annual incentive compensation payments.

Other factors may outweigh the effects of seasonal changes in our net earnings results including, but not limited to, changes in raw materials and other costs, foreign exchange rates, interest rates, taxes and the timing and amount of acquisition synergies and restructuring and other non-recurring charges.

Competition for most of our packaging products is based primarily on packaging performance characteristics, service and price. Since competition is also based upon innovations in packaging technology, we maintain ongoing research

and development programs to enable us to maintain technological leadership. Competition is both global and regional in scope and

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includes numerous small, local competitors with limited product portfolios and geographic reach. For more details, see “Competition” included in Part I, Item 1 “Business.”

Our net sales are sensitive to developments in our customers’ business or market conditions, changes in the global economy, and the effects of foreign currency translation. Our costs can vary materially due to changes in input costs, including petrochemical-related costs (primarily resin costs), which are not within our control. Consequently, our management focuses on reducing those costs that we can control and using petrochemical-based and other raw materials as efficiently as possible. We also believe that our global presence helps to insulate us from localized changes in business conditions.

We manage our businesses to generate substantial operating cash flow. We believe that our operating cash flow will permit us to continue to spend on innovative research and development and to invest in our business by means of capital expenditures for property and equipment and acquisitions. Moreover, we expect that our ability to generate substantial operating cash flow should provide us with the flexibility to repay debt and to return capital to our stockholders.

Recent Events and Trends

On October 2, 2017, the Product Care Division acquired Fagerdala Singapore Pte Ltd., a manufacturer and fabricator of polyethylene foam for approximately \$100 million in cash. Refer to Note 3, “Discontinued Operations, Divestitures and Acquisitions,” of the Notes to the Consolidated Financial Statements for additional information on the acquisition.

On December 22, 2017, U.S. federal legislation, commonly referred to as the Tax Cuts and Jobs Act (the “TCJA”), was signed into law, significantly reforming tax law by changing how the U.S. imposes income tax on multinational corporations. The TCJA, among other things, reduces the U.S. corporate income tax rate from 35% to 21%, creates a territorial tax system with a one-time mandatory tax on previously deferred foreign earnings of U.S. subsidiaries, and creates new taxes on certain foreign earnings. Refer to Note 16, “Income Taxes” of the Notes to the Consolidated Financial Statements for additional information on the TCJA.

The Company was a party in an anti-trust class-action litigation settlement that approved a distribution to the Company of net proceeds of approximately \$13 to \$15 million, with the majority expected to be received in early 2018, and any remaining balance upon subsequent Court order.

Highlights of Financial Performance

Below are the highlights of our financial performance for the three years ended December 31.

(In millions, except per share amounts)	Year Ended December 31,			2017 vs. 2016		2016 vs. 2015	
	2017	2016	2015	% Change	% Change		
Net sales	\$4,461.6	\$4,211.3	\$4,410.3	5.9	%	(4.5))%
Gross profit	\$1,417.2	\$1,404.9	\$1,455.2	0.9	%	(3.5))%
As a % of net sales	31.8	% 33.4	% 33.0	%			
Operating profit	\$596.0	\$631.4	\$617.4	(5.6))%	2.3	%
As a % of net sales	13.4	% 15.0	% 14.0	%			
Net earnings from continuing operations	\$62.8	\$292.3	\$158.8	(78.5))%	84.1	%
Gain loss on discontinued operations, net of taxes	\$640.7	\$—	\$—	100.0	%	—	%
Net earnings from discontinued operations, net of taxes	\$111.4	\$194.1	\$176.6	(42.6))%	9.9	%
Net earnings available to common stockholders	\$814.9	\$486.4	\$335.4	67.5	%	45.0	%
Basic:							
Continuing operations	\$0.34	\$1.50	\$0.78	(77.3))%	92.3	%
Discontinued operations	3.99	0.99	0.85	303.0	%	16.5	%
Net earnings per common share - basic	\$4.33	\$2.49	\$1.63	73.9	%	52.8	%
Diluted:							
Continuing operations	\$0.33	\$1.48	\$0.77	(77.7))%	92.2	%
Discontinued operations	3.96	0.98	0.85	304.1	%	15.3	%
Net earnings per common share - diluted	\$4.29	\$2.46	\$1.62	74.4	%	51.9	%
Weighted average number of common shares outstanding:							
Basic	186.9	194.3	203.9				
Diluted	188.9	197.2	206.7				
Non-U.S. GAAP Adjusted EBITDA from continuing operations ⁽¹⁾	\$833.3	\$809.2	\$850.1	3.0	%	(4.8))%
Non-U.S. GAAP Adjusted EPS from continuing operations ⁽²⁾⁽³⁾	\$1.81	\$1.70	\$1.84	6.5	%	(7.6))%

(1) See Note 4, "Segments" of the Notes to Consolidated Financial Statements for a reconciliation of U.S. GAAP net earnings to Non-U.S. GAAP Adjusted EBITDA.

(2) See "Diluted Net Earnings per Common Share" below for a reconciliation of our U.S. GAAP EPS to our non-U.S. GAAP adjusted EPS.

(3) Represents U.S. GAAP EPS adjusted for the net effect of Special Items, which are certain specified infrequent, non-operational or one-time costs/credits.

Diluted Net Earnings per Common Share

The following table presents a reconciliation of our U.S. GAAP EPS to non-U.S. GAAP adjusted EPS from continuing operations.

(In millions, except per share data)	Year Ended December 31,					
	2017		2016		2015	
	Net Earnings	EPS	Net Earnings	EPS	Net Earnings	EPS
U.S. GAAP net earnings and EPS available to common stockholders from continuing operations ⁽¹⁾	\$62.8	\$0.33	\$292.3	\$1.48	\$158.8	\$0.77
Special Items ⁽²⁾	279.8	1.48	42.4	0.22	221.1	1.07
Non-U.S. GAAP adjusted net earnings and adjusted EPS available to common stockholders from continuing operations	\$342.6	\$1.81	\$334.7	\$1.70	\$379.9	\$1.84
Weighted average number of common shares outstanding – Diluted		188.9		197.2		206.7

⁽¹⁾ Net earnings per common share are calculated under the two-class method.

⁽²⁾ Special Items include the following:

(In millions, except per share data)	Year Ended December 31,		
	2017	2016	2015
Special Items:			
Restructuring and other charges ⁽¹⁾	\$(12.1)	\$(2.5)	\$(48.7)
Other restructuring associated costs included in cost of sales and selling, general and administrative expenses	(14.3)	(19.8)	(25.7)
SARs	2.6	(0.7)	(3.9)
Foreign currency exchange loss related to Venezuelan subsidiaries	—	(1.7)	(27.2)
Charges related to ceasing operations in Venezuela ⁽¹⁾	—	(48.5)	—
Loss on debt redemption and refinancing activities	—	(0.1)	(110.0)
(Loss) gain on sale of North American foam trays and absorbent pads business and European food trays business	—	(1.8)	13.4
Charges related to acquisitions and divestitures and the sale of property, plant and equipment	(15.5)	—	—
Charges incurred related to the sale of Diversey	(68.6)	(1.4)	—
Settlement/curtailment benefits related to the sale of Diversey pension plans	13.5	—	—
Other Special Items ⁽²⁾	(3.1)	(0.6)	(1.2)
Pre-tax impact of Special Items	\$(97.5)	\$(77.1)	\$(203.3)
Tax impact of Special Items and Tax Special Items ⁽³⁾	(182.3)	34.7	(17.8)
Net impact of Special Items	\$(279.8)	\$(42.4)	\$(221.1)
Weighted average number of common shares outstanding - Diluted	188.9	197.2	206.7
Earnings per share impact from Special Items	\$(1.48)	\$(0.22)	\$(1.07)

Due to the ongoing challenging economic situation in Venezuela, the Company approved a program in the second quarter of 2016 to cease operations in the country. Refer to Note 2, "Summary of Significant Accounting Policies and Recently Issued Accounting Standards" of the Notes to the Consolidated Financial Statements for further details.

⁽²⁾ Other Special Items for the year ended December 31, 2017 primarily included transaction costs related to reorganizations. Other Special Items for the year ended December 31, 2016 primarily included legal fees associated with restructuring and immaterial divestitures and acquisitions partially offset by a reduction in a non-income tax

reserve following the completion of a governmental audit. Other Special Items for the year ended December 31, 2015 primarily included legal fees associated with restructuring and acquisitions.

⁽³⁾ Refer to Note 1 of the following table for a description of Tax Special Items.

Our U.S. GAAP and non-U.S. GAAP income taxes are as follows:

(In millions, except per share data)	Year Ended December 31,		
	2017	2016	2015
U.S. GAAP Earnings before income tax provision	\$393.3	\$387.9	\$291.4
Pre-tax impact of Special Items	(97.5)	(77.1)	(203.3)
Non-U.S. GAAP Adjusted Earnings before income tax provision	\$490.8	\$465.0	\$494.7
U.S. GAAP Income tax provision	\$330.5	\$95.6	\$132.6
Tax Special Items ⁽¹⁾	(208.1)	23.7	(73.6)
Tax impact of Special Items ⁽²⁾	25.8	11.0	55.8
Non-U.S. GAAP Adjusted Income tax provision	\$148.2	\$130.3	\$114.8
U.S. GAAP Effective income tax rate	84.0 %	24.6 %	45.5 %
Non-U.S. GAAP Adjusted income tax rate	30.2 %	28.0 %	23.2 %

(1) For the year ended December 31, 2017, the Tax Special Items include the impact of the sale of Diversey, the revaluation of deferred tax assets as a result of U.S. Tax Reform and an increase in unrecognized tax benefits in foreign jurisdictions. For the year ended December 31, 2016, the Tax Special Items included adjustments to foreign tax credits and a change in the permanent reinvestment assertion in some of our foreign jurisdictions (i.e. a change in our repatriation of foreign earnings strategy). For the year ended December 31, 2015, the Tax Special Items included an increase in unrecognized tax benefits related to the Settlement Agreement.

(2) The tax rate used to calculate the tax impact of Special Items is based on the jurisdiction in which the charge was recorded.

Foreign Currency Translation Impact on Consolidated Financial Results

Since we are a U.S. domiciled company, we translate our foreign currency-denominated financial results into U.S. dollars. Due to the changes in the value of foreign currencies relative to the U.S. dollar, translating our financial results from foreign currencies to U.S. dollars may result in a favorable or unfavorable impact. Historically, the most significant currencies that have impacted the translation of our consolidated financial results are the euro, the Australian dollar, the Brazilian real, the British pound, the Canadian dollar, the Mexican peso and the Venezuelan bolivar.

The following table presents the approximate favorable or (unfavorable) impact foreign currency translation had on some of our consolidated financial results:

(In millions)	2017	2016 vs.
	vs.	2015
	2016	
Net sales	\$29.9	\$(124.9)
Cost of sales	(22.5)	85.6
Selling, general and administrative expenses	(4.9)	20.8
Net earnings	(0.9)	17.0
Adjusted EBITDA	4.9	(39.1)

Net Sales by Geographic Region

The following tables present the components of the change in net sales by geographic region for the year ended December 31, 2017 compared with 2016 and for the year ended December 31, 2016 compared with 2015. We also present the change in net sales excluding the impact of foreign currency translation, a non-U.S. GAAP measure, which we define as “constant dollar.” We believe using constant dollar measures aids in the comparability between periods as

it eliminates the volatility of changes in foreign currency exchange rates.

(In millions)	North America	EMEA	Latin America	APAC	Total
2016 net sales	\$2,237.8	53.1 %	\$962.7	22.9 %	\$396.8 9.4 % \$614.0 14.6 % \$4,211.3
Volume – Units	161.4	7.2 %	12.9	1.3 %	5.9 1.5 % 8.6 1.4 % 188.8 4.5 %
Price/mix ⁽¹⁾	12.9	0.6 %	(7.9)	(0.8)%	4.0 1.0 % (1.0) (0.2)% 8.0 0.2 %
Acquisition	—	— %	—	— %	— % 23.6 3.8 % 23.6 0.6 %
Total constant dollar change (Non-U.S. GAAP)	174.3	7.8 %	5.0	0.5 %	9.9 2.5 % 31.2 5.0 % 220.4 5.2 %
Foreign currency translation	2.9	0.1 %	17.0	1.8 %	2.6 0.7 % 7.4 1.2 % 29.9 0.7 %
Total change (U.S. GAAP)	177.2	7.9 %	22.0	2.3 %	12.5 3.2 % 38.6 6.2 % 250.3 5.9 %
2017 net sales	\$2,415.0	54.1 %	\$984.7	22.1 %	\$409.3 9.2 % \$652.6 14.6 % \$4,461.6
(In millions)	North America	EMEA	Latin America	APAC	Total
2015 net sales	\$2,315.3	52.5 %	\$1,033.1	23.4 %	\$423.3 9.6 % \$638.6 14.5 % \$4,410.3
Volume – Units	68.8	3.0 %	20.8	2.0 %	(27.1) (6.4)% (15.7) (2.6)% 46.8 1.2 %
Price/mix ⁽¹⁾	(88.5)	(3.8)%	(0.4)	— %	72.2 17.1 % (2.7) (0.4)% (19.4) (0.4)%
Divestitures	(52.9)	(2.3)%	(48.6)	(4.7)%	— — % — — % (101.5) (2.3)%
Total constant dollar change (Non-U.S. GAAP)	(72.6)	(3.1)%	(28.2)	(2.6)%	45.1 10.7 % (18.4) (2.9)% (74.1) (1.6)%
Foreign currency translation	(4.9)	(0.3)%	(42.2)	(4.2)%	(71.6) (16.9)% (6.2) (1.0)% (124.9) (2.9)%
Total change (U.S. GAAP)	(77.5)	(3.3)%	(70.4)	(6.8)%	(26.5) (6.2)% (24.6) (3.9)% (199.0) (4.5)%
2016 net sales	\$2,237.8	53.1 %	\$962.7	22.9 %	\$396.8 9.4 % \$614.0 14.5 % \$4,211.3

Our price/mix reported above includes the net impact of our pricing actions and rebates as well as the period-to-period change in the mix of products sold. Also included in our reported price/mix is the net effect of some of our customers purchasing our products in non-U.S. dollar or euro-denominated countries at selling prices denominated in U.S. dollars or euros. This primarily arises when we export products from the U.S. and euro-zone countries. The impact to our reported price/mix of these purchases in other countries at selling prices denominated in U.S. dollars or euros was not material in the periods included in the table above.

Net Sales by Segment

The following tables present the components of change in net sales by our segment reporting structure for 2017 compared with 2016 and 2016 compared with 2015. We also present the change in net sales excluding the impact of foreign currency translation, a non-U.S. GAAP measure, which we define as “constant dollar.” We believe using constant dollar measures aids in the comparability between periods as it eliminates the volatility of changes in foreign currency exchange rates.

(In millions)	Food Care		Product Care		Total Company
2016 Net Sales	\$2,686.8	63.8 %	\$1,524.5	36.2 %	\$4,211.3
Volume – Units	102.6	3.8 %	86.2	5.7 %	188.8 4.5 %
Price/mix ⁽¹⁾	(0.7)	— %	8.7	0.6 %	8.0 0.2 %
Acquisition	—	— %	23.6	1.5 %	23.6 0.6 %
Total constant dollar change (Non-U.S. GAAP)	101.9	3.8 %	118.5	7.8 %	220.4 5.2 %
Foreign currency translation	26.5	1.0 %	3.4	0.2 %	29.9 0.7 %
Total change (U.S. GAAP)	128.4	4.8 %	121.9	8.0 %	250.3 5.9 %
2017 Net Sales	\$2,815.2	63.1 %	\$1,646.4	36.9 %	\$4,461.6
(In millions)	Food Care		Product Care		Total Company
2015 Net Sales	\$2,856.1	64.8 %	\$1,554.2	35.2 %	4,410.3
Volume – Units	25.5	0.9 %	21.3	1.4 %	\$46.8 1.2 %
Price/mix ⁽¹⁾	9.3	0.3 %	(28.7)	(1.8)%	(19.4) (0.4)%
Divestitures	(101.5)	(3.6)%	—	— %	(101.5) (2.3)%
Total constant dollar change (Non- U.S. GAAP)	(66.7)	(2.3)%	(7.4)	(0.5)%	(74.1) (1.6)%
Foreign currency translation	(102.6)	(3.6)%	(22.3)	(1.4)%	(124.9) (2.9)%
Total change (U.S. GAAP)	(169.3)	(5.9)%	(29.7)	(1.9)%	(199.0) (4.5)%
2016 Net Sales	\$2,686.8	63.8 %	\$1,524.5	36.2 %	\$4,211.3

Our price/mix reported above includes the net impact of our pricing actions and rebates as well as the period-to-period change in the mix of products sold. Also included in our reported product price/mix is the net effect of some of our customers purchasing our products in non-U.S. dollar or euro-denominated countries at selling prices denominated in U.S. dollars or euros. This primarily arises when we export products from the U.S. and euro-zone countries. The impact to our reported price/mix of these purchases in other countries at selling prices denominated in U.S. dollars or euros was not material in the periods included in the table above.

Food Care

2017 compared with 2016

As reported, net sales increased \$128 million, or 5%, in 2017 compared with 2016, of which \$27 million was due to positive currency impact. On a constant dollar basis, net sales increased \$102 million, or 4%, in 2017 compared with 2016 primarily due to the following:

- higher unit volumes of \$117 million, reflecting an increase in North America on strong demand of protein packaging and more modest increases in EMEA and Latin America.

This was partially offset by:

- lower unit volumes in APAC of \$14 million primarily due to the continuation of historically low slaughter rates in Australia; and

- unfavorable price/mix of \$1 million.

2016 compared with 2015

As reported, net sales decreased \$169 million, or 6%, in 2016 compared with 2015, of which \$103 million was due to negative currency impact. On a constant dollar basis, net sales decreased \$67 million, or 2%, in 2016 compared with 2015 primarily due to the following:

- the divestiture of our North American foam trays and absorbent pads and European food trays businesses of \$102 million; and

lower unit volumes of \$39 million, reflecting continued economic uncertainty and social and political instability in Latin America, and lower demand in Asia Pacific driven by historically low slaughter rates in Australia.

These were partially offset by:

higher unit volumes of \$64 million, in North America and EMEA combined with strong demand within our core product portfolio, adoption of new products and increased market penetration of advanced packaging solutions; and favorable price/mix of \$9 million reflecting an increase in Latin America and EMEA, primarily due to pricing initiatives implemented to offset currency devaluation, a favorable mix of new higher margin products and the implementation of value-added pricing initiatives and non-material inflationary costs, which was partially offset by unfavorable price/mix in North America primarily attributable to the timing of formula pricing adjustments at key customers.

Product Care

2017 compared with 2016

As reported, net sales increased \$122 million, or 8%, in 2017 compared with 2016, of which \$3 million was due to positive currency impact. On a constant dollar basis, net sales increased \$119 million, or 8%, in 2017 compared with 2016 primarily due to the following:

incremental sales resulting from the acquisition of Fagerdala in Singapore of \$24 million;

higher unit volumes of \$86 million across all regions, primarily in North America due to ongoing strength in the e-Commerce and third party logistics markets as well as increased volume units in APAC; and

favorable price/mix of \$9 million.

2016 compared with 2015

As reported, net sales decreased \$30 million, or 2%, in 2016 compared with 2015, of which \$22 million was due to negative currency impact. On a constant dollar basis, net sales decreased \$7 million, or 1%, in 2016 compared with 2015 primarily due to the following:

- lower unit volumes of \$39 million primarily due to rationalization and weakness in the industrial sector, as well as declines in Latin America due to the political and economic environment; and unfavorable price/mix of \$29 million primarily in North America driven by targeted pricing incentives and an unfavorable product mix related to accelerated growth in e-Commerce and a shift in demand due to more innovative, resource-efficient solutions.

This was partially offset by:

higher unit volumes of \$64 million, primarily in North America and EMEA due to ongoing strength in the e-Commerce and third party logistics markets.

Cost of Sales

Cost of sales for three years ended December 31, were as follows:

(In millions)	Year Ended December 31,			2017 vs.	2016 vs.
	2017	2016	2015	2016	2015
Net sales	\$4,461.6	\$4,211.3	\$4,410.3	5.9 %	(4.5)%
Cost of sales	3,044.4	2,806.4	2,955.1	8.5 %	(5.0)%
As a % of net sales	68.2 %	66.6 %	67.0 %	%	%

2017 compared with 2016

As reported, cost of sales increased by \$238 million, or 8%, in 2017 as compared to 2016. Cost of sales was impacted by unfavorable foreign currency translation of \$23 million. On a constant dollar basis, cost of sales increased \$215 million, or

8%, primarily due to higher raw material costs on increased sales volumes, non-material inflation and freight costs and increase costs due to acquisitions.

2016 compared with 2015

As reported, costs of sales decreased \$149 million, or 5%, in 2016 as compared to 2015. Cost of sales was impacted by favorable foreign currency translation of \$86 million. On a constant dollar basis, cost of sales decreased \$63 million, or 2%, primarily due to the divestiture of the North American foam trays and absorbent pads business and European food trays business of \$79 million. This was partially offset by an increase in expenses representing higher non-material manufacturing and direct costs, including salary and wage inflation, partially offset by restructuring savings and lower incentive based compensation.

Selling, General and Administrative Expenses

Selling, general and administrative (“SG&A”) expenses for three years ended December 31, are included in the table below.

(In millions)	Year Ended December 31,			2017 vs.	2016 vs.
	2017	2016	2015	2016	2015
Selling, general and administrative expenses	\$796.0	\$755.7	\$778.0	5.3 %	(2.9) %
As a % of net sales	17.8 %	17.9 %	17.6 %		

2017 compared with 2016

As reported, SG&A expenses increased \$40 million, or 5%, in 2017 as compared to 2016. SG&A expenses were impacted by unfavorable foreign currency translation of \$5 million. On a constant dollar basis, SG&A expenses increased \$35 million, or 5%, primarily related to salary and wage inflation.

2016 compared with 2015

As reported, SG&A expenses decreased \$22 million, or 3%, in 2016 as compared to 2015. SG&A expenses were impacted by favorable foreign currency translation of \$21 million. On a constant dollar basis, SG&A expenses were essentially the same as in the prior year, reflecting restructuring savings and lower incentive-based compensation, which more than offset salary inflation and targeted investments in sales and marketing.

Amortization Expense of Intangible Assets Acquired

Amortization expense of intangible assets acquired for the years ended December 31, were as follows:

(In millions)	Year Ended December 31,			2017 vs.	2016 vs.
	2017	2016	2015	2016	2015
Amortization expense of intangible assets acquired	\$13.1	\$15.0	\$11.1	(12.7)%	35.1 %
As a % of net sales	0.3 %	0.4 %	0.3 %		

From 2017 to 2016 amortization expense of intangible assets was minimally impacted by foreign currency translation. On a constant dollar basis, amortization expenses decreased \$2 million, or 12%, primarily related to assets which were separated as part of the sale of Diversey. The increase from 2016 to 2015 was primarily due primarily related to increases in capitalized software due to the rollout of an ERP system.

Restructuring Activities

See Note 9, “Restructuring and Relocation Activities,” of the Notes to Consolidated Financial Statements for additional details regarding each of the Company’s restructuring programs discussed below, restructuring plan’s accrual, spending and other activity for the year ended December 31, 2017.

As reported in our 2015 Form 10-K, our December 2011 Integration and Optimization Program (“IOP”) is substantially complete, while the May 2013 Earnings Quality Improvement Program (“EQIP”) is nearing completion. In the first quarter of 2016, the Board of Directors agreed to consolidate the remaining activities of those programs together with the December 2014 Fusion program to create a single program to be called the “Sealed Air Restructuring Program” or the “Program.”

The Program is estimated to generate incremental cost savings of \$130 million to \$150 million (which includes approximately \$90 million related to Sealed Air's continuing operations) by the end of 2019, compared with the savings run rate achieved by the end of 2015. For the year ended December 31, 2017, the Program generated cost savings of \$32 million, primarily in selling, general and administration expenses of which approximately \$17 million of savings is in discontinued operations.

Additionally, the Program is expected to generate one-time cash benefits of approximately \$70 million from the sale of certain assets, state and local incentives in connection with the relocation of the Company’s headquarters and reductions in working capital. Through December 31, 2017, we had generated \$30 million in cash related to the sale of our facility located in Racine, Wisconsin, \$10 million from other site sales and \$9 million from grants and other working capital benefits.

The actual timing of future costs and cash payments related to the Program described above and our relocation activities are subject to change due to a variety of factors that may cause a portion of the costs, spending and benefits to occur later than expected. In addition, changes in foreign exchange rates may impact future costs, spending, benefits and cost synergies.

Interest Expense

Interest expense includes the stated interest rate on our outstanding debt, as well as the net impact of capitalized interest, the effects of interest rate swaps and the amortization of capitalized senior debt issuance costs and credit facility fees, bond discounts, and terminated treasury locks.

Interest expense for the years ended December 31, were as follows:

(In millions)	Year Ended December 31,			2017 vs. 2016	2016 vs. 2015
	2017	2016	2015	Change	Change
Interest expense on our various debt instruments:					
Term Loan A due July 2017 ⁽¹⁾	\$3.6	\$5.2	\$4.4	\$ (1.6)	\$ 0.8
Term Loan A due July 2019 (October 2016 prior to refinance) ⁽²⁾	18.6	19.9	18.0	(1.3)	1.9
Revolving credit facility due July 2019 (October 2016 prior to refinance) ⁽²⁾	2.4	2.4	2.4	—	—
6.50% Senior Notes due December 2020	28.1	27.7	28.0	0.4	(0.3)
8.375% Senior Notes due September 2021 ⁽³⁾	—	—	30.4	—	(30.4)
4.875% Senior Notes due December 2022	21.5	21.4	21.3	0.1	0.1
5.25% Senior Notes due April 2023	23.0	23.0	23.0	—	—
4.50% Senior Notes due September 2023 ⁽³⁾	21.0	20.4	10.9	0.5	9.5
5.125% Senior Notes due December 2024	22.3	22.3	22.3	—	—
5.50% Senior Notes due September 2025 ⁽³⁾	22.3	22.3	12.1	—	10.2
6.875% Senior Notes due July 2033	31.0	31.0	31.0	—	—
Other interest expense	18.3	14.7	12.6	3.7	2.1
Less: capitalized interest	(10.3)	(10.9)	(5.4)	0.7	(5.5)
Total	\$201.8	\$199.4	\$211.0	\$ 2.4	\$ (11.6)

⁽¹⁾ We repaid the notes upon maturity in July 2017.

In connection with the sale of Diversey, the Company prepaid several tranches of the Term Loan A facility due in

⁽²⁾ July 2019. See Note 11, “Debt and Credit Facilities” of the Notes to Consolidated Financial Statements for further details.

- (3) In June 2015, we issued \$400 million of 5.50% senior notes due 2025 and €400 million of 4.50% senior notes due 2023 and used the net proceeds of these notes to retire the existing \$750 million of 8.375% senior notes due 2021.

Loss on Debt Redemption and Refinancing Activities

In the second quarter 2015, we issued \$400 million of 5.50% Senior Notes due September 15, 2025 and €400 million of 4.50% Senior Notes due September 15, 2023. The proceeds from these notes were used to repurchase the Company's \$750 million 8.375% Notes due September 2021. The aggregate repurchase price was \$866 million, which included the principal amount of \$750 million, a premium of \$99 million and accrued interest of \$17 million. We recognized a total pre-tax loss of \$110 million on the repurchase, which included the premiums mentioned above. Also included in the loss on debt redemption was \$11 million of accelerated amortization of original non-lender fees related to the 8.375% Senior Notes.

Sale of Equity Investment

In September 2007, we established a joint venture that supported our Food Care segment in Turkey. We accounted for the joint venture under the equity method of accounting with our proportionate share of net income or losses included in other expense, net, on the Consolidated Statements of Operations. In the second quarter of 2012, we recorded other-than-temporary impairment of \$26 million (\$18 million, net of taxes, or \$0.09 per diluted share). This impairment primarily consisted of the recognition of a current liability for the guarantee we issued related to the uncommitted credit facility of \$20 million. The other component of the impairment was a \$4 million write-down of the carrying value of the investment to zero at June 30, 2012. We also recorded provisions for bad debt on receivables due from the joint venture to the Company of \$2 million, which was included in marketing, administrative and development expenses.

In the second quarter of 2015, Sealed Air sold its equity interest in the joint venture which had a carrying value of zero and in connection with the closing of this sale, Sealed Air and the other partner had to pay a portion of the outstanding debt that the joint venture owed for which Sealed Air had recorded a current liability in 2012. At closing, Sealed Air also collected its outstanding receivables and paid certain payables to the joint venture. In July 2015, the partner paid the remaining outstanding debt balance and Sealed Air was relieved of its remaining guarantee obligation. Therefore, the remaining liability for the guarantee was reversed. As a result of these transactions, we recorded in 2015 pre-tax income of \$9 million which was reflected as a Special Item and is excluded from our Adjusted EBITDA results. Included in this amount was \$7 million related to the portion of the debt that the partner paid which is reflected in other income (expense), net, \$2 million due to the reversal of allowance for bad debts which is reflected in selling, general and administrative expenses and in other income (expense), net and less than \$1 million related to the impact of the revaluation of the non-U.S. dollar-denominated contingent liability and the related foreign currency forward contracts which was included in other income, net.

Foreign Currency Exchange (Losses) Gains Related to Venezuelan Subsidiaries

Effective January 1, 2010, Venezuela was designated a highly inflationary economy. The foreign currency exchange gains and losses we recorded in 2016 and 2015 for our Venezuelan subsidiary were the result of the significant changes in the exchange rates used to remeasure our Venezuelan subsidiary's financial statements at the balance sheet date. We believe these gains and losses are attributable to the unstable foreign currency environment in Venezuela. See Note 2, "Summary of Significant Accounting Policies and Recently Issued Accounting Standards" of the Notes to Consolidated Financial Statements under the section "Impact of Inflation and Currency Fluctuation – Venezuela" for further details.

Ceasing Operations in Venezuela

Due to the ongoing challenging economic situation in Venezuela, the Company approved a program in the second quarter of 2016 to cease operations in the country. Foreign exchange control regulations have affected our Venezuelan subsidiaries ability to obtain inventory and maintain normal production. This resulted in total costs of \$49 million being incurred which included the following (i) a voluntary reduction in headcount including severance and termination benefits for employees of less than \$1 million, (ii) depreciation and amortization expense related to fixed assets and intangibles of \$1 million, (iii) inventory reserves of less than \$1 million and (iv) income tax expense of \$1 million and (v) the reclassification of \$47 million of cumulative translation adjustment resulting in a charge to Net income as the Company's decision to cease operations is similar to a substantially complete liquidation.

Other (Expense) Income, Net

See Note 20, "Other (Expense) Income, net," of the Notes to Consolidated Financial Statements for the components and discussion of other income, net.

Income Taxes

The table below shows our effective income tax rate (“ETR”).

Year Ended	Effective Tax Rate
2017	84.0 %
2016	24.6 %
2015	45.5 %

Our effective income tax rate for the year ended December 31, 2017 was 84.0%. The annual effective income tax rate is higher than the statutory rate primarily as a result of expense related to the sale of Diversey, the revaluation of deferred tax assets as a result of U.S. Tax Reform and an increase in unrecognized foreign tax benefits.

Our effective income tax rate for the year ended December 31, 2016 was 24.6% and for the year ended December 31, 2015 was 45.5%. The effective tax rate for the year ended December 31, 2016 is lower than the statutory rate primarily because of the mix of earnings and the change in our repatriation strategy.

Our effective income tax rate depends upon the realization of our net deferred tax assets. We have deferred tax assets related to accruals not yet deductible for tax purposes, foreign tax credits, state and foreign net operating loss carryforwards and investment tax allowances, employee benefit items, and other items.

The Internal Revenue Service (the “Service”) is currently auditing the 2011-2014 U.S. federal income tax returns of the Company. Included in the audit of the 2014 return is the examination by the Service with respect to the Settlement agreement deduction and the related carryback to tax years 2004-2012. The outcome of the examination could affect the utilization of certain tax attributes and require us to make a significant payment.

We have established valuation allowances to reduce our deferred tax assets to an amount that is more likely than not to be realized. Our ability to utilize our deferred tax assets depends in part upon our ability to carryback any losses created by the deduction of these temporary differences, the future income from existing temporary differences, and the ability to generate future taxable income within the respective jurisdictions during the periods in which these temporary differences reverse. If we are unable to generate sufficient future taxable income in the U.S. and certain foreign jurisdictions, or if there is a significant change in the time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowances against our deferred tax assets. Conversely, if we have sufficient future taxable income in jurisdictions where we have valuation allowances, we may be able to reverse those valuation allowances. There was a negligible change in our valuation allowances for the year ended December 31, 2017.

Interest and penalties on tax assessments are included in income tax expense.

Net Earnings from Continuing Operations

Net earnings from continuing operations for the years ended December 31, are included in the table below.

(In millions)	Year Ended December 31,			2017 vs. 2016	2016 vs. 2015
	2017	2016	2015	% Change	% Change
Net earnings from continuing operations	\$62.8	\$292.3	\$158.8	(78.5)%	84.1%

For 2017, net income was unfavorably impacted by \$280 million of Special Items, primarily related to Tax Special Items related to the sale of Diversey of \$152 million, charges related to the sale of Diversey of \$55 million (\$29 million, net of taxes) related to professional fees and restructuring, restructuring and other restructuring associated costs related to our restructuring program of \$26 million (\$21 million, net of taxes) and other acquisition and divestiture activity of \$16 million (\$13 million, net of taxes).

For 2016, net income was unfavorably impacted by \$42 million of Special Items, including charges related ceasing operations in Venezuela of \$49 million (\$46 million, net of taxes), restructuring and other restructuring associated costs related to our restructuring programs of \$22 million (\$17 million, net of taxes), foreign currency exchange losses related to our

Venezuelan subsidiaries of \$2 million (\$2 million, net of taxes), and additional loss from the sale of our European food trays business and other divestitures of \$2 million (\$2 million, net of taxes).

For 2015, net income was unfavorably impacted by \$221 million of Special Items, including loss on debt redemption and refinancing activities of \$110 million (\$72 million, net of taxes), restructuring and other associated costs related to our restructuring programs of \$74 million (\$53 million, net of taxes) and foreign currency exchange losses related to Venezuelan subsidiaries of \$27 million (\$27 million, net of taxes). These amounts were partially offset by the net gain on the sale of our North American foam trays and absorbent pads business and European food trays business of \$13 million (\$6 million, net of taxes) and Tax Special Items related to an increase in unrecognized tax benefits associated with the Settlement Agreement.

Net Earnings from Discontinued Operations, Net of Taxes

As a result of the sale of Diversey, the results of operations for Diversey are reported as discontinued operations in all periods presented. During the year ended December 31, 2017, we recorded a gain on the sale of Diversey of \$641 million. Refer to Note 3, “Discontinued Operations, Divestitures and Acquisitions,” of the Notes to Consolidated Financial Statements for additional information on Diversey. Net earnings from discontinued operations, net of taxes for December 31, 2017, 2016 and 2015 are included in the table below.

(In millions)	Year Ended December 31,			2017 vs. 2016	2016 vs. 2015
	2017	2016	2015	% Change	% Change
Net earnings from discontinued operations, net of taxes	\$ 111.4	\$ 194.1	\$ 176.6	(42.6)%	9.9 %

The sale of Diversey was completed on September 6, 2017, as a result, the majority of the discontinued operations activity took place in the first eight months of the year. For December 31, 2017, net earnings from discontinued operations included \$28 million of tax expense.

For December 31, 2016, net earnings from discontinued operations were favorably impacted by \$16 million of reduced tax expense which is primarily related to the release of reserves, and a reduced tax rate because of the mix of earnings in jurisdictions with lower tax rates.

For December 31, 2015, net earnings from discontinued operations were favorably impacted by \$42 million of reduced tax expenses which is primarily related to the release of reserves and a reduced tax rate because of the mix of earnings in jurisdictions with lower tax rates.

Adjusted EBITDA by Segment

We allocate and disclose depreciation and amortization expense to our segments, although property and equipment, net is not allocated to the segment assets, nor is depreciation and amortization included in the segment performance metric Adjusted EBITDA. As of January 1, 2017 we modified our calculation of Adjusted EBITDA to exclude interest income. The impact in this modification was \$8 million and \$7 million for the years ended December 31, 2016 and 2015, respectively. We also allocate and disclose restructuring and other charges and impairment of goodwill and other intangible assets by segment, although it is not included in the segment performance metric Adjusted EBITDA since restructuring and other charges and impairment of goodwill and other intangible assets are categorized as Special Items. The accounting policies of the reportable segments and Corporate are the same as those applied to the Consolidated Financial Statements.

See Note 4, “Segments,” of the Notes to Consolidated Financial Statements for the reconciliation of U.S. GAAP net earnings from continuing operations to Non-U.S. GAAP Adjusted EBITDA and other segment details.

(In millions)	Year Ended December 31,			2017 vs. 2016		2016 vs. 2015	
	2017	2016	2015	% Change	% Change	% Change	% Change
Food Care	\$608.3	\$605.4	\$643.7	0.5	%	(5.9)	%
Adjusted EBITDA Margin	21.6	% 22.5	% 22.5	%			
Product Care	332.3	331.1	322.1	0.4	%	2.8	%
Adjusted EBITDA Margin	20.2	% 21.7	% 20.7	%			
Corporate ⁽¹⁾	(107.3)	(127.3)	(115.7)	(15.7)	%	10.0	%
Non-U.S. GAAP Total Company Adjusted EBITDA from continuing operations	\$833.3	\$809.2	\$850.1	3.0	%	(4.8)	%
Adjusted EBITDA Margin	18.7	% 19.2	% 19.3	%			

Corporate includes costs previously allocated to the Diversey Care segment and Food Hygiene and Cleaning ⁽¹⁾ business of our Food Care segment which are included as part of continuing operations of \$14 million, \$15 million and \$16 million for December 31, 2017, 2016 and 2015 respectively.

The following is a discussion of the factors that contributed to the change in Adjusted EBITDA by segment in the three years ended December 31, 2017 as compared with the prior year.

Food Care

2017 compared with 2016

Adjusted EBITDA was impacted by favorable foreign currency translation of \$5 million. On a constant dollar basis, Adjusted EBITDA decreased \$2 million, or less than 1%, in 2017 compared with the same period in 2016 primarily due to the impact of:

- higher non-material manufacturing costs of \$28 million, including salary and wage inflation; and
- unfavorable mix and price/cost spread of \$22 million, primarily due to higher raw material and freight costs.

These drivers were partially offset by:

- higher unit volumes of \$44 million; and
- restructuring savings of \$5 million.

2016 compared with 2015

Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$24 million. On a constant dollar basis, Adjusted EBITDA decreased \$14 million, or 2%, in 2016 compared with the same period in 2015 primarily due to the impact of:

- higher operating expenses of approximately \$33 million including salary and wage inflation, partially offset by a reduction in incentive-based compensation; and
- the effect of the divestitures of the North American foam trays and absorbent pads business and the European food trays businesses of \$21 million.

These drivers were partially offset by:

- favorable price/mix and margin expansion of approximately \$14 million;
- restructuring savings of approximately \$13 million; and
- higher unit volumes of approximately \$14 million.

Product Care

2017 compared with 2016

Adjusted EBITDA was impacted by favorable foreign currency translation of less than \$1 million. On a constant dollar basis, Adjusted EBITDA increased \$1 million, or less than 1%, in 2017 compared with the same period in 2016 primarily due to the impact of:

- positive volume trends of \$37 million; and

restructuring savings of \$2 million.

These drivers were offset by:

unfavorable mix and price/cost spread of \$26 million primarily due to higher raw material and freight costs; and higher non-material manufacturing costs of \$12 million including salary and wage inflation.

2016 compared with 2015

Adjusted EBITDA was impacted by unfavorable foreign currency translation of \$4 million. On a constant dollar basis, Adjusted EBITDA increased \$12 million, or 4%, in 2016 compared with the same period in 2015 primarily due to the impact of:

positive volume trends of \$8 million; and

restructuring savings of \$4 million.

Operating expenses were essentially flat compared to the prior year, which reflected salary and wage inflation offset by a reduction in incentive based compensation.

Corporate

2017 compared with 2016

Corporate expenses decreased by \$20 million or 16% on an as reported basis and constant dollar basis as compared with the same period in 2016. This was primarily driven by cost containment actions.

2016 compared with 2015

Corporate expenses increased by \$12 million or 10% on an as reported basis and constant dollar basis as compared with the same period in 2015. This increase was attributable to higher selling and administrative expenses primarily due to the impact of annual salary increases and inflation.

Reconciliation of Net Earnings from Continuing Operations to Non-U.S. GAAP Adjusted EBITDA

The following table shows a reconciliation of U.S. GAAP net earnings from continuing operations to Non-U.S. GAAP Adjusted EBITDA from continuing operations:

(In millions)	Year Ended December 31,		
	2017	2016	2015
Net earnings from continuing operations	\$62.8	\$292.3	\$158.8
Interest expense	(201.8)	(199.4)	(211.0)
Interest income	17.6	7.5	6.8
Income tax provision ⁽¹⁾	330.5	95.6	132.6
Depreciation and amortization ⁽⁴⁾	(158.3)	(154.0)	(151.3)
Accelerated depreciation and amortization of fixed assets and intangible assets for Venezuelan subsidiaries	—	1.7	0.1
Special Items:			
Restructuring and other charges ⁽¹⁾⁽⁵⁾	(12.1)	(2.5)	(48.7)
Other restructuring associated costs included in cost of sales and selling, general and administrative expenses	(14.3)	(19.8)	(25.7)
SARs	2.6	(0.7)	(3.9)
Foreign currency exchange loss related to Venezuelan subsidiaries	—	(1.7)	(27.2)
Charges related to ceasing operations in Venezuela ⁽¹⁾	—	(48.5)	—
Loss on debt redemption and refinancing activities	—	(0.1)	(110.0)
(Loss) gain on sale of North American foam trays and absorbent pads business and European food trays business	—	(1.8)	13.4
Loss related to the sale of other businesses, investments and property, plant and equipment	(15.5)	—	—
Charges incurred related to the sale of Diversey	(68.6)	(1.4)	—
Settlement/curtailment benefits related to the sale of Diversey pension plans	13.5	—	—
Other Special Items ⁽³⁾	(3.1)	(0.6)	(1.2)
Pre-tax impact of Special Items	(97.5)	(77.1)	(203.3)
Non-U.S. GAAP Total Company Adjusted EBITDA from continuing operations	\$833.3	\$809.2	\$850.1

Due to the ongoing challenging economic situation in Venezuela, the Company approved a program in the second quarter of 2016 to cease operations in the country. Refer to Note 2 “Summary of Significant Accounting Policies and Recently Issued Accounting Standards,” of the Notes to Consolidated Financial Statements for further details.

⁽²⁾ This includes accelerated depreciation of non-strategic assets related to restructuring programs which were \$1.1 million and \$0.1 million for the years ended December 31, 2016 and 2015, respectively.

⁽³⁾ Other Special Items for the year ended December 31, 2017 primarily related to transaction costs related to reorganizations. Other Special Items for the year ended December 31, 2016 primarily included legal fees associated with restructuring and acquisitions. Other Special Items for the year ended December 31, 2015 primarily included legal fees associated with restructuring and acquisitions.

⁽⁴⁾ Depreciation and amortization by segment is as follows:

(In millions)	Year Ended December 31,		
	2017	2016	2015
Food Care	\$103.8	\$92.2	\$97.1
Product Care	47.3	40.1	37.6
Corporate	7.2	21.7	16.6
Total Company depreciation and amortization ⁽ⁱ⁾	\$158.3	\$154.0	\$151.3

(i) Includes share-based incentive compensation of \$38 million, \$51 million and \$51 million for the years ended December 31, 2017, 2016 and 2015, respectively.

(5) Restructuring and other charges by our segment reporting structure were as follows:

(In millions)	Year Ended		
	December 31,		
	2017	2016	2015
Food Care	\$7.6	\$1.6	\$31.5
Product Care	4.5	0.9	17.2
Total Company restructuring and other charges ⁽ⁱ⁾	\$12.1	\$2.5	\$48.7

(i) For the year ended December 31, 2016 restructuring and other charges excludes \$0.3 million related to severance and termination benefits for employees in our Venezuelan subsidiaries.

Liquidity and Capital Resources

Principal Sources of Liquidity

Our primary sources of cash are the collection of trade receivables generated from the sales of our products and services to our customers and amounts available under our existing lines of credit, including our Amended Credit Facility, and our accounts receivable securitization programs. Our primary uses of cash are payments for operating expenses, investments in working capital, capital expenditures, interest, taxes, stock repurchases, dividends, debt obligations, restructuring expenses and other long-term liabilities. We believe that our current liquidity position and future cash flows from operations will enable us to fund our operations, including all of the items mentioned above in the next twelve months.

As of December 31, 2017, we had cash and cash equivalents of \$594 million, of which approximately \$323 million, or 54%, was located outside of the U.S. As of December 31, 2017, we did not have any cash trapped outside of the U.S. Our U.S. cash balances and committed liquidity facilities available to U.S. borrowers were sufficient to fund our U.S. operating requirements and capital expenditures, current debt obligations and dividends. The Company does not expect that in the near term cash located outside of the U.S. will be needed to satisfy its obligations, dividends and other demands for cash in the U.S.

Material Commitments and Contingencies

Settlement Agreement and Related Costs

We recorded a pre-tax charge of \$850 million in 2002, of which \$513 million represented a cash payment that was due upon the effectiveness of a plan of reorganization in the bankruptcy of W. R. Grace & Co (“Grace”). On February 3, 2014, upon Grace’s emergence from Bankruptcy pursuant to a plan of reorganization, the Settlement agreement was implemented and our subsidiary, Cryovac, Inc., made the payments contemplated by the settlement agreement consisting of aggregate cash payments of \$930 million, including accrued interest, and the issuance of 18 million shares.

We deducted payments related to the Settlement agreement in our 2014 consolidated U.S. income tax return. As a result, we had a net operating loss for U.S. tax purposes in 2014 and carried back, for 10 years, more than \$1 billion of the loss.

As a result of the loss carryback, we increased our unrecognized tax benefits by \$104 million in 2015. While the Company believes it is more likely than not it will be successful in defending the deduction of the Settlement payment, the ultimate outcome of negotiations may affect the utilization of certain tax attributes and require us to make a significant payment.

The information set forth in Note 17, “Commitments and Contingencies,” of the Notes to Consolidated Financial Statements under the caption “Settlement Agreement and Related Costs” is incorporated herein by reference.

Cryovac Transaction Commitments and Contingencies

The information set forth in Note 17, "Commitments and Contingencies," of the Notes to Consolidated Financial Statements under the caption "Cryovac Transaction Commitments and Contingencies" is incorporated herein by reference.

Contractual Obligations

The following table summarizes our principal contractual obligations and sets forth the amounts of required or contingently required cash outlays in 2018 and future years:

(In millions)	Payments Due by Years				
	Total	2018	2019-2020	2021-2022	Thereafter
Contractual Obligations					
Short-term borrowings	\$25.3	\$25.3	\$—	\$—	\$—
Current portion of long-term debt exclusive of debt discounts and lender fees	2.2	2.2	—	—	—
Long-term debt, exclusive of debt discounts and lender fees	3,260.1	—	654.1	425.5	2,180.5
Total debt ⁽¹⁾	\$3,287.6	\$27.5	\$ 654.1	\$ 425.5	\$ 2,180.5
Interest payments due on long-term debt ⁽²⁾	1,233.6	173.4	335.2	276.7	448.3
Operating leases	31.1	10.6	13.9	4.7	1.9
First quarter 2018 quarterly cash dividend declared	26.8	26.8	—	—	—
Other principal contractual obligations	67.8	62.9	4.9	—	—
Total contractual cash obligations ⁽³⁾	\$4,646.9	\$301.2	\$ 1,008.1	\$ 706.9	\$ 2,630.7

These amounts include principal maturities (at face value) only. These amounts also include our contractual obligations under capital leases of \$1.4 million in 2018, \$2.1 million in 2019-2020 and less than \$1.0 million in 2021-2022.

⁽²⁾ Includes interest payments required under our senior notes issuances and Amended Credit Facility only. The interest payments included above for our Term Loan A were calculated using the following assumptions: interest rates based on stated rates based on LIBOR as of December 31, 2017; and all non-U.S. dollar balances are converted using exchange rates as of December 31, 2017.

Obligations related to defined benefit pension plans and other post-employment benefit plans have been excluded from the table above, due to factors such as the retirement of employees, it is not reasonably possible to estimate when these obligations will become due. Refer to Note 14, "Profit Sharing, Retirement Savings Plans and Defined Benefit Pension Plans," and Note 15, "Other Post-Employment Benefits and Other Employee Benefit Plans," of the Notes to Consolidated Financial Statements for additional information related to these plans.

Current Portion of Long-Term Debt and Long-Term Debt — Represents the principal amount of the debt required to be repaid in each period.

Operating Leases — The contractual operating lease obligations listed in the table above represent estimated future minimum annual rental commitments primarily under non-cancelable real and personal property leases as of December 31, 2017.

Other Principal Contractual Obligations — Other principal contractual obligations include agreements to purchase an estimated amount of goods, including raw materials, or services, including energy, in the normal course of business. These obligations are enforceable and legally binding and specify all significant terms, including fixed or minimum quantities to be purchased, minimum or variable price provisions and the approximate timing of the purchase. The amounts included in the table above represent estimates of the minimum amounts we are obligated to pay, or reasonably likely to pay under these agreements. We may purchase additional goods or services above the minimum requirements of these obligations and, as a result use additional cash.

Liability for Unrecognized Tax Benefits

At December 31, 2017, we had liabilities for unrecognized tax benefits and related interest and penalties of \$199 million. See Note 16, "Income Taxes," of the Notes to Consolidated Financial Statements for further discussion.

Off-Balance Sheet Arrangements

We have reviewed our off-balance sheet arrangements and have determined that none of those arrangements has a material current effect or is reasonably likely to have a material future effect on our Consolidated Financial Statements, liquidity, capital expenditures or capital resources.

Income Tax Payments

Excluding payments associated with the U.S. transition tax, which the company is in the process of quantifying, we expect tax payments to be in the range of \$150 to \$190 million in 2018.

Contributions to Defined Benefit Pension Plans

We maintain defined benefit pension plans for some of our U.S. and our non-U.S. employees. We currently expect our contributions to these plans to be approximately \$13 million in 2018. Refer to Note 14, “Profit Sharing, Retirement Savings Plans and Defined Benefit Pension Plans,” of the Notes to Consolidated Financial Statements for additional information related to these plans.

Environmental Matters

We are subject to loss contingencies resulting from environmental laws and regulations, and we accrue for anticipated costs associated with investigatory and remediation efforts when an assessment has indicated that a loss is probable and can be reasonably estimated. These accruals do not take into account any discounting for the time value of money and are not reduced by potential insurance recoveries, if any. We do not believe that it is reasonably possible that the liability in excess of the amounts that we have accrued for environmental matters will be material to our consolidated financial position and results of operations. We reassess environmental liabilities whenever circumstances become better defined or we can better estimate remediation efforts and their costs. We evaluate these liabilities periodically based on available information, including the progress of remedial investigations at each site, the current status of discussions with regulatory authorities regarding the methods and extent of remediation and the apportionment of costs among potentially responsible parties. As some of these issues are decided (the outcomes of which are subject to uncertainties) or new sites are assessed and costs can be reasonably estimated, we adjust the recorded accruals, as necessary. We believe that these exposures are not material to our consolidated financial condition and results of operations. We believe that we have adequately reserved for all probable and estimable environmental exposures.

Cash and Cash Equivalents

The following table summarizes our accumulated cash and cash equivalents:

	December 31,	
(In millions)	2017	2016
Cash and cash equivalents	\$594.0	\$333.7

See “Analysis of Historical Cash Flow” below.

Accounts Receivable Securitization Programs

At December 31, 2017 we had \$156 million available to us under the programs of which we had no amounts outstanding. At December 31, 2016, we had \$188 million available to us under the programs of which we had no amounts outstanding. See Note 8, “Accounts Receivable Securitization Programs,” of the Notes to Consolidated Financial for information concerning these programs.

Lines of Credit

We have a \$700 million revolving credit facility. At December 31, 2017 and 2016, we had no outstanding borrowings under the facility. See Note 11, “Debt and Credit Facilities,” of the Notes to Consolidated Financial for further details.

There was \$23 million and \$83 million outstanding under various lines of credit extended to our subsidiaries at December 31, 2017 and 2016, respectively. See Note 11, “Debt and Credit Facilities,” of the Notes to Consolidated Financial Statements for further details.

Covenants

At December 31, 2017, we were in compliance with our financial covenants and limitations, as discussed in “Covenants” of Note 11, “Debt and Credit Facilities”, of the Notes to Consolidated Financial Statements for further details.

Debt Ratings

Our cost of capital and ability to obtain external financing may be affected by our debt ratings, which the credit rating agencies review periodically. Below is a table that details our credit ratings by the various types of debt by rating agency.

	Moody’s Investor Standard	
	Services	& Poor’s
Corporate Rating	Ba2	BB+
Senior Unsecured Rating	Ba3	BB+
Senior Secured Credit Facility Rating	Baa3	BBB-
Outlook	Stable	Stable

These credit ratings are considered to be below investment grade (with the exception of the Baa3 and BBB- Senior Secured Credit Facility Rating from Moody’s Investor Services and Standard & Poor’s, respectively, which are classified as investment grade). If our credit ratings are downgraded, there could be a negative impact on our ability to access capital markets and borrowing costs could increase. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization. Each rating should be evaluated independently of any other rating.

Outstanding Indebtedness

At December 31, 2017 and 2016, our total debt outstanding consisted of the amounts set forth in the following table.

(In millions)	December 31,	
	2017	2016
Short-term borrowings	\$25.3	\$83.0
Current portion of long-term debt	2.2	297.0
Total current debt	27.5	380.0
Total long-term debt, less current portion ⁽¹⁾	3,230.5	3,762.6
Total debt	3,258.0	4,142.6
Less: Cash and cash equivalents	(594.0)	(333.7)
Net debt	\$2,664.0	\$3,808.9

⁽¹⁾ Amounts are net of unamortized discounts and debt issuance costs of \$30 million as December 31, 2017 and \$36 million as of December 31, 2016.

See Note 11, “Debt and Credit Facilities,” of the Notes to Consolidated Financial for further details.

Analysis of Historical Cash Flow

The following table shows the changes in our Consolidated Statement of Cash Flows in the years ended December 31, 2017, 2016 and 2015.

(In millions)	Year Ended December 31,		
	2017	2016	2015
Net cash provided by operating activities	\$424.4	\$906.9	\$982.1
Net cash provided by (used in) investing activities	1,813.6	(314.8)	(60.0)
Net cash used in financing activities	(1,864.3)	(540.9)	(788.7)
Effect of foreign currency exchange rate changes on cash and cash equivalents	(113.4)	(39.2)	(60.4)

In addition to net cash provided by operating activities, we use free cash flow as a useful measure of performance and as an indication of the strength and ability of our operations to generate cash. We define free cash flow as cash provided by operating activities less capital expenditures (which is classified as an investing activity). Free cash flow is not defined under U.S. GAAP. Therefore, free cash flow should not be considered a substitute for net income or cash flow data prepared in accordance with U.S. GAAP and may not be comparable to similarly titled measures used by other companies. Free cash flow does not represent residual cash available for discretionary expenditures, including certain debt servicing requirements or non-discretionary expenditures that are not deducted from this measure. We historically have generated the majority of our annual free cash flow in the second half of the year. Below are the details of free cash flow for the years ended December 31, 2017, 2016 and 2015.

(In millions)	Year Ended December 31,			Change	
	2017	2016	2015	2017 vs. 2016	2016 vs. 2015
Cash flow provided by operating activities	\$424.4	\$906.9	\$982.1	\$(482.5)	\$(75.2)
Capital expenditures	(183.8)	(275.7)	(184.0)	91.9	(275.9)
Free cash flow ⁽¹⁾	\$240.6	\$631.2	\$798.1	\$(390.6)	\$(166.9)

Free cash flow was \$421 million in 2017 excluding the payment of charges related to the sale of Diversey of \$181 million. Free cash flow was \$609 million in 2015 excluding the tax refund received of \$235 million in connection with the Settlement agreement and excess tax benefit of \$46 million related to shares of Common Stock issued pursuant to the terms of the Settlement agreement.

Net Cash Provided by Operating Activities 2017

Net cash provided by operating activities of \$424 million in 2017 was primarily attributable to: \$815 million of net earnings, which included a reduction of \$255 million of non-cash adjustments to reconcile net earnings to net cash provided by operating activities, including \$641 million gain on the sale of Diversey, partially offset by adjustments for deferred taxes, depreciation and amortization, share-based incentive compensation expenses and profit sharing expenses; \$55 million of changes in other liabilities and assets. This activity primarily reflects the timing of certain annual incentive compensation payments, reduction in restructuring activities due to the completion of programs; and \$17 million increase in working capital due to an increase in accounts payable partially offset by a decrease in accounts receivable and inventory. This activity reflects the timing of inventory purchases and the related payments of cash along with the seasonality of sales and collections.

This was partially offset by:

\$207 million decrease in income tax payables primarily as a result of an increase in cash tax payments related to the sale of Diversey.

2016

Net cash provided by operating activities in 2016 of \$907 million was primarily attributable to:

\$486 million of net earnings, which included \$291 million of non-cash adjustments to reconcile net earnings to net cash provided by operating activities, including adjustments for depreciation and amortization, share-

based incentive compensation expenses, and the reclassification of the cumulative translation adjustment related to the Company's decision to cease its operations in Venezuela; and

\$177 million of changes in operating assets and liabilities, primarily reflecting an increase in accounts payable partially offset by a decrease in trade receivables and inventory. This activity reflects the utilization of financing agreements to extend external payment terms, timing of inventory purchases and the related payments of cash along with the seasonality of sales and collections.

Partially offset by:

\$48 million of changes in other assets and liabilities. This was primarily attributable to changes in restructuring liabilities, an increase in leased assets and the timing of certain annual incentive compensation payments.

2015

Net cash provided by operating activities of \$982 million in 2015 was primarily attributable to:

\$335 million of net earnings, which included \$367 million of non-cash adjustments to reconcile net earnings to cash provided by operating activities, including adjustments for depreciation and amortization of \$213 million, share-based incentive compensation expense of \$61 million, profit sharing expense of \$36 million, a loss on debt redemption of \$110 million, partially offset by \$46 million of excess tax benefit related to the 18 million shares of our common stock issued pursuant to the Settlement agreement;

\$235 million tax refund related to the Settlement agreement payment; and

\$80 million of changes in operating assets and liabilities, primarily reflecting an increase in accounts payable and trade receivables partially offset by a decrease in inventory and other assets and liabilities. This activity reflects the timing of inventory purchases and the related payments of cash along with the timing of certain annual incentive compensation payments and interest payments and the seasonality of sales and collections.

Net Cash Provided by (Used in) Investing Activities

2017

Net cash provided by investing activities of \$1.8 billion in 2017 primarily consisted of the following:

impact from on the sale of Diversy of \$2.2 billion, net of payments of debt of \$777 million; and

\$3 million related to the sale of businesses and property and equipment.

These were partially offset by:

capital expenditures of \$184 million;

\$119 million related to business acquisitions;

\$62 million due to the loss from settlement of cross currency swaps; and

\$9 million related to settlements of foreign currency forward contracts.

2016

Net cash used in investing activities in 2016 of \$315 million primarily consisted of:

capital expenditures of \$276 million related to restructuring programs and capacity expansions to support growth in net sales. Capital expenditures related to our restructuring programs were \$124 million in 2016, which primarily reflected activity related to the building of our global headquarters in Charlotte, North Carolina;

cash paid on settlements of foreign currency forward contracts of \$46 million; and

cash paid for businesses acquired of \$6 million.

These were partially offset by:

proceeds from sale of business of \$8 million; and

proceeds from sales of property, plant and equipment of \$5 million.

2015

Net cash used in investing activities in 2015 of \$60 million primarily consisted of:

• capital expenditures of \$184 million related to capacity expansions to support growth in net sales. Capital expenditures related to our restructuring programs were \$52 million in 2015.

This was partially offset by:

• proceeds from sale of business of \$95 million; and

• proceeds from sales property, plant and equipment of \$33 million.

Net Cash Used in Financing Activities

2017

Net cash used in financing activities of \$1.9 billion in 2017 was primarily due to the following:

• repurchases of common stock of \$1.3 billion;

• payments of Term Loan A due in July 2017 of \$250 million and \$98 million for the Brazilian tranche of Term Loan A;

• payments of quarterly dividends of \$120 million; and

• acquisition of common stock for tax withholding obligations relating to stock-based compensation of \$22 million.

These factors were partially offset by:

• a decrease in cash used as collateral on borrowing arrangement of \$25 million; and

• proceeds from the termination of our cross-currency swap of \$17 million.

2016

Net cash used in financing activities of \$541 million was primarily due to the following:

• repurchase of common stock of \$217 million;

• decrease in short-term borrowings under our revolving credit facility, local lines of credit and accounts receivable securitization programs of \$154 million;

• payments of quarterly dividends of \$122 million;

• acquisition of common stock for tax withholding obligations relating to stock-based compensation of \$31 million; and

• repayments of \$27 million on Term Loan A.

These factors were partially offset by:

• proceeds received from the settlement of cross-currency swaps of \$6 million; and

• a decrease in cash used as collateral on borrowing arrangement of \$4 million.

2015

Net cash used in financing activities of \$789 million was primarily due to the following:

• repayment of \$750 million of our 8.375% Senior Notes;

• repurchase of common stock of \$802 million;

• payments of quarterly dividends of \$107 million;

• repayments of \$50 million of Term Loan A;

• debt extinguishment and debt issuance costs of \$108 million; and

• an increase in cash collateral on borrowing arrangements of \$21 million.

These factors were partially offset by:

• proceeds from issuance of €400million of 4.50% Senior Notes and \$400 million of 5.50% Senior Notes;

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net proceeds from borrowings under our accounts receivable securitization programs of \$107 million; and an excess tax benefit of \$46 million related to the 18 million shares of Common Stock issued pursuant to the Settlement agreement.

Changes in Working Capital

(In millions)	December 31,		
	2017	2016	Change
Working capital (current assets less current liabilities)	\$488.2	\$96.3	\$391.9
Current ratio (current assets divided by current liabilities)	1.4x	1.0x	
Quick ratio (current assets, less inventories divided by current liabilities)	1.0x	0.8x	

The \$392 million, or 375%, increase in working capital reflected:

- a decrease in the current portion of debt of \$295 million due to principal payments on Term Loan A due in 2017 of \$250 million and the Brazilian tranche of Term Loan A for \$96 million;

- an increase in cash and cash equivalents of \$260 million related to the cash received as part of the sale of Diversey; and

- an increase in receivables consistent with the higher sales performance in the fourth quarter of 2017 as compared to the same period in 2016.

These were partially offset by:

- an increase in accounts payable reflecting higher days payable outstanding consistent with utilization of structured payable arrangements as well as other initiatives for longer payment terms; and

- a decrease in current assets held for sale of \$821 million partially offset by a decrease in liabilities held for sale of \$681 million as the sale of Diversey was completed on September 6, 2017.

Changes in Stockholders' Equity

The \$457 million, or 75%, decrease in stockholders' equity in 2017 compared with 2016 was primarily due to:

- a net increase in shares held in treasury of \$1.2 billion and a decrease in additional paid in capital of \$35 million due to the repurchase of common stock;

- dividends paid and accrued on our common stock of \$119 million; and

- unrealized losses on derivative instruments of \$77 million.

These were partially offset by:

- net earnings of \$815 million;

- an increase in unrecognized pension items of \$173 million as a result of the transfer of pension plans as part of the sale of Diversey; and

- cumulative translation adjustment of \$8 million.

We repurchased approximately 27.3 million shares of our common stock year ended December 31, 2017 for \$1.2 billion. See Note 18, "Stockholders' Equity," of the Notes to Consolidated Financial Statements for further details.

Derivative Financial Instruments

Interest Rate Swaps

The information set forth in Note 12, "Derivatives and Hedging Activities," of the Notes to Consolidated Financial Statements under the caption "Interest Rate Swaps" is incorporated herein by reference.

Interest Rate and Currency Swaps

The information set forth in Note 12, “Derivatives and Hedging Activities,” of the Notes to Consolidated Financial Statements under the caption “Interest Rate and Currency Swaps” is incorporated herein by reference.

Net Investment Hedge

The information set forth in Note 12, “Derivatives and Hedging Activities,” of the Notes to Consolidated Financial Statements under the caption “Net Investment Hedge” is incorporated herein by reference.

Other Derivative Instruments

The information set forth in Note 12, “Derivatives and Hedging Activities,” of the Notes to Consolidated Financial Statements under the caption “Other Derivative Instruments” is incorporated herein by reference.

Foreign Currency Forward Contracts

At December 31, 2017, we were party to foreign currency forward contracts, which did not have a significant impact on our liquidity.

The information set forth in Note 12, “Derivatives and Hedging Activities,” of the Notes to Consolidated Financial Statements under the caption “Foreign Currency Forward Contracts” is incorporated herein by reference.

For further discussion about these contracts and other financial instruments, see Item 7A, “Quantitative and Qualitative Disclosures About Market Risk.”

Recently Issued Statements of Financial Accounting Standards, Accounting Guidance and Disclosure Requirements

We are subject to numerous recently issued statements of financial accounting standards, accounting guidance and disclosure requirements. Note 2, “Summary of Significant Accounting Policies and Recently Issued Accounting Standards,” which is contained in the Notes to Consolidated Financial Statements, describes these new accounting standards and is incorporated herein by reference.

Critical Accounting Policies and Estimates

Our discussion and analysis of our consolidated financial condition and results of operations are based upon our Consolidated Financial Statements, which are prepared in accordance with U.S. GAAP. The preparation of Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities.

Our estimates and assumptions are evaluated on an ongoing basis and are based on all available evidence, including historical experience and other factors believed to be reasonable under the circumstances. To derive these estimates and assumptions, management draws from those available sources that can best contribute to its efforts. These sources include our officers and other employees, outside consultants and legal counsel, third-party experts and actuaries. In addition, we use internally generated reports and statistics, such as aging of trade receivables, as well as outside sources such as government statistics, industry reports and third-party research studies. The results of these estimates and assumptions may form the basis of the carrying value of assets and liabilities and may not be readily apparent from other sources. Actual results may differ from estimates under conditions and circumstances different from those assumed, and any such differences may be material to our Consolidated Financial Statements.

We believe the following accounting policies are critical to understanding our consolidated results of operations and affect the more significant judgments and estimates used in the preparation of our Consolidated Financial Statements. The critical accounting policies discussed below should be read together with our significant accounting policies set forth in Note 2, “Summary of Significant Accounting Policies and Recently Issued Accounting Standards” of the Notes to Consolidated Financial Statements.

Fair Value Measurements of Financial Instruments

In determining fair value of financial instruments, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and consider counterparty credit risk in our assessment of fair value. We determine fair value of our financial instruments based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

• **Level 1 Inputs:** Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.

• **Level 2 Inputs:** Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

• **Level 3 Inputs:** Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

Our fair value measurements for our financial instruments are subjective and involve uncertainties and matters of significant judgment. Changes in assumptions could significantly affect our estimates. See Note 13, “Fair Value Measurements and Other Financial Instruments,” of the Notes to Consolidated Financial Statements for further details on our fair value measurements.

Commitments and Contingencies — Litigation

On an ongoing basis, we assess the potential liabilities and costs related to any lawsuits or claims brought against us. We accrue a liability when we believe a loss is probable and when the amount of loss can be reasonably estimated. Litigation proceedings are evaluated on a case-by-case basis considering the available information, including that received from internal and outside legal counsel, to assess potential outcomes. While it is typically very difficult to determine the timing and ultimate outcome of these actions, we use our best judgment to determine if it is probable that we will incur an expense related to the settlement or final adjudication of these matters and whether a reasonable estimation of the probable loss, if any, can be made. In assessing probable losses, we consider insurance recoveries, if any. We expense legal costs, including those legal costs expected to be incurred in connection with a loss contingency, as incurred. We have historically adjusted existing accruals as proceedings have continued, been settled or for which additional information has been provided on which to review the probability and measurability of outcomes, and will continue to do so in future periods. Due to the inherent uncertainties related to the eventual outcome of litigation and potential insurance recovery, it is possible that disputed matters may be resolved for amounts materially different from any provisions or disclosures that we have previously made.

Revenue Recognition

Our revenue earning activities primarily involve manufacturing and selling products, and we consider revenues to be earned when we have completed the process by which we are entitled to receive consideration. The following criteria are used for revenue recognition: persuasive evidence that an arrangement exists, shipment has occurred, selling price is fixed or determinable, and collection is reasonably assured.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), (“ASU 2014-09”) and issued subsequent amendments to the initial guidance within ASU 2015-04, ASU 2016-08, ASU 2016-10, ASU 2016-12, ASU 2017-05, ASU 2017-10 and ASU 2017-13 (collectively, Topic 606). Previous revenue recognition guidance in U.S. GAAP comprised broad revenue recognition concepts together with numerous revenue requirements for particular industries or transactions, which sometimes resulted in different accounting for economically similar transactions. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, ASU 2014-09 expands and enhances disclosure requirements which require disclosing sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. This includes both qualitative and quantitative information. The amendments in ASU 2014-09 are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early

application is not permitted. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, (“ASU 2015-14”). The amendments in ASU 2015-14 delay the effective date of ASU 2014-09 by one year to annual reporting periods beginning after December 15, 2018 and allow early adoption as of the original public entity effective date. The amendments in ASU 2016-08, ASU 2016-10, ASU 2016-12, ASU 2017-05, ASU 2017-10 and ASU 2017-13 are effective in conjunction with ASU 2015-14.

The guidance permits two methods of adoption: full retrospective in which the standard is applied to all of the periods presented or modified retrospective where an entity will have to recognize the cumulative effect of initially applying the standard as an adjustment to the opening balance of retained earnings. We will adopt the modified retrospective method.

For Sealed Air, the determination of whether an arrangement meets the definition of a contract under ASC 606 depends on whether it creates enforceable rights and obligations. While enforceability is a matter of law, we believe that enforceable rights and obligations in a contract must be substantive in order for the contract to be in scope of ASC 606. The penalty for noncompliance must be significant relative to the minimum obligation. Fixed or minimum purchase obligations were the most common examples of substantive enforceable rights present in our contracts. We determined that the contract term is the period of enforceability outlined by the terms of the contract. This means that in many cases, the term stated in the contract is different than the period of enforceability.

Our efforts to adopt this standard focused on contract analysis at a regional level. We have concluded our assessment and identified the most significant impact will be on the accounting for Free on Loan equipment in our Food Care division. Whereas today we do not recognize revenue on Free on Loan equipment, under the new standard, we anticipate allocating revenue to that equipment and account for the lease component under ASC 840. ASC 606-10-15-4 states that a contract can be partially in scope of ASC 606 and partially in scope of another standard, in this case ASC 840. Sealed Air determined the proper accounting treatment for contracts with lease and non-lease components would be to allocate the transaction price of the contract to the separate lease and non-lease components, account for the non-lease components of the contract under ASC 606 and account for the lease components of the contract under ASC 840. During the contract analysis we also evaluated how the transaction price would be allocated across the performance obligations. It highlighted the need to adjust our equipment accrual balance, within the Food Care division, to reflect the stand alone selling price of the equipment within our portfolio.

Based on the information we have evaluated to date, we do not anticipate that the adoption of the amendments will have a significant impact on our consolidated financial statements with the exception of new and expanded disclosures. That said we currently estimate the adjustment will result in a reduction to the opening balance of retained earnings in the range of \$1 to \$5 million.

Impairment of Long-Lived Assets

For finite-lived intangible assets, such as customer relationships, contracts and intellectual property, and for other long-lived assets, such as property, plant and equipment, whenever impairment indicators are present, we perform a review for impairment. We calculate the undiscounted value of the projected cash flows associated with the asset, or asset group, and compare this estimated amount to the carrying amount. If the carrying amount is found to be greater, we record an impairment loss for the excess of book value over the fair value. In addition, in all cases of an impairment review, we re-evaluate the remaining useful lives of the assets and modify them as appropriate.

For indefinite-lived intangible assets, such as trademarks and trade names, each year and whenever impairment indicators are present, we determine the fair value of the asset and record an impairment loss for the excess of book value over fair value, if any. In addition, in all cases of an impairment review we re-evaluate whether continuing to characterize the asset as indefinite-lived is appropriate.

Asset Retirement Obligations

The company records asset retirement obligations at fair value at the time the liability is incurred if a reasonable estimate of fair value can be made. Accretion expense is recognized as an operating expense using the credit-adjusted risk-free interest rate in effect when the liability was recognized. The associated asset retirement obligations are capitalized as part of the carrying amount of the long-lived asset and depreciated over the estimated remaining useful life of the asset.

Goodwill

Goodwill is reviewed for possible impairment at least annually on a reporting unit level during the fourth quarter of each year. A review of goodwill may be initiated before or after conducting the annual analysis if events or changes in circumstances indicate the carrying value of goodwill may no longer be recoverable.

A reporting unit is the operating segment unless, at businesses one level below that operating segment - the "component" level - discrete financial information is prepared and regularly reviewed by management, and the

component has economic characteristics that are different from the economic characteristics of the other components of the operating segment, in which case the component is the reporting unit.

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As part of the annual impairment test, we may conduct an assessment of qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. In a qualitative assessment, we would consider the macroeconomic conditions, including any deterioration of general conditions, industry and market conditions, including any deterioration in the environment where the reporting unit operates, increased competition, changes in the products/services and regulator and political developments; cost of doing business; overall financial performance, including any declining cash flows and performance in relation to planned revenues and earnings in past periods; other relevant reporting unit specific facts, such as changes in management or key personnel or pending litigation, and events affecting the reporting unit, including changes in the carrying value of net assets. If an optional qualitative goodwill impairment assessment is not performed, we are required to determine the fair value of each reporting unit using the two-step process. In step one, we compare the fair value of each of our reporting units with goodwill to its carrying value, including the goodwill allocated to the reporting unit. If the fair value of the reporting unit exceeds its carrying value, there is no indication of impairment and no further testing is required. If the fair value of the reporting unit is less than the carrying value, we must perform step two of the impairment test to measure the amount of impairment loss, if any. In step two, the reporting unit's fair value is allocated to all of the assets and liabilities of the reporting unit, including any unrecognized intangible assets, in a hypothetical analysis that calculates the implied fair value of goodwill in the same manner as if the reporting unit were being acquired in a business combination. If the implied fair value of the reporting unit's goodwill is less than the carrying value, the difference is recorded as an impairment loss.

We use a fair value approach to test goodwill for impairment. We must recognize a non-cash impairment charge for the amount, if any, by which the carrying amount of goodwill exceeds its implied fair value. We derive an estimate of fair values for each of our reporting units using a combination of an income approach and appropriate market approaches, each based on an applicable weighting. We assess the applicable weighting based on such factors as current market conditions and the quality and reliability of the data. Absent an indication of fair value from a potential buyer or similar specific transactions, we believe that the use of these methods provides a reasonable estimate of a reporting unit's fair value.

Fair value computed by these methods is arrived at using a number of factors, including projected future operating results, anticipated future cash flows, effective income tax rates, comparable marketplace data within a consistent industry grouping, and the cost of capital. There are inherent uncertainties, however, related to these factors and to our judgment in applying them to this analysis. Nonetheless, we believe that the combination of these methods provides a reasonable approach to estimate the fair value of our reporting units. Assumptions for sales, net earnings and cash flows for each reporting unit were consistent among these methods.

Income Approach Used to Determine Fair Values

The income approach is based upon the present value of expected cash flows. Expected cash flows are converted to present value using factors that consider the timing and risk of the future cash flows. The estimate of cash flows used is prepared on an unleveraged debt-free basis. We use a discount rate that reflects a market-derived weighted average cost of capital. We believe that this approach is appropriate because it provides a fair value estimate based upon the reporting unit's expected long-term operating and cash flow performance. The projections are based upon our best estimates of projected economic and market conditions over the related period including growth rates, estimates of future expected changes in operating margins and cash expenditures. Other significant estimates and assumptions include terminal value long-term growth rates, provisions for income taxes, future capital expenditures and changes in future cashless, debt-free working capital.

Annual Goodwill Impairment Test

The Company performed a qualitative assessment of the goodwill by reporting unit as of October 1, 2017, during the fourth quarter of 2017, and concluded that it was more likely than not that the fair value of each of the reporting units exceeded its carrying amount. In the fourth quarter 2016 and 2015, we performed a quantitative test for all of our reporting units that have goodwill allocated and no impairment was identified.

Market Approaches Used to Determine Fair Values

We consider various relevant market approaches that could be used to determine fair value.

The first market approach estimates the fair value of the reporting unit by applying multiples of operating performance measures to the reporting unit's operating performance (the "Public Company Method"). These multiples are derived from comparable publicly-traded companies with similar investment characteristics to the reporting unit, and such comparables are reviewed and updated as needed annually. We believe that this approach is appropriate because it provides a fair value estimate

using multiples from entities with operations and economic characteristics comparable to our reporting units and the Company. The second market approach is based on the publicly traded common stock of the Company, and the estimate of fair value of the reporting unit is based on the applicable multiples of the Company (the “Quoted Price Method”). The third market approach is based on recent mergers and acquisitions of comparable publicly-traded and privately-held companies in our industries (the “Mergers and Acquisition Method”).

The key estimates and assumptions that are used to determine fair value under these market approaches include current and forward 12-month operating performance results, as applicable and the selection of the relevant multiples to be applied. Under the Public Company and the Quoted Price Methods, a control premium, or an amount that a buyer is usually willing to pay over the current market price of a publicly traded company, is applied to the calculated equity values to adjust the public trading value upward for a 100% ownership interest, where applicable.

In order to assess the reasonableness of the calculated fair values of our reporting units, we also compare the sum of the reporting units’ fair values to our market capitalization and calculate an implied control premium (the excess of the sum of the reporting units’ fair values over the market capitalization). We evaluate the control premium by comparing it to control premiums of recent comparable market transactions. If the implied control premium is not reasonable in light of these recent transactions, we will reevaluate our fair value estimates of the reporting units by adjusting the discount rates and/or other assumptions.

If our assumptions and related estimates change in the future, or if we change our reporting unit structure or other events and circumstances change (such as a sustained decrease in the price of our common stock, a decline in current market multiples, a significant adverse change in legal factors or business climates, an adverse action or assessment by a regulator, heightened competition, strategic decisions made in response to economic or competitive conditions or a more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or disposed of), we may be required to record impairment charges in future periods. Any impairment charges that we may take in the future could be material to our consolidated results of operations and financial condition.

See Note 7, “Goodwill and Identifiable Intangible Assets,” of the Notes to Consolidated Financial Statements for details of our goodwill balance and the goodwill review performed in 2017, 2016 and 2015 and other related information.

Pensions

For a number of our U.S. employees and our international employees, we maintain defined benefit pension plans. Under current accounting standards, we are required to make assumptions regarding the valuation of projected benefit obligations and the performance of plan assets for our defined benefit pension plans.

The projected benefit obligation and the net periodic benefit cost are based on third-party actuarial assumptions and estimates that are reviewed and approved by management on a plan-by-plan basis each fiscal year. The principal assumptions concern the discount rate used to measure the projected benefit obligation, the expected future rate of return on plan assets and the expected rate of future compensation increases. We revise these assumptions based on an annual evaluation of long-term trends and market conditions that may have an impact on the cost of providing retirement benefits.

In determining the discount rate, we utilize market conditions and other data sources management considers reasonable based upon the profile of the remaining service life of eligible employees. The expected long-term rate of return on plan assets is determined by taking into consideration the weighted-average expected return on our asset allocation, asset return data, historical return data, and the economic environment. We believe these considerations provide the basis for reasonable assumptions of the expected long-term rate of return on plan assets. The rate of compensation increase is based on our long-term plans for such increases. The measurement date used to determine the benefit obligation and plan assets is December 31 for all material plans (November 30 for non-material plans). At December 31, 2017, the total projected benefit obligation for our U.S. pension plans was \$205 million, and the total benefit income for the year ended December 31, 2017 was entirely offset by settlement and curtailment costs. At December 31, 2017, the total projected benefit obligation for our international pension plans was \$702 million, and the total benefit cost for the year ended December 31, 2017 was \$1 million.

In general, material changes to the principal assumptions could have a material impact on the costs and liabilities recognized on our Consolidated Financial Statements. A 25 basis point change in the assumed discount rate and a 100 basis point change in the expected long-term rate of return on plan assets would have resulted in the following

increases (decreases)

57

in the projected benefit obligation at December 31, 2017 and the expected net periodic benefit cost for the year ending December 31, 2018 (in millions).

United States	25 Basis Point Increase (in millions)	25 Basis Point Decrease (in millions)
Discount Rate		
Effect on 2017 projected benefit obligation	\$ (5.7)	\$ 5.9
Effect on 2018 expected net periodic benefit cost	0.1	(0.1)
	100 Basis Point Increase (in millions)	100 Basis Point Decrease (in millions)
Return on Assets		
Effect on 2018 expected net periodic benefit cost	\$ (1.4)	\$ 1.4
International	25 Basis Point Increase (in millions)	25 Basis Point Decrease (in millions)
Discount Rate		
Effect on 2017 projected benefit obligation	\$ (26.7)	\$ 28.4
Effect on 2018 expected net periodic benefit cost	—	0.1
	100 Basis Point Increase (in millions)	100 Basis Point Decrease (in millions)
Return on Assets		
Effect on 2018 expected net periodic benefit cost	\$ (6.1)	\$ 6.1

Income Taxes

Estimates and judgments are required in the calculation of tax liabilities and in the determination of the recoverability of our deferred tax assets. Our deferred tax assets arise from net deductible temporary differences, tax benefit carryforwards and foreign tax credits. We evaluate whether our taxable earnings, during the periods when the temporary differences giving rise to deferred tax assets become deductible or when tax benefit carryforwards may be utilized, should be sufficient to realize the related future income tax benefits. For those jurisdictions where the expiration dates of tax benefit carryforwards or the projected taxable earnings indicate that realization is not likely, we provide a valuation allowance.

In assessing the need for a valuation allowance, we estimate future taxable earnings, with consideration for the feasibility of ongoing planning strategies and the realizability of tax benefit carryforwards and past operating results, to determine which deferred tax assets are more likely than not to be realized in the future. Changes to tax laws, statutory tax rates and future taxable earnings can have an impact on valuation allowances related to deferred tax assets. In the event that actual results differ from these estimates in future periods, we may need to adjust the valuation allowance, which could have a material impact on our consolidated financial position and results of operations. In calculating our worldwide provision for income taxes, we also evaluate our tax positions for years where the statutes of limitations have not expired. Based on this review, we may establish reserves for additional taxes and interest that could be assessed upon examination by relevant tax authorities. We adjust these reserves to take into account changing facts and circumstances, including the results of tax audits and changes in tax law. If the payment of additional taxes and interest ultimately proves unnecessary or less than the amount of the reserve, the reversal of the reserves would result in tax benefits being recognized in the period when we determine the reserves are no longer necessary. If an estimate of tax reserves proves to be less than the ultimate assessment, a further charge to income tax provision would result. These adjustments to reserves and related expenses could materially affect our consolidated financial position and results of operations.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized on the Consolidated Financial Statements from such positions are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon settlement with tax authorities. See Note 16, "Income Taxes," of the Notes to Consolidated Financial Statements for further discussion.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in the conditions in the global financial markets, interest rates, foreign currency exchange rates and commodity prices and the creditworthiness of our customers and suppliers, which may adversely affect our consolidated financial condition and results of operations. We seek to minimize these risks through regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. We do not purchase, hold or sell derivative financial instruments for trading purposes.

Interest Rates

From time to time, we may use interest rate swaps, collars or options to manage our exposure to fluctuations in interest rates.

At December 31, 2017, we had no outstanding interest rate swaps and no outstanding interest rate collars or options. The information set forth in Note 12, "Derivatives and Hedging Activities," of the Notes to Consolidated Financial Statements under the caption "Interest Rate Swaps," is incorporated herein by reference.

See Note 13, "Fair Value Measurements and Other Financial Instruments," of the Notes to Consolidated Financial Statements for details of the methodology and inputs used to determine the fair value of our fixed rate debt. The fair value of our fixed rate debt varies with changes in interest rates. Generally, the fair value of fixed rate debt will increase as interest rates fall and decrease as interest rates rise. A hypothetical 10% increase in interest rates would result in a decrease of \$72 million in the fair value of the total debt balance at December 31, 2017. These changes in the fair value of our fixed rate debt do not alter our obligations to repay the outstanding principal amount or any related interest of such debt.

Foreign Exchange Rates

Operations

As a large global organization, we face exposure to changes in foreign currency exchange rates. These exposures may change over time as business practices evolve and could materially impact our consolidated financial condition and results of operations in the future. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," above for the impacts foreign currency translation had on our operations.

Venezuela

Economic and political events in Venezuela have exposed us to heightened levels of foreign currency exchange risk. See Note 2, "Summary of Significant Accounting Policies and Recently Issued Accounting Standards" of the Notes to Consolidated Financial Statements under the section "Impact of Inflation and Currency Fluctuation - Venezuela" for additional details.

Argentina

Recent economic events in Argentina, including the default on some of its international debt obligations, have exposed us to heightened levels of foreign currency exchange risks. However, as of December 31, 2017, we do not anticipate these events will have a material impact to our 2018 results of operations. For 2017, about 1% of our consolidated net sales and operating income were derived from our businesses in Argentina. As of December 31, 2017, we had net assets of \$9 million (including less than \$1 million of cash and cash equivalents) in Argentina. Also, as of December 31, 2017, our Argentina subsidiaries had a negative cumulative translation adjustment balance of \$21 million.

Russia

The U.S. and the European Union (EU) have recently imposed sanctions on various sectors of the Russian economy and on transactions with certain Russian nationals and entities. Russia has also announced economic sanctions against the U.S. and other nations that include a ban on imports of certain products. These sanctions are not expected to have a material impact on our business as much of the operations in Russia support local production; however they may limit the amount of future business the Company does with customers involved in activities in Russia. However, as of December 31, 2017, we do not anticipate these events will have a material impact to our 2018 result of operations. As of December 31, 2017, about 2% of our consolidated net sales were derived from products sold into Russia. As of December 31, 2017, we had net assets of \$50 million

(including \$3 million of cash and cash equivalents) in Russia. Also, as of December 31, 2017, our Russia subsidiaries had a negative cumulative translation adjustment balance of \$23 million.

Greece

Recent economic events in Greece, including missing payment to the International Monetary Fund and the uncertainties relating to the ability of Greece to remain in the European Monetary Union may require us to tighten credit controls that will have adverse impact on our sales and bad debt expense. However, as of December 31, 2017, we do not anticipate these events will have a material impact on our 2018 results of operations. As of December 31, 2017, less than 1% of our consolidated net sales were derived from products sold into Greece. As of December 31, 2017, we had net assets of \$7 million (including less \$5 million of cash and cash equivalents) in Greece. Also, as of December 31, 2017, our Greece subsidiaries had a positive cumulative translation adjustment balance of less than \$1 million.

Brazil

Recent economic events in Brazil, including the increase in the benchmark interest rate set by the Brazilian Central Bank, have exposed us to heightened levels of foreign currency exchange risks. However, as of December 31, 2017, we do not anticipate these events will have a material impact on our 2018 results of operations. As of December 31, 2017, about 3% of our consolidated net sales were derived from products sold into Brazil. As of December 31, 2017, we had net assets of \$116 million (including \$6 million of cash and cash equivalents) in Brazil. Also, as of December 31, 2017, our Brazil subsidiaries had a negative cumulative translation adjustment balance of \$26 million.

United Kingdom

Recent economic events in United Kingdom, including their intention to exit from the European Union may require us to tighten credit controls that will have adverse impact on our sales and bad debt expense. However, as of December 31, 2017, we do not anticipate these events will have a material impact on our 2018 results of operations. As of December 31, 2017, about 4% of our consolidated net sales were derived from products sold into United Kingdom. As of December 31, 2017, we had net assets of \$254 million (including \$2 million of cash and cash equivalents) in United Kingdom. Also, as of December 31, 2017, our United Kingdom subsidiaries had a negative cumulative translation adjustment balance of \$17 million.

Impact of Inflation and Currency Fluctuation

Economic and political events in certain countries have exposed us to heightened levels of inflation and foreign currency exchange risks. The effects of these could impact our financial condition and results of operations. See Note 2, "Summary of Significant Accounting Policies and Recently Issued Accounting Standards" in the Notes to Consolidated Financial Statements for details regarding the impact of inflation and currency fluctuation. Also, for a discussion of our risk factors, please refer to Part II, Item 1A, "Risk Factors."

Foreign Currency Forward Contracts

We use foreign currency forward contracts to fix the amounts payable or receivable on some transactions denominated in foreign currencies. A hypothetical 10% adverse change in foreign exchange rates at December 31, 2017 would have caused us to pay approximately \$67 million to terminate these contracts. Based on our overall foreign exchange exposure, we estimate this change would not materially affect our financial position and liquidity. The effect on our results of operations would be substantially offset by the impact of the hedged items.

Our foreign currency forward contracts are described in Note 12, "Derivatives and Hedging Activities," which is contained in the Notes to Consolidated Financial Statements, and in "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Derivative Financial Instruments — Foreign Currency Forward Contracts," contained in Part II, Item 7 of this Annual Report on Form 10-K, which information is incorporated herein by reference.

Interest Rate and Currency Swap

In 2014 in connection with exercising the \$100 million delayed draw under the senior secured credit facility, we entered into a series of interest rate and currency swaps in a notional amount of \$100 million. On September 30, 2016, the first \$20 million swap contract matured and was settled. As a result of the settlement, the Company received \$5 million. For the year ended December 31, 2017, net cash received for these swaps was \$15 million. In July 2017, we prepaid the Brazilian tranche of

our Term Loan A facility due in July 2019 in the amount of \$96 million in connection with the anticipated Diversey transaction. In anticipation of this loan prepayment, we terminated all the swaps used to convert the related U.S. dollar-denominated variable rate obligation into a fixed Brazilian real-denominated obligation. The related activity has been classified as net earnings from discontinued operations, net of tax on the Consolidated Statement of Operations.

Net Investment Hedge

During the second quarter of 2015, we entered into a series of foreign currency exchange forwards totaling €270 million. These foreign currency exchange forwards hedged a portion of the net investment in a certain European subsidiary against fluctuations in foreign exchange rates and expired in June 2015. The loss of \$4 million (\$2 million after tax) is recorded in accumulated other comprehensive income ("AOCI") on our Consolidated Balance Sheet. The €400 million 4.50% notes issued in June 2015 are designated as a net investment hedge, hedging a portion of our net investment in a certain European subsidiary against fluctuations in foreign exchange rates. The change in the fair value of the debt was \$28 million (\$17 million after tax) as of December 31, 2017, and is reflected in long-term debt on our Consolidated Balance Sheet.

In March 2015, we entered into a series of cross-currency swaps with a combined notional amount of \$425 million, hedging a portion of the net investment in a certain European subsidiary against fluctuations in foreign exchange rates. As a result of the sale of Diversey, we terminated these cross-currency swaps in September 2017 and settled these swaps in October 2017. The fair value of the swaps on the date of termination was a liability of \$62 million which was partially offset by semi-annual interest settlements of \$18 million. This resulted in a net impact of \$(44) million recorded in AOCI.

For derivative instruments that are designated and qualify as hedges of net investments in foreign operations, settlements and changes in fair values of the derivative instruments are recognized in unrealized net gains or loss on derivative instruments for net investment hedge, a component of accumulated other comprehensive loss, net of taxes, to offset the changes in the values of the net investments being hedged. Any portion of the net investment hedge that is determined to be ineffective is recorded in other income, net on the Consolidated Statements of Operations.

Other Derivative Instruments

We may use other derivative instruments from time to time to manage exposure to foreign exchange rates and to access to international financing transactions. These instruments can potentially limit foreign exchange exposure by swapping borrowings denominated in one currency for borrowings denominated in another currency.

Outstanding Debt

Our outstanding debt is generally denominated in the functional currency of the borrower or in euros as is the case with the issuance of €400 million of 4.50% senior notes due 2023. We believe that this enables us to better match operating cash flows with debt service requirements and to better match the currency of assets and liabilities. The amount of outstanding debt denominated in a functional currency other than the U.S. dollar was \$544 million at December 31, 2017 and \$875 million at December 31, 2016.

Customer Credit

We are exposed to credit risk from our customers. In the normal course of business we extend credit to our customers if they satisfy pre-defined credit criteria. We maintain an allowance for doubtful accounts for estimated losses resulting from the failure of our customers to make required payments. An additional allowance may be required if the financial condition of our customers deteriorates. The allowance for doubtful accounts is maintained at a level that management assesses to be appropriate to absorb estimated losses in the accounts receivable portfolio.

Our customers may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons. Our provision for bad debt expense was less than \$1 million for the years ended December 31, 2017, 2016 and 2015. The allowance for doubtful accounts was \$7 million at December 31, 2017 and \$8 million at December 31, 2016.

Pensions

Recent market conditions have resulted in an unusually high degree of volatility and increased risks and short-term liquidity concerns associated with some of the plan assets held by our defined benefit pension plans, which have impacted the

performance of some of the plan assets. Based upon the annual valuation of our defined benefit pension plans at December 31, 2017, we expect our net periodic benefit income to be approximately \$9 million in 2018. See Note 14, "Profit Sharing, Retirement Savings Plans and Defined Benefit Pension Plans," of the Notes to Consolidated Financial Statements for further details on our defined benefit pension plans.

Commodities

We use various commodity raw materials such as plastic resins and other chemicals and energy products such as electric power and natural gas in conjunction with our manufacturing processes. Generally, we acquire these components at market prices in the region in which they will be used and do not use financial instruments to hedge commodity prices. Moreover, we seek to maintain appropriate levels of commodity raw material inventories thus minimizing the expense and risks of carrying excess inventories. We do not typically purchase substantial quantities in advance of production requirements. As a result, we are exposed to market risks related to changes in commodity prices of these components.

Item 8. Financial Statements and Supplementary Data

The following Consolidated Financial Statements and notes are filed as part of this report.
Sealed Air Corporation

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Sealed Air Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Sealed Air Corporation and subsidiaries (the “Company”) as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income, stockholders’ equity and cash flows for each of the three years in the period ended December 31, 2017 and the related notes and financial statement schedule listed in the Index at Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and 2016, and the results of its operations and cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 21, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company’s auditor since 2015.

Charlotte, North Carolina
February 21, 2018

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Sealed Air Corporation

Opinion on Internal Control over Financial Reporting

We have audited Sealed Air Corporation and subsidiaries' internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Sealed Air Corporation and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2017 and 2016 and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and financial statement schedule listed in the Index at Item 15(a)(2) and our report dated February 21, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding

prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Charlotte, North Carolina
February 21, 2018

SEALED AIR CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

(In millions)

December 31, December
2017 31, 2016

ASSETS

Current assets:

Cash and cash equivalents	\$ 594.0	\$ 333.7
Trade receivables, net of allowance for doubtful accounts of \$6.5 in 2017 and \$8.4 in 2016	552.4	460.5
Income tax receivables	85.1	11.5
Other receivables	90.2	72.7
Inventories, net of inventory reserves of \$15.5 in 2017 and \$13.4 in 2016	506.8	456.7
Assets held for sale	4.0	825.7
Prepaid expenses and other current assets	33.9	54.5
Total current assets	1,866.4	2,215.3
Property and equipment, net	998.4	889.6
Goodwill	1,939.8	1,882.9
Identifiable intangible assets, net	83.6	40.1
Deferred taxes ⁽¹⁾	176.2	197.1
Non-current assets held for sale ⁽¹⁾	—	2,015.1
Other non-current assets	215.9	175.4
Total assets	\$ 5,280.3	\$ 7,415.5

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:

Short-term borrowings	\$ 25.3	\$ 83.0
Current portion of long-term debt	2.2	297.0
Accounts payable	723.8	539.2
Current liabilities held for sale	2.2	683.3
Accrued restructuring costs	15.4	44.8
Income tax payable	47.3	48.3
Other current liabilities		