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SEALED AIR CORP/DE
Form 424B3
January 27, 2005

PROSPECTUS SUPPLEMENT NO. 14
(To Prospectus dated January 23, 2004)

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-108544

SEALED AIR CORPORATION

6,160,708 SHARES OF COMMON STOCK

This prospectus supplement relates to the offer and sale from time to time of up to 6,160,708 shares of common stock, \$0.10 par value per share, of Sealed Air Corporation, a Delaware corporation, by the selling stockholders named in the prospectus dated January 23, 2004, as supplemented, and in this prospectus supplement. This prospectus supplement may only be delivered or used in connection with our prospectus dated January 23, 2004. Our common stock is traded on the New York Stock Exchange under the symbol "SEE."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

PROSPECTUS SUPPLEMENT DATED JANUARY 27, 2005

The information appearing in the following table supplements or supersedes in part the information in the table under the caption "Selling Stockholders," beginning on page 9 in our prospectus and was provided by or on behalf of the selling stockholders.

| NAME ----- | COMMON STOCK BENEFICIALLY OWNED AS OF JANUARY 26, 2005 (1) ----- | COMMON STOCK OFFERED IN THIS PROSPECTUS (1) ----- | COMMON BENEFICI AFT OFF ----- |
|--|--|--|---|
| Acacia Life Insurance Company | 5,571 | 5,571 | |
| ACIG Insurance Company (3) | 5,857 | 5,857 | |
| Advantage Convertible Securities Fund (3) | 6,428 | 6,428 | |
| Alcon (401)K Retirement Plan (3) | 21,428 | 21,428 | |
| American Community Mutual Insurance Company | 2,428 | 2,428 | |
| American Fidelity Assurance Company | 12,142 | 12,142 | |
| American Founders Life Insurance Company (3) | 8,571 | 8,571 | |
| Amerisure Mutual Insurance Company (3) | 25,642 | 25,642 | |
| BCS Life Insurance Company (3) | 8,857 | 8,857 | |
| BTOP Multi-Strategy Master Portfolio Ltd. | 107,142 | 107,142 | |
| California State Auto Association (3) | 56,428 | 56,428 | |
| Catholic Family Life Insurance Company | 6,857 | 6,857 | |
| Catholic Mutual Relief Society of America | 5,714 | 5,714 | |

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|--|-----------|-----------|
| Catholic Relief Insurance Company of America (3) | 11,428 | 11,428 |
| Century National Insurance Company Investment Grade (3) | 23,571 | 23,571 |
| Chrysler Insurance Company | 22,857 | 22,857 |
| CSA Fraternal Life Ins. Co. | 714 | 714 |
| Cumberland Insurance Company | 1,428 | 1,428 |
| Cumberland Mutual Fire Ins. Co. | 11,428 | 11,428 |
| Employees Retirement of N.O. Sewerage & Water Board (3) | 10,714 | 10,714 |
| Federated Rural Electric Insurance Exchange (3) | 8,571 | 8,571 |
| Founders Insurance Company (3) | 1,528 | 1,528 |
| Grange Mutual Casualty Insurance Company | 5,428 | 5,428 |
| Growing Oak, L.P. | 4,999 | 4,999 |
| Indiana Lumbermens Mutual Insurance Company (3) | 8,571 | 8,571 |
| Inner Harbor Corporation (3) | 7,142 | 7,142 |
| Institutional Benchmarks Master Fund Ltd. (3) | 35,714 | 35,714 |
| Integrity Mutual Insurance Company | 2,714 | 2,714 |
| Koch Industries Inc. Master Pension Trust (3) | 7,428 | 7,428 |
| Loyal Christian Benefit Association | 3,571 | 3,571 |
| Medico Life Insurance Company | 12,142 | 12,142 |
| Medmarc Insurance Company (3) | 8,999 | 8,999 |
| MFS Total Return Fund A Series of Series Trust V | 49,999 | 49,999 |
| Mutual Protective Insurance Company (3) | 13,571 | 13,571 |
| NCMIC | 7,857 | 7,857 |
| New Era Life Insurance Company | 4,999 | 4,999 |
| Pennington Biomedical Research Foundation (3) | 1,142 | 1,142 |
| Physicians Life Insurance Company | 20,714 | 20,714 |
| Physicians Mutual Insurance Company | 5,714 | 5,714 |
| Premera Blue Cross | 51,428 | 51,428 |
| San Francisco Employee's Retirement System (3) | 36,428 | 36,428 |
| Scor Life Re | 10,428 | 10,428 |
| Stonebridge Life Insurance | 7,142 | 7,142 |
| The Doctors Company (3) | 14,285 | 14,285 |
| Transamerica Insurance Co. of Iowa | 7,142 | 7,142 |
| Transamerica Life Insurance and Annuities Corp. | 107,142 | 107,142 |
| United National Insurance Company (3) | 13,571 | 13,571 |
| Vanguard Convertible Securities Fund, Inc. (4) | 226,428 | 226,428 |
| Virginia Retirement System | 29,999 | 29,999 |
| World Insurance | 4,285 | 4,285 |
| Zazove Hedged Convertible Fund L.P. (3). | 64,285 | 64,285 |
| Zazove Income Fund L.P. (3) | 21,428 | 21,428 |
| TOTAL (5) | 6,160,708 | 6,160,708 |

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1. For each selling stockholder, this number represents the number of shares of common stock that would be beneficially owned by such selling stockholder after the conversion of the Notes beneficially owned by such selling stockholder as of January 26, 2005, assumes that the selling stockholders will sell all shares of common stock offered by them under this prospectus, and further assumes that all of the Notes have been converted.

 2. For each selling stockholder, this number represents the percentage

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of common stock that would be owned by such selling stockholder after completion of the offering, based on the number of shares of common stock outstanding as of January 26, 2005 and assuming all the Notes beneficially owned by such selling stockholder as of January 26, 2005, have been converted.

3. We have been advised that Mr. Gene T. Pretti may be deemed the beneficial owner of these shares by virtue of his voting control of Zazove Associates, LLC, which has voting control and investment discretion with respect to these shares.
4. We have been advised that Mr. Lawrence Keele may be deemed the beneficial owner of these shares by virtue of his voting control of Oaktree Capital Management, LLC, which has voting control and investment discretion with respect to these shares.
5. Assumes conversion of 100% of the outstanding Notes (without giving effect to any capital adjustments). We note that the aggregate number of shares of common stock requested to be registered by the selling stockholders is greater than the total number of shares initially issuable upon conversion of 100% of the outstanding Notes. This may be due in part to sales or other transfers of Notes among the selling stockholders in which the person acquiring the Notes submits a request to register shares of common stock which were previously registered by the person who sold the Notes.