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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names <input type="checkbox"/> None	Entity Type
0001012100	WR GRACE & CO/DE	<input checked="" type="checkbox"/> Corporation
Name of Issuer	GRACE HOLDING INC	<input type="checkbox"/> Limited Partnership
SEALED AIR CORP/DE	W.R. Grace & Co.	<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization	Grace Holdings, Inc.	<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago		
<input type="checkbox"/> Within Last Five Years (Specify Year)		
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
SEALED AIR CORP/DE			
Street Address 1	Street Address 2		
200 Riverfront Boulevard			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Elmwood Park	NEW JERSEY	07407	201-791-7600

3. Related Persons

Last Name	First Name	Middle Name
Hickey	William	V.
Street Address 1	Street Address 2	
200 Riverfront Boulevard		
City	State/Province/Country	ZIP/PostalCode
Elmwood Park	NEW JERSEY	07407
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kelsey	David	H.
Street Address 1	Street Address 2	
200 Riverfront Boulevard		
City	State/Province/Country	ZIP/PostalCode
Elmwood Park	NEW JERSEY	07407
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Chammas	Emile	Z.
Street Address 1	Street Address 2	
200 Riverfront Boulevard		

City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Baker Jonathan B.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Coventry Mary A.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Deily Karl R.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Demeautis Jean-Marie
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Flanagan J. Ryan
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Kudman Warren J.
Street Address 1 Street Address 2

200 Riverfront Boulevard

City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Mix	James	P.
Street Address 1	Street Address 2	
200 Riverfront Boulevard		
City	State/Province/Country	ZIP/PostalCode
Elmwood Park	NEW JERSEY	07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Mondragon	Manuel	
Street Address 1	Street Address 2	
200 Riverfront Boulevard		
City	State/Province/Country	ZIP/PostalCode
Elmwood Park	NEW JERSEY	07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Pillote	Lary	
Street Address 1	Street Address 2	
200 Riverfront Boulevard		
City	State/Province/Country	ZIP/PostalCode
Elmwood Park	NEW JERSEY	07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Roper	Ruth	J.
Street Address 1	Street Address 2	
200 Riverfront Boulevard		
City	State/Province/Country	ZIP/PostalCode
Elmwood Park	NEW JERSEY	07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sargant	Hugh	L.
Street Address 1	Street Address 2	
200 Riverfront Boulevard		
City	State/Province/Country	ZIP/PostalCode
Elmwood Park	NEW JERSEY	07407

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Savoca	Ann	C.

Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
White H. Katherine
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Woodbridge Christopher C.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Christie Tod S.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Warren Jeffrey S.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Brown Hank
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Chu Michael
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Codey Lawrence R.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Duff Patrick
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Dunphy T.J. Dermot
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Kosecoff Jacqueline B.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Manning Kenneth P.
Street Address 1 Street Address 2
200 Riverfront Boulevard
City State/Province/Country ZIP/PostalCode
Elmwood Park NEW JERSEY 07407
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name **Marino** First Name **William** Middle Name **J.**
 Street Address 1 **200 Riverfront Boulevard** Street Address 2
 City **Elmwood Park** State/Province/Country **NEW JERSEY** ZIP/PostalCode **07407**
 Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input checked="" type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | | |
|--|----|---|
| Revenue Range | OR | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input checked="" type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(5) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

- | | |
|--|---|
| <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

New Notice Date of First Sale [2011-05-31](#) First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

[This offering is being made in connection with the acquisition of Diversey Holdings, Inc.](#)

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
Street Address 1	Street Address 2
City	State/Province/Country
State(s) of Solicitation (select all that apply) <input type="checkbox"/> All States	ZIP/Postal Code
Check "All States" or check individual States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$814,056,000 USD or Indefinite
Total Amount Sold \$754,081,644 USD
Total Remaining to be Sold \$59,974,356 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
SEALED AIR CORP/DE	/s/ H. Katherine White	H. Katherine White	Vice President, General Counsel and Secretary	2011-06-15

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.