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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 16, 2019**

SEALED AIR CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other
Jurisdiction of Incorporation)

1-12139
(Commission
File Number)

65-0654331
(IRS Employer
Identification No.)

2415 Cascade Pointe Boulevard
Charlotte, North Carolina
(Address of Principal Executive Offices)

28208
(Zip Code)

Registrant's telephone number, including area code: **980-221-3235**

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock, par value \$0.10 per share

Trading Symbol(s)
SEE

Name of Each Exchange on Which Registered
New York Stock Exchange

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 16, 2019, Sealed Air Corporation (the “Company”) held its Annual Meeting of Stockholders. The holders of a total of 134,719,207 shares of our common stock were present in person or by proxy at the Annual Meeting, representing approximately 86.49% of the voting power entitled to vote at the Annual Meeting. Each share of common stock was entitled to one vote on each matter before the meeting. The matters considered and voted on by the stockholders at the Annual Meeting and the vote of the stockholders were as follows:

1. The stockholders elected the entire Board of Directors, each of whom holds office until a successor is elected and qualified or until his or her earlier resignation or removal, by the following votes:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------------|-------------|----------------|----------------|-------------------------|
| Michael Chu | 113,802,590 | 11,806,977 | 220,434 | 8,889,206 |
| Françoise Colpron | 124,611,418 | 968,372 | 250,211 | 8,889,206 |
| Edward L. Doheny II | 124,887,954 | 715,875 | 226,172 | 8,889,206 |
| Patrick Duff | 123,346,298 | 2,301,310 | 182,393 | 8,889,206 |
| Henry R. Keizer | 121,656,871 | 3,886,860 | 286,270 | 8,889,206 |
| Jacqueline B. Kosecoff | 113,149,068 | 12,486,549 | 194,384 | 8,889,206 |
| Harry A. Lawton III | 124,674,691 | 939,483 | 215,827 | 8,889,206 |
| Neil Lustig | 123,302,968 | 2,206,632 | 320,401 | 8,889,206 |
| Jerry R. Whitaker | 124,283,661 | 1,338,842 | 207,498 | 8,889,206 |

2. The stockholders ratified the appointment of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2019 by the following vote:

| | For | Against | Abstain | Broker Non-Votes |
|--------------------------------------------------|-------------|----------------|----------------|-------------------------|
| Ratification of Appointment of Ernst & Young LLP | 133,502,099 | 1,018,130 | 198,978 | — |

3. The stockholders approved, on a non-binding advisory basis, the executive compensation as disclosed in the proxy statement by the following vote:

| | For | Against | Abstain | Broker Non-Votes |
|------------------------------------|-------------|----------------|----------------|-------------------------|
| Approval of Executive Compensation | 107,349,939 | 17,934,613 | 545,449 | 8,889,206 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

SEALED AIR CORPORATION

By: /s/ Angel S. Willis

Name: Angel S. Willis

Title: Vice President, General Counsel & Secretary

Dated: May 17, 2019