

**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): **December 29, 2008**

**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.)

**200 Riverfront Boulevard**  
**Elmwood Park, New Jersey**  
(Address of Principal Executive Offices)

**07407**  
(Zip Code)

Registrant's telephone number, including area code: **201-791-7600**

**Not Applicable**

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

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

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

Item 8.01 Other Events.

On December 29, 2008, Sealed Air Corporation (the "Company") issued a press release announcing the expiration and final results of its previously announced cash tender offer to purchase any and all of its outstanding 6.95% Senior Notes due 2009. The press release is included in this filing as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of the Company, dated December 29, 2008, announcing the expiration and final results of its previously announced tender offer to purchase its outstanding 6.95% Senior Notes due 2009.

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

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Dated: December 29, 2008

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of the Company, dated December 29, 2008, announcing the expiration and final results of its previously announced tender offer to purchase its outstanding 6.95% Senior Notes due 2009.

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Sealed Air Corporation  
200 Riverfront Boulevard  
Elmwood Park, NJ 07407

for release: December 29, 2008

Contact: Amanda Butler  
201-791-7600

**SEALED AIR CORPORATION ANNOUNCES EXPIRATION AND FINAL RESULTS OF CASH TENDER OFFER FOR ITS 6.95% SENIOR NOTES DUE 2009**

ELMWOOD PARK, N.J., Monday, December 29, 2008 – Sealed Air Corporation (NYSE:SEE) (the “Company”) today announced the expiration and final results of its previously announced cash tender offer to purchase any and all of its outstanding 6.95% Senior Notes due May 15, 2009 (CUSIP No. 81211KAA8) (the “Securities”). The tender offer was made pursuant to the Company’s Offer to Purchase dated December 17, 2008 and the related Letter of Transmittal, which set forth the terms of the tender offer.

The tender offer expired at 5:00 p.m., New York City time, on December 24, 2008. \$90,590,000 in aggregate principal amount of Securities, representing approximately 40 percent of the outstanding Securities, were validly tendered (and not validly withdrawn) in the tender offer. The Company has accepted all such Securities for payment and will pay the full tender offer consideration (100 percent of the principal amount), plus accrued interest, on the settlement date pursuant to the terms of the tender offer. Settlement is expected to occur today. The Company expects to purchase the Securities primarily utilizing funds from the Company’s accounts receivable securitization program and available cash.

Citi served as the dealer manager and Global Bondholder Services Corporation served as the depository and information agent for the tender offer.

Following the tender offer there will be a total of \$136,679,000 in principal amount of the Securities outstanding.

**Business**

Sealed Air is a leading global innovator and manufacturer of a wide range of packaging and performance-based materials and equipment systems that serve an array of food, industrial, medical, and consumer applications. Operating in 51 countries, Sealed Air’s international reach generated revenue of \$4.7 billion in 2007. With widely recognized brands such as Bubble Wrap® cushioning, Jiffy® protective mailers, Instapak® foam-in-place systems and Cryovac® packaging technology, Sealed Air continues to identify new trends, foster new markets, and deliver innovative solutions to its customers.

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