

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

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 No.)

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

28208
 (Zip Code)

2014 OMNIBUS INCENTIVE PLAN
 (Full title of the plan)

Angel Willis
Vice President, General Counsel and Secretary
Sealed Air Corporation
2415 Cascade Pointe Boulevard
Charlotte, North Carolina 28208
 (Name and address of agent for service)

(980)-221-3235
 (Telephone number, including area code,
 of agent for service)

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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Aggregate Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, par value \$0.10 per share	1,495,431 shares	\$45.75	\$68,415,968.25	\$7,464.19

- (1) Consists of 1,495,431 shares issuable under the Registrant's 2014 Omnibus Incentive Plan, as amended and restated effective May 17, 2018 (the "2014 Plan").
- (2) In addition, pursuant to Rule 416(a), this Registration Statement also covers such indeterminate number of additional shares of Common Stock as is necessary to eliminate any dilutive effect of any future stock split, stock dividend or similar transaction.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the average of the high and low prices for the Common Stock as reported on the New York Stock Exchange on January 5, 2021.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relating to the 2014 Plan of Sealed Air Corporation (the "Company") is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. In accordance with General Instruction E to Form S-8 regarding registration of additional securities, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, [File No. 333-196508](#), filed with the Securities and Exchange Commission (the "SEC") on June 4, 2014 by the Company, the Registration Statement on Form S-8, [File No. 333-223460](#), filed with the SEC on March 6, 2018 by the Company, and the Registration Statement on Form S-8, [File No. 333-226619](#), filed with the SEC on August 6, 2018 by the Company, in each case except as amended hereby.

Item 5. Interests of Named Experts and Counsel.

Angel S. Willis, Vice President, General Counsel and Secretary of the Company, has passed upon the validity of the shares of Common Stock offered under the 2014 Plan for the Company and registered hereby. As of the date of this Registration Statement, Ms. Willis was employed by the Company and was the beneficial owner of approximately 6,880 shares of Common Stock of the Company.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Unofficial Composite Amended and Restated Certificate of Incorporation of the Registrant as currently in effect (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3, Registration No. 333-108544 and incorporated by reference herein)</u>
4.2	<u>Amended and Restated By-Laws of the Registrant as currently in effect (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 18, 2020, File No. 1-12139 and incorporated by reference herein)</u>
4.3	<u>Sealed Air Corporation 2014 Omnibus Incentive Plan (as amended and restated effective May 17, 2018) (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 18, 2018 and incorporated herein by reference)</u>
5	<u>Opinion of counsel as to legality of securities being offered</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP.</u>
23.2	<u>Consent of Ernst & Young LLP.</u>
23.3	<u>Consent of counsel (included in Exhibit 5)</u>
24	<u>Powers of Attorney (included in the signature pages to the Registration Statement)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, State of North Carolina, on January 12, 2021.

SEALED AIR CORPORATION

By: /s/ EDWARD L. DOHENY II _____
Name: Edward L. Doheny II
Title: President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Sealed Air Corporation hereby severally constitute and appoint James M. Sullivan and Angel Willis, and each of them singly, our true and lawful attorneys with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 filed herewith and any and all amendments (including post-effective amendments) to said Registration Statement, and any registration statement filed pursuant to Rule 462 under the Securities Act of 1933, as amended, in connection with said Registration Statement, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in our name and on our behalf in our capacities as officers and directors to enable Sealed Air Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Edward L. Doheny II</u> Edward L. Doheny II	President, Chief Executive Officer and Director (Principal Executive Officer)	January 12, 2021
<u>/s/ James M. Sullivan</u> James M. Sullivan	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	January 12, 2021
<u>/s/ Michael A. Leon</u> Michael A. Leon	Chief Accounting Officer and Controller (Principal Accounting Officer)	January 12, 2021
<u>/s/ Zubaid Ahmad</u> Zubaid Ahmad	Director	January 12, 2021
<u>/s/ Françoise Colpron</u> Françoise Colpron	Director	January 12, 2021
<u>/s/ Michael P. Doss</u> Michael P. Doss	Director	January 12, 2021
<u>/s/ Henry R. Keizer</u> Henry R. Keizer	Director	January 12, 2021
<u>/s/ Jacqueline B. Kosecoff</u> Jacqueline B. Kosecoff	Director	January 12, 2021
<u>/s/ Harry A. Lawton III</u> Harry A. Lawton III	Director	January 12, 2021
<u>/s/ Neil Lustig</u> Neil Lustig	Director	January 12, 2021
<u>/s/ Suzanne B. Rowland</u> Suzanne B. Rowland	Director	January 12, 2021
<u>/s/ Jerry R. Whitaker</u> Jerry R. Whitaker	Director	January 12, 2021

Sealed Air Corporation
2415 Cascade Pointe Boulevard
Charlotte, North Carolina 28208
Telephone: (980) 221-3235

January 12, 2021

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2415 Cascade Pointe Boulevard
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Ladies and Gentlemen:

I am the Vice President, General Counsel and Secretary of Sealed Air Corporation, a Delaware corporation (the "Corporation"), and as such have represented the Corporation in connection with a Registration Statement on Form S-8 (the "Registration Statement") providing for the registration under the Securities Act of 1933, as amended (the "Act"), of 1,495,431 shares (the "Shares") of the Corporation's Common Stock, par value \$0.10 per share (the "Common Stock") which may be issued by the Corporation pursuant to the 2014 Omnibus Incentive Plan, as amended and restated effective May 17, 2018 (as amended and restated, the "2014 Plan"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

I have confirmed that the authorization of the Shares for issuance under the 2014 Plan was approved by the board of directors of the Corporation (the "Board of Directors") (i) with respect to the initial 2014 Omnibus Incentive Plan, on February 18, 2014, which 2014 Omnibus Incentive Plan subsequently was approved by the stockholders of the Corporation (the "Stockholders") by resolution adopted at the 2014 Annual Meeting held on May 22, 2014, and (ii) with respect to the amendment and restatement of the 2014 Omnibus Incentive Plan, on February 14, 2018, which amendment and restatement subsequently was approved by the Stockholders by resolution adopted at the 2018 Annual Meeting held on May 17, 2018. The Board of Directors approved registration of the Shares and the preparation and filing of the Registration Statement on December 9, 2020.

As counsel for the Corporation, in addition to participating in the preparation of the Registration Statement, I have reviewed (a) the 2014 Plan, (b) the resolutions adopted by the Board of Directors on February 18, 2014 approving and adopting the initial 2014 Omnibus Incentive Plan and authorizing the reservation for issuance of certain of the Shares thereunder, together with a resolution adopted by the Stockholders at the 2014 Annual Meeting approving and adopting the initial 2014 Omnibus Incentive Plan, (c) the resolutions adopted by the Board of Directors on February 14, 2018 approving and adopting the amendment and restatement of the 2014 Omnibus Incentive Plan and authorizing the reservation for issuance certain of the Shares thereunder, together with a resolution adopted by the Stockholders at the 2018 Annual Meeting approving the amendment and restatement of the 2014 Omnibus Incentive Plan, and (d) the resolutions adopted by the Board of Directors on December 9, 2020 approving the registration of the Shares and the preparation and filing of the Registration Statement. I have also reviewed such corporate records, documents, instruments and certificates and have made such other inquiries as I have deemed necessary in order to enable me to render this opinion.

As to factual matters, I have relied on originals or copies authenticated to my satisfaction of the documents referred to above and such other documents as I have considered necessary to form a basis for rendering this opinion. In my examination, I have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as copies, and, to the extent I have received and relied upon certificates of the Corporation or authorized representatives thereof and certificates and assurances from public officials, all of such certificates, representations and assurances are accurate with respect to factual matters.

Based on the foregoing, I am of the opinion that the Shares, when issued and paid for pursuant to the Registration Statement and in accordance with and upon the terms and conditions of the 2014 Plan, will be legally issued, fully paid and nonassessable shares of Common Stock of the Corporation.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5 to the Registration Statement and to the reference to me in Item 5 of the Registration Statement. In giving this consent I do not admit that I am within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations thereunder.

Very truly yours,

/s/ Angel S. Willis

Angel S. Willis
Vice President, General Counsel and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Sealed Air Corporation of our report dated March 2, 2020 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Sealed Air Corporation's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina
January 12, 2021

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 2014 Omnibus Incentive Plan of Sealed Air Corporation of our report dated February 19, 2019 (except for Notes 3, 6, 17, and 18, as to which the date is March 2, 2020), with respect to the consolidated financial statements of Sealed Air Corporation and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young, LLP

Charlotte, North Carolina
January 12, 2021