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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) 0001012100	Previous Names None	Entity Type
Name of Issuer SEALED AIR CORP/DE	WR GRACE & CO/DE GRACE HOLDING INC W.R. Grace & Co. Grace Holdings, Inc.	<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Jurisdiction of Incorporation/Organization DELAWARE		
Year of Incorporation/Organization <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 1 200 Riverfront Boulevard		Street Address 2	
City Elmwood Park	State/Province/Country NEW JERSEY	ZIP/PostalCode 07407	Phone Number of Issuer 201-791-7600

3. Related Persons

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

Clarification of Response (if Necessary):

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

Clarification of Response (if Necessary):

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

Relationship: X 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: X 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: X 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: X 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: X 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: X 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: X 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: X 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 X 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 X 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 X 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 X 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 X 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 X 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 X Director Promoter		

Clarification of Response (if Necessary):

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

Clarification of Response (if Necessary):

4. Industry Group

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

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value

\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
X Over \$100,000,000	Over \$100,000,000
Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable

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

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X 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 X No

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

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	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? X 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 X None
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None

Street Address 1**Street Address 2**

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)
 Check "All States" or check individual States

All States

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

X 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:

0

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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 the issuer 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.
