

**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): **June 11, 2009**

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 7.01. Regulation FD Disclosure.

Commencement of Offering

On June 11, 2009, Sealed Air Corporation (the "Company") issued a press release announcing that it is commencing a private offering of approximately \$250 million aggregate principal amount of senior unsecured notes due 2017, subject to market and other customary conditions. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information included in this item, including Exhibit 99.1, is hereby furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.

Exhibit Number	Description
99.1	Press Release of the Company, dated June 11, 2009, announcing the Company's commencement of a private offering of approximately \$250 million aggregate principal amount of senior unsecured notes due 2017.

Cautionary Notice Regarding Forward Looking Statements

Some of the statements made by the Company in, or incorporated by reference in, this Current Report on Form 8-K are forward-looking. These statements include comments as to future events and trends affecting the Company's business, which are based upon management's current expectations and are necessarily subject to risks and uncertainties, many of which are outside the control of the Company. Forward-looking statements can be identified by



Sealed Air Corporation
200 Riverfront Boulevard
Elmwood Park, NJ 07407

for release: June 11, 2009

Contact: Amanda Butler
201-791-7600

**SEALED AIR ANNOUNCES \$250 MILLION PRIVATE OFFERING
OF SENIOR NOTES DUE 2017**

ELMWOOD PARK, N.J., Thursday, June 11, 2009 — Sealed Air Corporation (NYSE:SEE) announced today that the Company is commencing a private offering of approximately \$250 million aggregate principal amount of senior unsecured notes due 2017 (the “Notes”), subject to market and other customary conditions.

The Company intends to use the net proceeds from this offering for general corporate purposes, which may include the repurchase, retirement or redemption of a portion of the Company’s 3% Convertible Senior Notes due 2033.

The Notes will be offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The Notes will not be registered under the Securities Act and will not be offered or sold in the United States without an applicable exemption from the registration requirements of the Securities Act.

This news release does not constitute an offer to sell or the solicitation of an offer to buy the Notes. Any offer to sell the Notes will be made only by means of a private offering memorandum. The Notes may not be offered or sold in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Forward-Looking Statements

Company statements in this press release may be forward-looking. These statements include comments as to future events that may affect the Company, which are based upon management’s current expectations and are subject to uncertainties, many of which are outside the Company’s control. Forward-looking statements can be identified by such words as “estimates,” “expects,” “plans,” “should,” “will” and similar expressions. Important factors that the Company believes could cause actual results to differ materially from those in the Company’s forward-looking statements include: general economic conditions; credit availability and pricing; changes in raw material and energy costs; foreign exchange rates; and legal proceedings. A more extensive list and description of these and other such factors can be found under the headings “Risk Factors” and “Cautionary Notice Regarding Forward-Looking Statements,” which appear in the Company’s most recent Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission.
