

Edgar Filing: SEALED AIR CORP/DE - Form S-8 POS

SEALED AIR CORP/DE  
Form S-8 POS  
September 02, 2005

As filed with the Securities and Exchange Commission on September 2, 2005

Registration No. 333-59197

**UNITED STATES**

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

# **SEALED AIR CORPORATION**

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(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.)

**Park 80 East, Saddle Brook, New  
Jersey**

(Address of Principal Executive  
Offices)

**07663-5291**

(Zip Code)

**CONTINGENT STOCK PLAN OF SEALED AIR CORPORATION**

(Full title of the Plan)

**H. KATHERINE WHITE, ESQ.**

**Vice President, General Counsel and Secretary**

**Sealed Air Corporation**

**Park 80 East**

**Saddle Brook, New Jersey 07663-5291**

(Name and address of agent for service)

**(201) 791-7600**

(Telephone number, including area code, of agent for service)

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Sealed Air Corporation (the Registrant) registered 2,049,550 shares of its common stock, par value \$0.10 per share ( Common Stock ), for issuance pursuant to the Contingent Stock Plan of Sealed Air Corporation that was approved by the Registrant's stockholders in 1998 (the 1998 Contingent Stock Plan ). The 1998 Contingent Stock Plan has been replaced by the 2005 Contingent Stock Plan of Sealed Air Corporation that was approved by the Registrant's stockholders at the 2005 annual meeting.

The offering of the Common Stock pursuant to the 1998 Contingent Stock Plan has terminated. Accordingly, the Registrant hereby removes from registration all such Common Stock not sold pursuant to the 1998 Contingent Stock Plan.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Form S-8 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Saddle Brook, State of New Jersey, on September 2, 2005.

SEALED AIR CORPORATION  
(Registrant)

By: /s/ William V. Hickey  
Name: William V. Hickey  
Title: President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
By: /s/ William V. Hickey Name: William V. Hickey	President, Chief Executive Officer and Director (Principal Executive Officer)	September 2, 2005
By: /s/ David H. Kelsey Name: David H. Kelsey	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	September 2, 2005
By: /s/ Jeffrey S. Warren Name: Jeffrey S. Warren	Controller (Principal Accounting Officer)	September 2, 2005
By: /s/ Hank Brown* Name: Hank Brown	Director	September 2, 2005

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By: Director  
Name: Michael Chu

By: /s/ Lawrence R. Codey\* Director September 2, 2005  
Name: Lawrence R. Codey

By: /s/ T.J. Dermot Dunphy\* Director September 2, 2005  
Name: T.J. Dermot Dunphy

By: /s/ Charles F. Farrell, Jr.\* Director September 2, 2005  
Name: Charles F. Farrell, Jr.

By: Director  
Name: Jacqueline B. Kosecoff

By: Director  
Name: Kenneth P. Manning

By: Director  
Name: William J. Marino

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\* By: /s/ H. Katherine White  
H. Katherine White  
Attorney-in-Fact