

SEALED AIR CORP/DE
Form POS AM
September 02, 2005

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

Registration No. 333-108544

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO

FORM S-3

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.)

Park 80 East

**Saddle Brook, New Jersey 07663
(201) 791-7600**

*(Address, including zip code, and telephone
number, including area code, of registrant's principal executive
offices)*

**H. Katherine White
Sealed Air Corporation
Park 80 East**

**Saddle Brook, New Jersey 07663
(201) 791-7600**

*(Name, address, including zip code, and telephone
number, including area code, of agent for service)*

Explanatory Note

Deregistration of Common Stock

Pursuant to a Registration Statement on Form S-3 (File No. 333-108544) (the "Registration Statement"), Sealed Air Corporation (the "Registrant") registered 6,160,708 shares of its common stock, par value \$0.10 per share (the "Shares"). The Shares are potentially issuable upon the conversion of the Registrant's 3% Convertible Senior Notes due 2033 (the "Notes"). As of September 2, 2005, none of the Shares were issued or sold in connection with the offering.

The Registrant's obligation to keep the Registration Statement effective has expired. Pursuant to the Registration Rights Agreement, dated as of July 1, 2003, between the Registrant, as Issuer, and the initial purchasers of the Notes, which was incorporated by reference into the Registration Statement as Exhibit 4.2, the Registrant is permitted to terminate the registration statement with respect to the Shares. Accordingly, the Registrant files this Post-Effective Amendment No. 1 to the Registration Statement and hereby deregisters all of the Shares registered pursuant to the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has duly caused this Post-Effective Amendment No. 1 to the Form S-3 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 the 2nd day of September 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 the Form S-3 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|-------------------|
| 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 |
| By: /s/ MICHAEL CHU* Name: Michael Chu | Director | September 2, 2005 |
| By: /s/ LAWRENCE R. CODEY* Name: Lawrence R. Codey | Director | September 2, 2005 |
| By: /s/ T.J. DERMOT DUNPHY* Name: T.J. Dermot Dunphy | Director | September 2, 2005 |

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By: /s/ CHARLES F. FARRELL, JR.*

Name: Charles F. Farrell, Jr. Director

September 2, 2005

By:

Name: Jacqueline B. Kosecoff Director

By: /s/ KENNETH P. MANNING*

Name: Kenneth P. Manning Director

September 2, 2005

By: /s/ WILLIAM J. MARINO*

Name: William J. Marino Director

September 2, 2005

* By: /s/ SEAN E. DEMPSEY

Sean E. Dempsey
Attorney-in-Fact

QuickLinks

[Explanatory Note Deregistration of Common Stock](#)