SEALED AIR CORP/DE Form DEFA14A April 24, 2002

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.

)

Filed by the Registrant ý Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- ý Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

Sealed Air Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

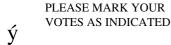
- ý No fee required
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:

(3)	Filing Party:	
(4)	Date Filed:	
SEALED	AIR CORPORATION PROXY/VOTING INSTRUCTION CARD	
	FOR 2002 ANNUAL MEETING OF STOCKHOLDERS	
	THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS	
shall act, t Sealed Air State Park	rsigned hereby appoints William V. Hickey, David H. Kelsey and H. Katherine White, or a majority of them as then that one) (the Proxy Committee), proxies with power of substitution to act and vote at the Annual Meet r Corporation (the 2002 Annual Meeting) to be held at 10:00 a.m., E. D. T., on May 17, 2002 at the Saddle I away at I-80, Saddle Brook, New Jersey 07663-5894 and at any adjournments thereof. The Proxy Committee is on the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in their discretion upon any other matters that may properly come before the 2002 Annual Meeting of the reverse side and in the reverse side and the revers	ng of Stockholders of Brook Marriott, Garden directed to vote as
Sealed Air or by prox liscretion	ersigned is a participant in Sealed Air Corporation s Profit-Sharing Plan or its Thrift and Tax-Deferred Saving r Corporation allocated to his or her account, the undersigned instructs the trustee of such plan to vote such shary, in accordance with the instructions on the reverse side at the 2002 Annual Meeting and any adjournments the upon any other matters that may properly come before the 2002 Annual Meeting. The terms of each plan provoting instructions are received will be voted in the same proportion as shares are voted for participants who properly.	res of stock, in person ereof and in its ide that shares for
Comment	ts:	

SEE REVERSE SIDE

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS INDICATED ON THE REVERSE SIDE.

FOLD AND DETACH HERE



IN THIS EXAMPLE.

The Board of Directors recommends a vote for election of all Directors and for Proposals 2 and 3. If no choice is specified, this proxy when properly signed and returned will be voted FOR election of all Directors and FOR Proposals 2 and 3. Please date and sign and return this proxy promptly.

1. Election of Directors. FOR o WITHHELD o

Nominees:

01.Hank Brown05.William V. Hickey02.Lawrence R. Codey06.Shirley Ann Jackson03.T. J. Dermot Dunphy07.Kenneth P. Manning04.Charles F. Farrell, Jr.08.William J. Marino

For, except vote withheld from the following nominees(s):

2.	Approval of the Company s 2002 Stock Plan	FOR	O	AGAINST o	ABSTAIN	O
	for Non-Employee Directors.					

3. Ratification of the appointment of KPMG FOR o AGAINST o ABSTAIN o

LLP as the independent auditors for the year ending December 31, 2002.

chang December 31, 2002.

4. In accordance with the Proxy Committee s discretion, upon such other matters as may properly come before the meeting.

Please mark this box if you plan to attend the Annual Meeting.

By checking the box to the right, I consent to future delivery of annual reports, proxy statements, prospectuses and other materials and stockholder communications electronically via the Internet at a webpage which will be disclosed to me. I understand that the Company may no longer distribute printed materials to me from any future stockholder meeting until such consent is revoked. I understand that I may revoke my consent at any time by contacting the Company s transfer agent, Mellon Investor Services LLC, Ridgefield Park, NJ and that costs normally associated with electronic delivery, such as usage and telephone charges as well as any costs I may incur in printing documents will be my responsibility.

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The signer hereby revokes all proxies previously given by the signer to vote at the 2002 Annual Meeting and any adjournments and acknowledges receipt of Sealed Air Corporation $\,$ s Proxy Statement for the 2002 Annual Meeting.

Signature(s)	Date	
	as name appears above. When signing a signing title or capacity or otherwise indicated	ing on behalf of a corporation, estate, trust or other stockholder, pleate that you are authorized to sign.
	FOLD AND DE	ETACH HERE
		olders who have not exchanged their W. R. Grace & Co. (Old Grace of Common Stock and Series A Convertible Preferred Stock of Seale
You may vote those shares using th postage-paid envelope.	e attached proxy card. To vote please	e mark, date and sign your proxy card and return it in the enclosed
		tact our Stock Transfer Agent, Mellon Investor Services LLC. Their r Corporation 2001 Annual Report to Stockholders.
	YOUR VOTE IS IMPORTANT.	T. THANK YOU FOR VOTING!