

SEALED AIR CORP/DE
Form 8-K
May 23, 2016

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): May 19, 2016

SEALED AIR CORPORATION

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|--------------------------------------|---|
| Delaware (State or Other | 1-12139 (Commission | 65-0654331 (IRS Employer |
| Jurisdiction of Incorporation) | File Number) | Identification No.) |

8215 Forest Point Boulevard

Charlotte, North Carolina
(Address of Principal Executive Offices)

28273
(Zip Code)

Registrant's telephone number, including area code: 980-221-3235

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 5.07 Submission of Matters to a Vote of Security Holders

On May 19, 2016, the Company held its annual meeting of stockholders. The holders of a total of 172,944,886 shares of our common stock were present in person or by proxy at the annual meeting, representing approximately 87.91% of the voting power entitled to vote at the annual meeting. Each share of common stock was entitled to one vote on each matter before the meeting. The matters considered and voted on by the stockholders at the annual meeting and the vote of the stockholders were as follows:

- The stockholders elected the entire board of directors, each of whom holds office until a successor is elected and qualified or until his or her earlier resignation or removal, by the following votes:

| | <i>Nominee</i> | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker</i> |
|-----|------------------------|-------------|----------------|----------------|------------------|
| | | | | | <i>Non-Votes</i> |
| 1. | Michael Chu | 158,836,595 | 3,264,739 | 274,427 | 10,569,125 |
| 2. | Lawrence R. Codey | 154,729,764 | 7,256,875 | 389,122 | 10,569,125 |
| 3. | Patrick Duff | 157,284,305 | 4,758,983 | 332,473 | 10,569,125 |
| 4. | Jacqueline B. Kosecoff | 159,094,698 | 2,872,056 | 409,007 | 10,569,125 |
| 5. | Neil Lustig | 160,853,988 | 1,089,800 | 431,973 | 10,569,125 |
| 6. | Kenneth P. Manning | 154,607,589 | 7,358,218 | 409,954 | 10,569,125 |
| 7. | William J. Marino | 158,106,956 | 3,842,772 | 426,033 | 10,569,125 |
| 8. | Jerome A. Peribere | 159,525,207 | 2,599,478 | 251,076 | 10,569,125 |
| 9. | Richard L. Wambold | 160,699,468 | 1,285,853 | 390,440 | 10,569,125 |
| 10. | Jerry R. Whitaker | 157,406,738 | 4,549,742 | 419,281 | 10,569,125 |

- The stockholders approved, on a non-binding advisory basis, the executive compensation as disclosed in the proxy statement by the following vote:

| | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker</i> |
|------------------------------------|-------------|----------------|----------------|------------------|
| | | | | <i>Non-Votes</i> |
| Approval of Executive Compensation | 158,840,863 | 3,096,409 | 438,489 | 10,569,125 |

- The stockholders ratified the appointment of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2016 by the following vote:

| | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker</i> |
|--|-------------|----------------|----------------|------------------|
| | | | | <i>Non-Votes</i> |
| Ratification of Appointment of Ernst & Young LLP | 163,236,333 | 9,455,550 | 253,003 | 0 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

SEALED AIR CORPORATION

By: /s/ Norman D. Finch Jr.

Name: Norman D. Finch Jr.

Title: Vice President, General Counsel &
Secretary

Dated: May 23, 2016