

SEALED AIR CORP/DE
Form 10-Q/A
August 11, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2010

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to
Commission File Number: 1-12139

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 Number)

200 Riverfront Boulevard
Elmwood Park, New Jersey
(Address of principal executive offices)

07407-1033
(Zip Code)

Registrant's telephone number, including area code:
(201) 791-7600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been

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subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 159,604,770 shares of the registrant's common stock, par value \$0.10 per share, issued and outstanding as of July 31, 2010.

**SEALED AIR CORPORATION
FORM 10-Q/A
AMENDMENT NO. 1**

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to the Sealed Air Corporation Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2010 (our "Form 10-Q") is to furnish the interactive data files as Exhibit 101 in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report contains items from our Form 10-Q, formatted in eXtensible Business Reporting Language, or XBRL.

Users of this data are advised that pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those Sections.

We have not made any other changes to our Form 10-Q. This Amendment No. 1 speaks as of the original filing date of our Form 10-Q. It does not reflect any subsequent events occurring after the original filing date or modify or update in any way disclosures that we made in our Form 10-Q.

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Item 6. Exhibits.

In reviewing the agreements included as exhibits in our reports to the SEC, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about us or the other parties to the agreements. The agreements may contain representations and warranties by parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about us may be found in our other public filings, which are available without charge through the SEC's website at <http://www.sec.gov> and through our website at www.sealedair.com.

| Exhibit Number | Description |
|----------------|--|
| 3.1 | Unofficial Composite Amended and Restated Certificate of Incorporation of the Company as currently in effect. (Exhibit 3.1 to the Company's Registration Statement on Form S-3, Registration No. 333-108544, is incorporated herein by reference.) |
| 3.2 | Amended and Restated By-Laws of the Company as currently in effect. (Exhibit 3.1 to the Company's Current Report on Form 8-K, Date of Report May 20, 2009, File No. 1-12139, is incorporated herein by reference.) |
| 10.1 | Form of Sealed Air Corporation Performance Share Units Award Grant 2010-2012. (Exhibit 10.1 to the Company's Current Report on Form 8-K, Date of Report April 14, 2010, File No. 1-12139, is incorporated herein by reference.) |
| 10.2 | Sealed Air Corporation 2002 Stock Plan for Non-Employee Directors, as amended April 13, 2010. (Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, File No. 1-12139, is incorporated herein by reference.) |
| 31.1 | Certification of William V. Hickey pursuant to Rule 13a-14(a), dated August 6, 2010.* |
| 31.2 | Certification of David H. Kelsey pursuant to Rule 13a-14(a), dated August 6, 2010.* |
| 32 | Certification of William V. Hickey and David H. Kelsey, pursuant to 18 U.S.C. § 1350, dated August 6, 2010.* |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase |

101.DEF XBRL Taxonomy Extension Definition Linkbase

*

Previously filed on August 6, 2010.

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 thereunto duly authorized.

Date: August 11, 2010

SEALED AIR CORPORATION

By: _____
/s/ JEFFREY S. WARREN

Jeffrey S. Warren

Controller

*(Duly Authorized Executive Officer and
Chief Accounting Officer)*

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SEALED AIR CORPORATION FORM 10-Q/A AMENDMENT NO. 1
EXPLANATORY NOTE

Item 6. Exhibits.
SIGNATURE