

SEALED AIR CORP/DE
Form DEF 14A
April 04, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- 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)

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(3) Filing Party:

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Sealed Air Corporation

200 Riverfront Boulevard

Elmwood Park, NJ 07407-1033

April 4, 2012

Dear Fellow Stockholder:

It is my pleasure to invite you to attend the Annual Meeting of Stockholders of Sealed Air Corporation scheduled to be held on Thursday, May 17, 2012 at 10:00 a.m., Eastern Time, at the Saddle Brook Marriott at 138 New Pehle Avenue, Saddle Brook, New Jersey 07663. Your Board of Directors and senior management look forward to greeting you at the meeting.

At this meeting, you will be asked to elect the entire Board of Directors of Sealed Air and to ratify the selection of KPMG LLP, an Independent Registered Public Accounting Firm, as our independent registered public accounting firm for 2012. In addition, you will be asked for an advisory vote on our executive compensation as disclosed in the proxy statement. These matters are important, and we urge you to vote in favor of the nominees, our executive compensation and the ratification of the appointment of our independent auditor.

For your convenience, we are also offering a webcast of the meeting. If you choose to follow the meeting via webcast, go to <http://ir.sealedair.com> shortly before the meeting time and follow the instructions to join the event. We will also provide a replay of this meeting for your reference.

This year as in 2011 we are taking advantage of the Securities and Exchange Commission rule that allows us to furnish proxy materials to our stockholders over the Internet. This e-proxy process expedites stockholders' receipt of proxy materials, lowers our costs and reduces the environmental impact of our Annual Meeting. Today, we sent to most of our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our 2012 proxy statement and 2011 annual report and vote via the Internet. Other stockholders will receive a copy of the proxy statement and annual report by mail or e-mail.

Regardless of the number of shares of common stock you own, it is important that you submit your vote in person or by proxy. You will find the instructions for voting on the Notice of Internet Availability of Proxy Materials or proxy card. We appreciate your prompt cooperation.

On behalf of your Board of Directors, we thank you for your ongoing support.

Sincerely,

William V. Hickey

President and

Chief Executive Officer

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SEALED AIR CORPORATION

200 Riverfront Boulevard

Elmwood Park, New Jersey 07407-1033

PROXY STATEMENT

Dated April 4, 2012

For the 2012 Annual Meeting of Stockholders

General Information

We are furnishing this Proxy Statement and related proxy materials in connection with the solicitation by the Board of Directors of Sealed Air Corporation (Sealed Air, the Company, we, us or our), a Delaware corporation, of proxies to be voted at our 2012 Annual Meeting of Stockholders and at any adjournments. We are providing these materials to the holders of Sealed Air common stock, par value \$0.10 per share. We are first making available or mailing the materials on or about April 4, 2012 to stockholders of record at the close of business on March 19, 2012.

The Annual Meeting is scheduled to be held:

Date: Thursday, May 17, 2012
Time: 10:00 a.m., Eastern Time
Place: Saddle Brook Marriott

138 New Pehle Avenue

Saddle Brook, New Jersey 07663

Your vote is important. Please see the detailed information that follows.

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2012 Proxy Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Stockholders

Time and Date 10:00 a.m. (ET) May 17, 2012

Place Saddle Brook Marriott
138 New Pehle Avenue
Saddle Brook, New Jersey 07663

Record Date March 19, 2012

Voting Stockholders of record of Sealed Air common stock at the close of business on March 19, 2012, the record date, will be entitled to vote at the Annual Meeting. Each outstanding share is entitled to one vote.

Annual Meeting Agenda

	Board Vote
	Recommendation
Election of Directors (Proposals 1-11)	FOR each Director Nominee
Advisory Vote on Executive Compensation	FOR
Ratification of Auditors	FOR

How to Cast Your Vote

You can vote by any of the following methods:

Internet (<http://www.proxyvoting.com/see/>) until May 16, 2012;

Telephone (1-866-540-5760) until May 16, 2012;

Completing, signing and returning your proxy or voting instruction card before May 16, 2012; or
In person, at the annual meeting: If you are a shareholder of record, your admission ticket is attached to your proxy card. If your shares are held in the name of a broker, nominee or other intermediary, you must bring proof of ownership with you to the meeting.

Governance of the Company

Corporate Governance Guidelines

Independence of Directors

Code of Conduct

Board Oversight of Risk

Communicating with Directors

Board Leadership Structure
Board of Directors Overview

Audit Committee

Nominating and Corporate Governance Committee

Organization and Compensation Committee

Compensation Committee Interlocks and Insider Participation

Table of Contents**PROXY SUMMARY****Director Nominees**

Name	Age	Director since	Occupation	Experience/ Qualifications	Independent (Yes/No)		Committee Memberships	Other Company Boards
					Yes	No		
Hank Brown	72	1997	Senior Counsel at Brownstein Hyatt Farber Schreck	Leadership Industry Government	X		Audit (Chair) Nominating and Corporate Governance	Sensient Technologies Corporation
Michael Chu	63	2002	Managing Director of IGNIA Fund and Professor at Harvard Business School	Leadership Global Finance	X		Audit Organization and Compensation Committee	Arcos Dorados
Lawrence R. Codey	67	1993	Retired President and COO of PSE&G	Leadership Government Finance	X		Audit Nominating and Corporate Governance	Horizon Blue Shield Blue Cross of New Jersey United Water Resources
Patrick Duff	54	2010	General Partner of Prospect Associates	Leadership Finance Education	X		Audit	
T.J. Dermot Dunphy	80	1969	Chairman of private equity firm. Retired CEO of Sealed Air Corporation	Leadership Industry Finance		X		
William V. Hickey	67	1999	CEO of Sealed Air Corporation	Leadership Industry Finance		X		Public Service Enterprise Group Incorporated Sensient Technologies Corporation
Jacqueline B. Kosecoff	62	2005	Managing Partner of Moriah Partners LLC	Leadership Industry Global	X		Nominating and Corporate Governance Organization and Compensation Committee	CareFusion Corporation Steris Corporation
Kenneth P. Manning	70	2002	Chairman and CEO of Sensient Technologies Corporation	Leadership Industry Global	X		Nominating and Corporate Governance Organization and Compensation Committee	Sensient Technologies Corporation
William J. Marino	68	2002	Retired Chairman, President and CEO of Horizon Blue Shield Blue Cross of New Jersey	Leadership Industry Governance	X		Nominating and Corporate Governance Organization and Compensation Committee	Sun Bancorp
Richard L. Wambold	60	2012	Retired CEO of Reynolds/Pactiv Food Service and Consumer Products	Leadership Industry Global	X			Precision Castparts Corp. Cooper Tire & Rubber Company
Jerry R. Whitaker	61	2012	Retired President of Electrical Sector-Americas, Eaton Corporation	Leadership Global Industry	X			Crescent Electric Corporation Matthews International Corporation

2011 Review

(For more detail please see 2011 Annual Report)

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Our business experienced ongoing growth in 2011 both from organic sales improvement and from the acquisition of Diversey Holdings Inc., on October 3, 2011. Adjusted operating profit margins for the legacy Sealed Air business were relatively steady compared with prior years while navigating through a slowing pace of economic growth and higher average petrochemical-based raw material costs in the year. Although we were pleased by the resilience of our business, our 2011 financial results did not meet some of our goals, resulting in lower annual incentive compensation for the year.

As part of our Diversey acquisition, we experienced volatility in share price performance and stockholder mix. Our Board of Directors remains excited about the long term growth opportunities and value creation associated

with the Diversey acquisition and has reaffirmed its commitment to the acquisition and our track record of best-in-class governance practices by:

appointing a lead director in late 2011, which replaces a rotational lead position;

adding two additional independent directors in early 2012;

approving our CEO's recommendation to place a substantial portion of his compensation at risk (reducing his base salary to \$100,000 in 2012); and

aligning 2012 annual and long term incentive compensation targets with our 2013 financial and operational objectives for the transaction.

Table of Contents**PROXY SUMMARY****Compensation Philosophy and Objectives**

Our executive compensation philosophy is to provide compensation in the forms and at levels that will permit us to retain and motivate our existing executives and to attract new executives with the skills and attributes that we need. The compensation program is intended to provide appropriate and balanced incentives toward achieving our annual and long-term strategic objectives, to support a performance-oriented environment based on the attainment of goals and objectives intended to benefit us and our stockholders and to create an alignment of interests between our executives and our stockholders. The compensation program

is designed to establish an appropriate balance between providing incentives for short and long-term strategic objectives, with a greater weight placed on rewarding the achievement of longer term objectives and financial performance of the Company.

The Compensation Committee is responsible for establishing and implementing our executive compensation philosophy and for ensuring that the total compensation paid to our executive officers and other executives is fair and competitive and motivates high performance.

ELEMENTS OF EXECUTIVE COMPENSATION

Compensation Element	Description
Base Salary	Fixed cash compensation
Annual Incentive Compensation	Annual cash award based on percentage of base salary
	Officer may elect to receive portion in restricted stock with a 25% premium
Long-Term Incentives	Performance share units
	Occasional restricted stock award
Retirement Plans	Profit Sharing Plan
	Partial 401(k) match
Other Benefits	Health care and life insurance programs
	Limited perquisites

2011 Executive Total Compensation Mix**Director and Executive Compensation****2011 DIRECTOR COMPENSATION TABLE**

Director	Fees Earned or Paid in Cash		Stock Awards		All Other Compensation		Total	
Hank Brown	(\$)	96,875	(\$)	70,017	(\$)	2,000	(\$)	168,892
Michael Chu		81,250		70,017		0		151,267
Lawrence R. Codey		91,500		70,017		4,000		165,517
Patrick Duff		17,000		130,010		0		147,010
T. J. Dermot Dunphy		66,000		70,017		5,000		141,017
Charles F. Farrell, Jr.		25,000		0		2,000		27,000
Jacqueline B. Kosecoff		81,625		70,017		0		151,642
Kenneth P. Manning		84,625		70,017		0		154,642

William J. Marino	29,250	130,010	0	159,260
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Name and Principal Position	Year	Salary (\$)	Stock Awards (\$)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
William V. Hickey President and Chief Executive Officer	2011	675,000	4,993,758	0	0	46,141	5,714,900
	2010	670,833	4,218,763	0	0	50,486	4,940,082
	2009	650,000	6,812,506	0	0	50,064	7,512,570
Tod S. Christie Treasurer and Interim Chief Financial Officer	2011	252,667	201,388	9,813	0	38,053	501,921
Emile Chammas Vice President	2011	408,333	840,528	0	0	70,602	1,319,463
Karl R. Deily Vice President	2011	372,500	681,274	31,250	0	32,702	1,117,726
	2010	350,000	654,001	51,400	0	40,113	1,095,514
	2009	300,000	1,406,700	162,000	0	39,548	1,908,248
H. Katherine White Vice President, General Counsel and Secretary	2011	373,333	583,774	19,250	0	40,079	1,016,436
David H. Kelsey Former Senior Vice President and Chief Financial Officer	2011	323,553	1,276,580	0	0	57,031	1,627,020
	2010	462,500	922,755	105,926	0	51,774	1,542,955
	2009	450,000	1,456,461	270,844	0	44,409	2,221,714

Advisory Vote on Executive Compensation

We are asking for stockholder approval of the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules, which disclosures include the disclosures under Executive Compensation Compensation Discussion and Analysis, the compensation tables and the narrative discussion following the compensation tables.

Auditors

The Audit Committee has approved the retention of KPMG LLP, an Independent Registered Public Accounting Firm, as the independent auditor of Sealed Air to examine and report on the Company's consolidated financial statements and the effectiveness of the Company's internal control over financial reporting for the fiscal year ending December 31, 2012, subject to ratification of the retention by the stockholders at the Annual Meeting.

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Notice of Annual Meeting of Stockholders

of

Sealed Air Corporation

We will hold the Annual Meeting of Stockholders of Sealed Air Corporation, a Delaware corporation, on May 17, 2012 at 10:00 a.m., Eastern Time, at the Saddle Brook Marriott, 138 New Pehle Avenue, Saddle Brook, New Jersey 07663. The purposes for the Annual Meeting are to elect Sealed Air's entire Board of Directors, to provide for an advisory vote of the stockholders on our executive compensation as disclosed in the attached proxy statement, to ratify the appointment of the independent auditor of Sealed Air, and to transact such other business as may properly come before the meeting. The individual proposals are:

1. Election of Hank Brown as a Director.
2. Election of Michael Chu as a Director.
3. Election of Lawrence R. Codey as a Director.
4. Election of Patrick Duff as a Director.
5. Election of T. J. Dermot Dunphy as a Director.
6. Election of William V. Hickey as a Director.
7. Election of Jacqueline B. Kosecoff as a Director.
8. Election of Kenneth P. Manning as a Director.
9. Election of William J. Marino as a Director.
10. Election of Richard L. Wambold as a Director.
11. Election of Jerry R. Whitaker as a Director.

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12. Advisory vote on executive compensation as disclosed in the proxy statement.

13. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012.

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

The Board of Directors has fixed the close of business on March 19, 2012 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting.

We have sent or made available a copy of our 2011 Annual Report to Stockholders to all stockholders of record. Additional copies are available upon request.

We invite you to attend the meeting so that management can discuss business trends with you, listen to your suggestions, and answer any questions that you may have. Because it is important that as many stockholders as possible be represented at the meeting, please review the proxy statement promptly and carefully and then vote. You may vote by following the instructions for voting set forth on the Notice of Internet Availability of Proxy Materials or on your proxy card, or if you receive a paper copy of the proxy card by mail, you may complete and return the proxy card in the accompanying post-paid, addressed envelope. If you attend the meeting, you may vote your shares personally even though you have previously voted by proxy.

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The only voting securities of the Company are the outstanding shares of its common stock, par value \$0.10 per share. The Company will keep a list of the stockholders of record at its principal office at 200 Riverfront Boulevard, Elmwood Park, New Jersey 07407-1033 for a period of ten days prior to the Annual Meeting.

On behalf of the Board of Directors

H. KATHERINE WHITE

Secretary

Elmwood Park, New Jersey

April 4, 2012

Important Notice Regarding the Availability of Proxy Materials

for the Stockholder Meeting to be held on May 17, 2012

Please note that the Company's Notice of Annual Meeting of Stockholders, Proxy Statement for the Annual Meeting of Stockholders and 2011 Annual Report are available at:

<http://proxyreport.sealedair.com>

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