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SEALED AIR CORP/DE
Form 424B3
May 17, 2004

PROSPECTUS SUPPLEMENT NO. 5
(To Prospectus dated January 23, 2004)

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-108544

SEALED AIR CORPORATION

6,160,708 SHARES OF COMMON STOCK

This prospectus supplement relates to the offer and sale from time to time of up to 6,160,708 shares of common stock, \$0.10 par value per share, of Sealed Air Corporation, a Delaware corporation, by the selling stockholders named in the prospectus dated January 23, 2004 and in this prospectus supplement. This prospectus supplement may only be delivered or used in connection with our prospectus dated January 23, 2004. Our common stock is traded on the New York Stock Exchange under the symbol "SEE."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

PROSPECTUS SUPPLEMENT DATED MAY 17, 2004

The information appearing in the following table supplements or supersedes in part the information in the table under the caption "Selling Stockholders," beginning on page 9 in our prospectus and was provided by or on behalf of the selling stockholders.

NAME	COMMON STOCK BENEFICIALLY OWNED AS OF MAY 14, 2004 (1)	COMMON STOCK OFFERED IN THIS PROSPECTUS (1)	COMMON STOCK BE BENEFICIA OWNED AFTE THIS OFFERING (
Deutsche Bank Securities Inc.	80,499	80,499	--
Gemini Sammelstiftung zur Forderung der Personalvorsorge	3,571	3,571	--
TOTAL (3)	6,160,708	6,160,708	--

- For each selling stockholder, this number represents the number of shares of common stock that would be beneficially owned by such selling stockholder after the conversion of the Notes beneficially owned by such selling stockholder as of May 14, 2004, assumes that the selling

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stockholders will sell all shares of common stock offered by them under this prospectus, and further assumes that all of the Notes have been converted.

2. For each selling stockholder, this number represents the percentage of common stock that would be owned by such selling stockholder after completion of the offering, based on the number of shares of common stock outstanding as of May 14, 2004 and assuming all the Notes beneficially owned by such selling stockholder as of May 14, 2004, have been converted.
3. Assumes conversion of 100% of the outstanding Notes (without giving effect to any capital adjustments). We note that the aggregate number of shares of common stock requested to be registered by the selling stockholders is greater than the total number of shares initially issuable upon conversion of 100% of the outstanding Notes. This may be due in part to sales or other transfers of Notes among the selling stockholders in which the person acquiring the Notes submits a request to register shares of common stock which were previously registered by the person who sold the Notes.