

SEALED AIR CORP/DE
Form DEF 14A
April 04, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to
Section 14(a) of the Securities Exchange Act of 1934

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

Sealed Air Corporation

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

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Sealed Air Corporation
2415 Cascade Pointe Boulevard
Charlotte, North Carolina 28208

April 4, 2019

Dear Fellow Stockholder:

It is my pleasure to invite you to attend the Annual Meeting of Stockholders of Sealed Air Corporation to be held on Thursday, May 16, 2019, at 10:00 a.m., Eastern daylight time. This year's Annual Meeting will again be a virtual meeting conducted via live audio webcast. Each stockholder will be able to participate in the Annual Meeting by accessing a live webcast at www.virtualshareholdermeeting.com/SEE2019 and entering the 16-digit control number included on the stockholder's Notice of Internet Availability of Proxy Materials or proxy card. Stockholders will also be able to vote their shares and submit questions via the Internet during the meeting by participating in the webcast.

By conducting the Annual Meeting via live audio webcast, we are embracing the latest technology to provide expanded access and improved communication for our stockholders. As we have learned, hosting a virtual meeting enables increased stockholder attendance and participation from locations around the world.

During the Annual Meeting, stockholders will be asked to elect the entire Board of Directors and to ratify the appointment of Ernst & Young LLP as our independent auditor for 2019. We also will be asking stockholders to approve, by an advisory vote, our 2018 executive compensation as disclosed in the Proxy Statement for the Annual Meeting. These matters are important, and we urge you to vote in favor of the election of each of the director nominees, the ratification of the appointment of our independent auditor, and the approval of our 2018 executive compensation.

We are again furnishing 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 the 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 Proxy Statement for the Annual Meeting and our 2018 Annual Report to Stockholders, as well as how to vote via the Internet. Other stockholders will receive copies of the Proxy Statement, a proxy card and the 2018 Annual Report by mail or e-mail.

It is important that you vote your shares of common stock at the virtual meeting or by proxy, regardless of the number of shares you own. You will find the instructions for voting on your Notice of Internet Availability of Proxy Materials or proxy card. We appreciate your prompt attention.

The Board of Directors invites you to participate in the Annual Meeting so that management can discuss business trends with you, listen to your suggestions and answer your questions. Thank you for your continuing support, and we look forward to joining you at Sealed Air's 2019 Annual Meeting.

Sincerely,

Edward (Ted) L. Doheny II

President and Chief Executive Officer

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Notice of Annual Meeting of Stockholders

Sealed Air Corporation, a Delaware corporation (Sealed Air), will hold its Annual Meeting of Stockholders (the Annual Meeting) on May 16, 2019, at 10:00 a.m., Eastern daylight time. The Annual Meeting will again be conducted as a virtual meeting via live audio webcast. Each stockholder may participate in the Annual Meeting, including casting votes and submitting questions, by accessing the live audio webcast at www.virtualshareholdermeeting.com/SEE2019 and then using the 16-digit control number provided on the Notice of Internet Availability of Proxy Materials or proxy card being delivered to the stockholder. Online check-in to the Annual Meeting webcast will begin at 9:45 a.m., Eastern daylight time, and stockholders are encouraged to allow ample time to log in to the meeting webcast and test their computer audio system. There will be no physical location for the Annual Meeting.

The purposes for the Annual Meeting are to consider and vote upon:

1. Election of each of the following nominees as Directors:

Michael Chu	Françoise Colpron	Edward L. Doheny II
Patrick Duff	Henry R. Keizer	Jacqueline B. Kosecoff
Harry A. Lawton III	Neil Lustig	Jerry R. Whitaker

2. Ratification of the appointment of Ernst & Young LLP as Sealed Air 's independent auditor for the year ending December 31, 2019
3. Approval, as an advisory vote, of 2018 executive compensation as disclosed in the attached Proxy Statement
4. Such other matters as properly come before the Annual Meeting

The Board of Directors has fixed the close of business on March 18, 2019 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting. Sealed Air is making available or mailing its 2018 Annual Report to Stockholders to all stockholders of record as of the record date. Additional copies of the 2018 Annual Report are available upon written request to the Corporate Secretary at Sealed Air Corporation, 2415 Cascade Pointe Boulevard, Charlotte, North Carolina 28208.

Because it is important that as many stockholders as possible be represented at the Annual Meeting, stockholders should review the attached Proxy Statement promptly and carefully and then vote. A stockholder may vote by following the instructions for voting set forth on the Notice of Internet Availability of Proxy Materials or proxy card. A stockholder who receives a paper copy of the proxy card by mail will also receive a postage-paid, addressed envelope that can be used to return the completed proxy card. A stockholder who joins the Annual Meeting may vote electronically at the Annual Meeting.

Sealed Air will maintain a list of stockholders of record as of the record date at Sealed Air's corporate headquarters, 2415 Cascade Pointe Boulevard, Charlotte, North Carolina, for a period of ten days prior to the Annual Meeting.

On behalf of the Board of Directors,

Angel S. Willis

Vice President, General Counsel and Secretary

Charlotte, North Carolina

April 4, 2019

Important Notice Regarding Availability of Proxy Materials for Annual Meeting on May 16, 2019:

Sealed Air's Notice of Annual Meeting of Stockholders, Proxy Statement and 2018 Annual Report to Stockholders are available at <http://ir.sealedair.com/shareholder-services/annual-meeting>.

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Sealed Air Corporation
2415 Cascade Pointe Boulevard
Charlotte, North Carolina 28208

Proxy Statement dated April 4, 2019

2019 Annual Meeting of Stockholders

Sealed Air Corporation, a Delaware corporation, is furnishing this Proxy Statement and related proxy materials in connection with the solicitation by its Board of Directors of proxies to be voted at its 2019 Annual Meeting of Stockholders and any adjournments. Sealed Air Corporation is providing these materials to the holders of record of its common stock, par value \$0.10 per share, as of the close of business on March 18, 2019 and is first making available or mailing the materials on or about April 4, 2019.

The Annual Meeting is scheduled to be held by webcast as follows:

Date Thursday, May 16, 2019

Time: 10:00 a.m., Eastern daylight time

Meeting Website Address: www.virtualshareholdermeeting.com/SEE2019

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

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Other Matters

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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. References in this Proxy Statement to Sealed Air, and to we, us, our and similar terms, refer to Sealed Corporation.

Annual Meeting of Stockholders

Time and Date	10:00 a.m., Eastern daylight time, on May 16, 2019
Meeting Webcast Address	www.virtualshareholdermeeting.com/SEE2019
Record Date	Close of business on March 18, 2019
Voting	Holder will be entitled to one vote at the Annual Meeting for each of the outstanding shares of our common stock they hold of record as of the record date.
Votes Eligible to be Cast	A total of 155,754,093 votes are eligible to be cast on each proposal at the Annual Meeting.

Annual Meeting Agenda

Proposal	Board Recommendation
1 Election of directors	FOR each nominee
2 Ratification of appointment of independent auditor for 2019	FOR
3 Approval of 2018 executive compensation on an advisory basis	FOR

How to Cast Your Vote

You can vote by any of the following methods:

Until 11:59 p.m., EDT, on May 15, 2019	At the Annual Meeting on May 16, 2019
Internet: www.proxyvote.com	Internet: By joining the Annual Meeting at www.virtualshareholdermeeting.com/SEE2019 if you are the stockholder of record or if you hold a proxy from the broker, bank or other nominee holding your shares in street name
Telephone:	

+1-800-454-8683 if you beneficially own shares held in street name

+1-800-690-6903 if you are the stockholder of record

Completed, signed and returned **proxy card**

If you participate in our 401(k) and Profit-Sharing Plan, you may use the proxy card to provide voting instructions to Fidelity Management Trust Company, as trustee, and ***your completed, signed card must be delivered to the trustee by 11:59 p.m., Eastern daylight time, on May 13, 2019.***

Table of Contents**Proposal 1. Election of Directors***Nominees*

We are asking stockholders to elect the following nine director nominees. Eight of the nominees currently serve as directors of Sealed Air. Information in the table is as of April 4, 2019.

Name	Age	Director	Occupation	Experience/	Independent		Committee	Other
		Since		Qualifications	Yes	No		
Michael Chu	70	2002	Co-Founder and Managing Director of IGNIA Fund, Senior Advisor of Pegasus Capital	Leadership Global			Organization and Compensation	Arcos Dorados Holdings Inc.
			Senior Lecturer at Harvard Business School	Finance				
Françoise Colpron	48		Group President, North America of Valeo SA	Global				Alstom SA
				Manufacturing and Operations				
				Legal and Regulatory				
Edward L. Doheny II	56	2017	President and CEO	Leadership Global				John Bean Technologies Corporation
				Industry				
Patrick Duff	60	2010	General Partner of Dunham Partners, LLC	Leadership			Audit	

				Global	Nominating and Corporate Governance (Chair)	
Henry R. Keizer	62	2016	Chairman of Hertz Global Holdings, Inc.	Finance Leadership	Audit (Chair)	BlackRock Funds
				Finance	Nominating and Corporate Governance	Hertz Global Holdings, Inc.
				Industry		WABCO Holdings Inc.
Jacqueline B. Kosecoff	69	2005	Managing Partner of Moriah Partners, LLC	Leadership	Nominating and Corporate Governance	Houlihan Lokey, Inc.
			Senior Advisor to Warburg Pincus	Industry	Organization Compensation (Chair)	STERIS Corporation
Harry A. Lawton III	44	2019	President of Macy's, Inc.	Global Leadership		
				Information Technology		
				Marketing and Sales		
Neil Lustig	57	2015	CEO of GAN Integrity Inc.	Leadership	Audit	
				Innovation	Nominating and Corporate Governance	
				Industry		

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Name	Age	Director	Occupation	Experience/	Independent		Committee Memberships	Other Boards
		Since		Qualifications	Yes	No		
Jerry R. Whitaker	68	2012	Retired President of Electrical Sector-Americas, Eaton Corporation	Leadership			Chairman of the Board	Matthews International Corporation
				Global			Ex Officio, Non-Voting Member of Audit, Nominating and Corporate Governance, and Organization and Compensation Committees	
				Finance				

Proposal 2. Ratification of Appointment of Independent Auditor for 2019

We are asking stockholders to ratify the Audit Committee's retention of Ernst & Young LLP, an independent registered public accounting firm, as our independent auditor to examine and report on our consolidated financial statements and the effectiveness of our internal control over financial reporting for the fiscal year ending December 31, 2019.

Proposal 3. Approval of 2018 Executive Compensation on an Advisory Basis

We are asking for stockholder approval, on an advisory basis in accordance with Securities and Exchange Commission rules, of the 2018 compensation of our named executive officers as disclosed under Executive Compensation in this Proxy Statement, including the disclosures set forth thereunder in Compensation Discussion and Analysis and the compensation tables and related narrative discussion.

Table of Contents**Key Features of Our Executive Compensation Program**

The Compensation Committee believes that our executive compensation program follows best practices aligned to long-term stockholder interests, as summarized below:

What We Do

Provide a majority of compensation in performance-based compensation	Consistent with our goal of creating a performance-oriented environment, 65% of total direct compensation for CEO, and 55% of total direct compensation for other named executive officers, are performance-based
Pay for performance based on goals for both annual and long-term awards	Use multiple, balanced measures, including use of both absolute and relative measures for long-term awards
Balanced mix of awards tied to annual and long-term performance	For CEO, total direct compensation includes 16% in annual incentive award and 70% in long-term awards at target; for 2018, 70% of long-term awards for named executive officers were performance-based and 30% were time-based
Stock ownership and retention policy	Multiple of base salary must be held in common stock – 6x for CEO, 3.5x for CFO and 3x for other Senior Vice Presidents; 100% of after-tax shares must be held until ownership goal is met
Compensation recoupment (clawback) policy	Recovery of annual or long-term incentive compensation based on achievement of financial results that were subsequently restated due to error or misconduct, regardless of whether named executive officer was responsible for the error or misconduct
Receive advice from independent compensation consultant	Compensation consultant (FW Cook) provides no other services to Sealed Air

What We Don't Do

× No supplemental executive retirement plans for named executive officers	Consistent with focus on performance-oriented environment; reasonable and competitive retirement programs offered
× No change in control excise tax gross-ups	Consistent with focus on performance-oriented environment and commitment to best practices aligned to long-term stockholder interests
× No excessive perquisites or severance benefits	Consistent with focus on performance-oriented environment and commitment to best practices aligned to long-term stockholder interests
× No single-trigger vesting of equity compensation upon a change in control	Under our equity compensation plans, vesting following a change in control requires involuntary termination of employment (double-trigger)

Table of Contents***Key Elements of our Executive Compensation Program***

The following table summarizes the main components of our executive compensation program for our named executive officers.

Compensation Element	Description	Objectives
Base Salary	Fixed cash compensation	Appropriate level of fixed compensation based on role and duties
Annual Incentive	Annual cash award if performance metrics are achieved Target award based on a percentage of base salary Payouts from 0-200% of target based on company and individual performance Certain executives eligible to elect all or a portion of award in form of restricted stock award vesting over two years, with 25% enhancement; maximum 5 years participation; no new participants after 2018	Assist with recruitment and retention Reward executives for driving superior operating and financial results over a one-year timeframe Create a direct connection between business success and financial reward
Long-Term Incentives	Performance share units earned based on performance, typically over three-year period with 0-200% payout Time-vesting restricted stock or restricted stock units vesting annually over three years	Reward achievement of longer-term goals Create direct connection between longer-term business success and financial reward Encourage retention

	Occasional awards of restricted stock or restricted stock units that vest at end of three years of service	
Retirement Plans	Standard plans generally offered to all salaried employees based on location of services	Provide retirement income for participants
	No supplemental executive retirement plans	Assist with recruitment and retention
Deferred Compensation	Elective, nonqualified deferred compensation plan for select U.S. employees	Provide opportunity to save for retirement
	Permits deferral of salary and certain cash incentives	Assist with recruitment and retention
	No Sealed Air contributions are included	
Post-Employment Benefits	Executive Severance Plan provides competitive benefits in case of involuntary termination; no single-trigger vesting of equity awards upon a change in control	Assure continuing performance of executives in face of possible termination of employment without cause
	Mr. Doheny also has post-employment benefits under the terms of his offer letter agreement	Assist with recruitment and retention
Other Benefits	Health care and life insurance programs	Competitive with peer companies
	Limited perquisites	Assist with recruitment and retention

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2018 Executive Total Direct Compensation Mix

Summary Compensation Table
