



## Newell Rubbermaid Inc. Announces Tender Offer for Up to \$100 Million of Its 4.70% Notes Due 2020

November 14, 2014

ATLANTA, Nov. 14, 2014 (GLOBE NEWSWIRE) -- Newell Rubbermaid (NYSE:NWL) announced today a tender offer to purchase for cash up to \$100 million in aggregate principal amount (the "Maximum Tender Amount") of its outstanding 4.70% Notes due 2020 (the "Notes"). The tender offer is being made upon, and is subject to, the terms and conditions set forth in the Offer to Purchase, dated November 14, 2014 (the "Offer to Purchase") and the related Letter of Transmittal.

The following table sets forth some of the terms of the tender offer, which are more fully set forth in the Offer to Purchase and Letter of Transmittal:

Title of Security	CUSIP Number	Principal Amount Outstanding	Maximum Tender Amount	Reference U.S. Treasury Security	Bloomberg Reference Page	Fixed Spread	Early Tender Premium <sup>(1)</sup>	Hypothetical Total Consideration <sup>(2)</sup>
4.70% Senior Notes due 2020	651229AK2	\$550,000,000	\$100,000,000	1.50% U.S. Treasury Note due October 31, 2019	BBT	120 bps	\$30.00	\$1,097.54

(1) Per \$1,000 principal amount of Notes validly tendered.

(2) Based upon a Reference Yield (as defined below) of 1.630 % as of 2:00 p.m., New York City time, on November 13, 2014 and the resulting tender offer yield of 2.830%; excludes accrued and unpaid interest. The Hypothetical Total Consideration includes the Early Tender Premium.

Newell Rubbermaid reserves the right, but is under no obligation, to increase the Maximum Tender Amount at any time, subject to compliance with applicable law. If holders of Notes validly tender Notes in an aggregate principal amount in excess of the Maximum Tender Amount, Newell Rubbermaid will accept for purchase an amount of Notes equal to such Maximum Tender Amount and will pay holders of such validly tendered Notes in accordance with the proration procedures set forth in the Offer to Purchase.

The tender offer will expire at 11:59 p.m., New York City time, on December 18, 2014 (such date and time, as it may be extended, the "Expiration Date"), unless extended or earlier terminated. Holders of Notes that are validly tendered at or prior to 5:00 p.m., New York City time, on December 4, 2014 (the "Early Tender Date") and accepted for purchase will receive the Total Consideration (as defined below and in the Offer to Purchase), which includes the early tender premium (the "Early Tender Premium") set forth in the table above. Holders tendering Notes after the Early Tender Date but before the Expiration Date will be eligible to receive only the tender offer consideration (the "Tender Offer Consideration"), which will equal the Total Consideration less the Early Tender Premium. Because Newell Rubbermaid intends to accept for payment all Notes validly tendered before the Early Tender Date, subject to the Maximum Tender Amount and the other terms and conditions described in the Offer to Purchase, there is no assurance as to the amount of Notes, if any, that Newell Rubbermaid will accept that are tendered after the Early Tender Date. No tenders submitted after the Expiration Date will be valid.

The settlement date for Notes validly tendered on or before the Early Tender Date will occur promptly following the Early Tender Date and is expected to be on or about December 8, 2014. The settlement date, if necessary, for Notes validly tendered after the Early Tender Date and on or before the Expiration Date will occur promptly following the Expiration Date and is expected to be December 19, 2014, assuming that the Expiration Date is not extended. Newell Rubbermaid will pay accrued and unpaid interest from and including the last interest payment date applicable to the Notes up to, but not including, the applicable settlement date for Notes accepted for purchase.

Tendered Notes may be withdrawn from the tender offer at or prior to 5:00 p.m., New York City time, on December 4, 2014 (such date and time, as it may be extended, the "Withdrawal Deadline"). Holders of Notes who validly tender their Notes after the Withdrawal Deadline but before the Expiration Date may not withdraw their Notes except in the limited circumstances described in the Offer to Purchase.

The "Total Consideration" for each \$1,000 principal amount of Notes validly tendered at or prior to the Early Tender Date and accepted for purchase pursuant to the tender offer will be determined by reference to the fixed spread (the "Fixed Spread") specified in the table above for the Notes over the yield (the "Reference Yield") based on the bid-side price of the U.S. Treasury Security specified in the table above (the "Reference Treasury Security"), as calculated by Goldman, Sachs & Co. and Barclays Capital Inc. at 2:00 p.m., New York City time, on December 5, 2014. The Total Consideration also includes the Early Tender Premium.

The tender offer is conditioned upon the satisfaction of certain conditions, including the company's receipt of funds, from a new debt financing with terms and conditions reasonably satisfactory to the company, sufficient to pay the Total Consideration (and the Tender Offer Consideration as applicable) with respect to the Notes. Subject to applicable law, Newell Rubbermaid may also terminate the tender offer at any time before the Expiration Date in its sole discretion.

Goldman, Sachs & Co. and Barclays Capital Inc. are acting as dealer managers for the tender offer. The information agent and tender agent is Global Bondholder Services Corporation. Copies of the Offer to Purchase, Letter of Transmittal and related tender offer materials are available by contacting Global Bondholder Services Corporation at (866) 470-4200 (toll-free) or (212) 430-3774. Questions regarding the tender offer should be directed to

Goldman, Sachs & Co. at (800) 828-3182 (toll-free) or (212) 357-0215 (collect), or Barclays Capital, Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect).

This press release does not constitute an offer to sell or purchase, or the solicitation of an offer to sell or purchase, or the solicitation of tenders with respect to the Notes.

The tender offer for the Notes is only being made pursuant to the tender offer documents, including the Offer to Purchase that Newell Rubbermaid is distributing to holders of the Notes. The tender offer is not being made to holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the tender offer is required to be made by a licensed broker or dealer, it shall be deemed to be made by the dealer managers or any other licensed broker or dealer on behalf of Newell Rubbermaid.

#### **About Newell Rubbermaid**

Newell Rubbermaid Inc., an S&P 500 company, is a global marketer of consumer and commercial products with 2013 sales of \$5.7 billion and a strong portfolio of leading brands, including Sharpie®, Paper Mate®, Rubbermaid Commercial Products®, Irwin®, Lenox®, Parker®, Waterman®, Rubbermaid®, Contigo®, Levolor®, Calphalon®, Goody®, Graco®, Aprica® and Dymo®. As part of the company's Growth Game Plan, Newell Rubbermaid is making sharper portfolio choices and investing in new marketing and innovation to accelerate performance.

This press release and additional information about Newell Rubbermaid are available on the company's Web site, [www.newellrubbermaid.com](http://www.newellrubbermaid.com).

#### **Caution Concerning Forward-Looking Statements**

Certain information contained in this press release constitutes forward-looking statements, including the statements regarding the timing and settlement of the tender offer. These statements relate to future events and can generally be identified by words such as "expects" and "intends". Forward-looking statements are inherently uncertain. The success of the tender offer is subject to a number of conditions, including the financing condition described in the Offer to Purchase, not all of which are within Newell Rubbermaid's control. Actual results may differ materially from those indicated by such forward-looking statements as a result of risks and uncertainties, including but not limited to changes in national or regional economies, changes in the interest rate environment and the debt capital markets generally and other factors discussed or referenced in our most recent quarterly report on Form 10-Q filed with the SEC, under the heading "Risk Factors" and elsewhere, and any subsequent periodic or current reports filed by us with the SEC. In addition, any forward-looking statements speak only as of the date such statements are made. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so.

CONTACT: Nancy O'Donnell  
Vice President, Investor Relations  
(770) 418-7723

Nicole Quinlan  
Senior Manager, Corporate Communications  
(770) 418-7251

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