

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Malkoski Kristine Kay</u>			2. Issuer Name and Ticker or Trading Symbol <u>NEWELL BRANDS INC. [ NWL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>Segment CEO - Learning &amp; Dev.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O NEWELL BRANDS INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>6655 PEACHTREE DUNWOODY ROAD</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(Street)								
<u>ATLANTA</u>	<u>GA</u>	<u>30328</u>						
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/05/2023		M		1,106 <sup>(1)</sup>	A	\$0	9,964	D	
Common Stock	05/05/2023		F		333	D	\$10.11 <sup>(2)</sup>	9,631	D	
Common Stock								10,850	I	By Spouse
Common Stock								900 <sup>(3)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Restricted Stock Units	(4)	05/05/2023		M		1,106	(5)	(6)	Common Stock	1,106	\$0	0	D	

**Explanation of Responses:**

- The Company's Compensation and Human Capital Committee certified the partial achievement of the pre-established performance goals resulting in the vesting of a portion of the Reporting Person's performance-based restricted stock units ("PRSU") granted on May 5, 2022 (the "Grant Date"). The terms of the PRSU award provided for vesting on the one year anniversary of the Grant Date based on the actual achievement of performance metrics in the Writing business unit, subject to the Reporting Person's continuous employment with the Company.
- Withholding of shares to cover taxes on the vesting was calculated based on the Company's closing stock price on May 5, 2023.
- Represents shares owned in a joint account with the Reporting Person's spouse.
- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- The entire award may vest on the one year anniversary of the Grant Date, subject to the achievement of pre-established performance metrics in the Writing business unit and the Reporting Person's continuous employment with the Company.
- If and to the extent the relevant performance criteria are not met, the PRSU grant expires on the one year anniversary of the Grant Date with a payout 0%.

**Remarks:**

/s/ Raj Dave, Attorney in Fact 05/09/2023  
for Kristine K. Malkoski

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.