

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>MATHER COURTNEY</u>  (Last) (First) (Middle) <u>C/O NEWELL BRANDS INC.</u> <u>6655 PEACHTREE DUNWOODY ROAD</u>  (Street) <u>ATLANTA GA 30328</u>  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/17/2018</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

**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			

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Deferred RSU phantom stock <sup>(1)(2)(3)</sup>	(4)	05/15/2018		A	6,422		(5)(6)	(7)	Common Stock	6,422	(6)	6,422	D

**Explanation of Responses:**

- On May 15, 2018 (the "RSU Grant Date"), the reporting person received an award of 6,422 restricted stock units ("RSUs") which, pursuant to his Grant Agreement with the Company, was scheduled to vest on the earlier of: (i) the first anniversary of the RSU Grant Date or (ii) the date immediately preceding the Company's 2019 annual meeting of its stockholders (as applicable, the "RSU Vesting Date"), with vesting conditioned upon his continuous service on the Board until the RSU Vesting Date, and with the award being eligible to vest before the RSU Vesting Date in the event of the reporting person's death, disability or retirement. On the RSU Vesting Date, the reporting person was also entitled to receive cash equal to the value of dividends paid on 6,422 shares of the Company's Common Stock between the RSU Grant Date and the RSU Vesting Date (the "Vesting Year Dividend Payment").
- Pursuant to the Company's 2008 Deferred Compensation Plan, as amended (the "DCP"), the reporting person elected to defer vesting of the 6,422 shares and instead became eligible to receive on the RSU Vesting Date: (i) 6,422 phantom stock units and (ii) the Vesting Year Dividend Payment. Settlement of the phantom stock units received on the RSU Vesting Date will be deferred until after the end of the reporting person's service on the Board of the Company. At the end of the deferral period, the phantom stock units will settle on a one-for-one basis for shares of the Company's Common Stock.
- During the deferral period, additional phantom stock units will continue to accrue pursuant to a dividend reinvestment feature of the DCP. At the end of the deferral period, the reporting person will also have the right to receive the cash equivalent of the additional phantom stock units accrued.
- Before the RSU Vesting Date, each RSU represents a contingent right to receive one phantom stock unit. On and after the RSU Vesting Date, each phantom stock unit will represent the right to receive one share of Common Stock of the Company at the end of the deferral period.
- The RSUs will be exchanged for an equal number of phantom stock units on the RSU Vesting Date.
- The 6,422 phantom stock units acquired on the RSU Vesting Date will be settled on a one-for-one basis for shares of the Company's Common Stock after the end of the reporting person's service on the Board. On the settlement date, all additional phantom stock units acquired during the deferral period through reinvested dividends will also be payable to the reporting person in cash. The cash value will be calculated based on the closing stock price for the Company's Common Stock on the settlement date.
- N/A

**Remarks:**

The purpose of this amendment is to correct Table II to report the terms of the derivative security granted to the reporting person on May 15, 2018. On May 15, 2018, the reporting person received a RSU grant which is scheduled to convert to phantom stock units on May 6, 2019. The grant will convert to phantom stock units and not to shares of the Company's Common Stock. This amendment also reports the manner in which the phantom stock units subject to this grant will settle for shares of Common Stock, together with cash paid for reinvested dividends, after the end of the reporting person's service on the Board of the Company. Pursuant to instruction 9(b) to Form 4, only the lines of Form 4 requiring correction or amendment are being set forth on this amended Form 4A.

/s/ Raj Dave, attorney-in-fact 01/29/2020  
for Courtney Mather

\*\* 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.

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