

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 13, 2020 (May 11, 2020)**

**NEWELL BRANDS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-9608**  
(Commission  
File Number)

**36-3514169**  
(IRS Employer  
Identification Number)

**6655 Peachtree Dunwoody Rd.**  
**Atlanta, GA 30328**  
(Address of principal executive offices including zip code)

**(770) 418 -7000**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

TITLE OF EACH CLASS	TRADING SYMBOL	NAME OF EXCHANGE ON WHICH REGISTERED
Common stock, \$1 par value per share	NWL	Nasdaq Stock Market LLC

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Newell Brands Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) on May 11, 2020. For more information on the proposals presented at the meeting, please see the Company’s Definitive Proxy Statement, filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 26, 2020 (the “Proxy Statement”), the relevant portions of which are incorporated herein by reference.

As of the March 16, 2020 record date for the Annual Meeting, there were 447,973,968 shares of common stock issued, comprised of 23,896,363 shares of Treasury stock and 424,077,605 shares entitled to vote at the Annual Meeting.

The stockholders elected each of the following eleven nominees to the Board of Directors for a one-year term by a majority vote:

<b>DIRECTOR</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
<b>BRIDGET RYAN BERMAN</b>	<b>334,211,665</b>	<b>3,729,705</b>	<b>425,230</b>	<b>46,955,006</b>
<b>PATRICK D. CAMPBELL</b>	<b>318,074,787</b>	<b>18,423,495</b>	<b>1,868,318</b>	<b>46,955,006</b>
<b>JAMES R. CRAIGIE</b>	<b>330,005,523</b>	<b>7,893,553</b>	<b>467,524</b>	<b>46,955,006</b>
<b>DEBRA A. CREW</b>	<b>332,765,192</b>	<b>5,175,785</b>	<b>425,623</b>	<b>46,955,006</b>
<b>BRETT M. ICAHN</b>	<b>331,635,295</b>	<b>6,120,952</b>	<b>610,353</b>	<b>46,955,006</b>
<b>GERARDO I. LOPEZ</b>	<b>318,277,371</b>	<b>19,616,857</b>	<b>472,372</b>	<b>46,955,006</b>
<b>COURTNEY R. MATHER</b>	<b>319,894,935</b>	<b>17,806,770</b>	<b>664,895</b>	<b>46,955,006</b>
<b>RAVICHANDRA K. SALIGRAM</b>	<b>335,199,743</b>	<b>2,742,596</b>	<b>424,261</b>	<b>46,955,006</b>
<b>JUDITH A. SPRIESER</b>	<b>334,008,367</b>	<b>3,917,947</b>	<b>440,286</b>	<b>46,955,006</b>
<b>ROBERT A. STEELE</b>	<b>322,005,317</b>	<b>15,868,605</b>	<b>492,678</b>	<b>46,955,006</b>
<b>STEVEN J. STROBEL</b>	<b>329,760,644</b>	<b>8,100,106</b>	<b>505,850</b>	<b>46,955,006</b>

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year 2020:

<b>For</b>	<b>383,320,393</b>
<b>Against</b>	<b>1,237,715</b>
<b>Abstain</b>	<b>763,498</b>

The stockholders approved the advisory resolution to approve executive compensation:

<b>For</b>	<b>310,825,214</b>
<b>Against</b>	<b>26,311,101</b>
<b>Abstain</b>	<b>1,230,285</b>
<b>Broker Non-Votes</b>	<b>46,955,006</b>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 13, 2020

**NEWELL BRANDS INC.**

By: /s/ Bradford R. Turner  
Chief Legal and Administrative Officer and Corporate  
Secretary