

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>Turner Bradford R</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal & Admin Off & C.S.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2021</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		
C/O NEWELL BRANDS INC. 6655 PEACHTREE DUNWOODY ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) ATLANTA GA 30328								
(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	02/16/2021		M		7,353	A	\$0	56,089	D	
Common Stock	02/16/2021		F		2,214	D	\$24.19 ⁽¹⁾	53,875	D	
Common Stock	02/16/2021		M		29,389 ⁽²⁾	A	\$0	83,264	D	
Common Stock	02/16/2021		F		8,944	D	\$24.19 ⁽¹⁾	74,320	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	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(3)	02/16/2021		M		7,353	(4)	(5)	Common Stock	7,353	\$0	0	D	
Restricted Stock Units	(6)	02/16/2021		M		29,389	(7)	(8)	Common Stock	29,389	\$0	0	D	
Restricted Stock Units	(9)	02/16/2021		A		16,919		02/16/2024 ⁽¹⁰⁾	Common Stock	16,919	\$0	16,919	D	
Stock Option (Right to Buy)	\$23.79	02/16/2021		A		126,892	(11)	02/16/2031	Common Stock	126,892	\$0	126,892	D	

Explanation of Responses:

- Withholding of shares to cover taxes on the vesting was calculated based on the Company's closing stock price on Friday, February 12, 2021.
- The Company's Compensation Committee certified achievement of the pre-established performance goals at a level resulting in the vesting of 57% of the Reporting Person's target shares. As discussed in Footnote 7, below, the terms of the Reporting Person's grant of performance-based restricted stock units provided for a payout of 0% to 200% of the original grant, based on actual achievement of the goals.
- Restricted stock units convert into shares of the Company's common stock on a one-for-one basis.
- Represents the vesting of the third tranche of restricted stock units granted to the Reporting Person on February 14, 2018. The grant vested ratably in one-third increments on the first, second and third anniversaries of the award date, pursuant to the terms of the grant agreement.
- N/A
- Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of the Company's common stock as more specifically discussed in Footnote 7, below.
- Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of the Company's common stock based upon the achievement of pre-established performance metrics related to relative total shareholder return over a 2 year period beginning January 1, 2018 and ending December 31, 2020, and certification of such performance by the Company's Compensation Committee following the conclusion of the performance period. The grant agreement between the Reporting Person and the Company further conditions vesting of the award on the Reporting Person's continuous employment with the Company and provides that unexpired portions of the award may vest: (i) earlier and without regard to achievement of the performance criteria in the event of death or disability; or (ii) pro rata, based on time in service, and without regard to achievement of the performance criteria, in the event of retirement.
- If and to the extent the relevant performance criteria are not met, the performance-based restricted stock unit grant expires on the third anniversary of the grant date with a payout of 0%.
- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- The entire award will vest on the third anniversary of the grant date, subject to the Reporting Person's continuous employment with the Company. The terms of the grant agreement between the Reporting Person and the Company also provide for full and/or partial vesting of the award in the event of the Reporting Person's death, disability or retirement during the vesting period.
- The option vests ratably in one-third increments on the first, second and third anniversaries of the grant date.

Remarks:

/s/ Raj Dave, Attorney-in-Fact for Bradford R. Turner 02/18/2021

** 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.