

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

OMB APPROVAL	
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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>SPRIESER JUDITH A</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>05/04/2021</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

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 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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	05/04/2021		A	5,167		(2)	(3)	Common Stock	5,167	\$0	5,167	D	
Deferred RSU Phantom Stock ⁽⁴⁾	(5)						(5)	(3)	Common Stock	6,119.778		6,119.778 ⁽⁶⁾	D	
Deferred RSU Phantom Stock ⁽⁷⁾	(8)						(8)	(3)	Common Stock	9,535.888		9,535.888 ⁽⁹⁾	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Newell Brands Inc. common stock.
- The award shall vest in full upon the earlier of: (i) the first anniversary of the grant date of the award; or (ii) the date immediately preceding the date of the Company's 2022 annual meeting of its stockholders, provided the reporting person remains in continuous service on the Board until such date, but the award may vest earlier in the event of death, disability or retirement. If the Company pays a dividend on its common stock during the vesting period, then upon vesting, the reporting person will receive a cash amount equal to the dividends that the reporting person would have received had the reporting person been the actual owner during the vesting period of the number of shares of the Company's common stock represented by the restricted stock units.
- N/A
- Represents a vested award of 5,504 restricted stock units ("RSUs") first made on May 15, 2018. The reporting person elected to defer settlement on the scheduled vesting date and the RSUs instead converted to an equal number of phantom stock units, in accordance with the Company's 2008 Deferred Compensation Plan (the "DCP"). The 5,504 phantom stock units will settle 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 Company's Board.
- The reporting person's 5,504 phantom stock units will convert to shares of the Company's Common Stock on a one-for-one basis after the end of the reporting person's service on the Company's Board, in accordance with the DCP.
- The reported total includes 289.363 additional phantom stock units acquired by the reporting person since the date of her last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.
- Represents a vested award of 9,085 restricted stock units ("RSUs") first made on May 7, 2019. The reporting person elected to defer settlement on the scheduled vesting date and the RSUs instead converted to an equal number of phantom stock units, in accordance with the DCP. The 9,085 phantom stock units will settle 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 Company's Board.
- The reporting person's 9,085 phantom stock units will convert to shares of the Company's Common Stock on a one-for-one basis after the end of the reporting person's service on the Company's Board, in accordance with the DCP.
- The reported total includes 450.888 additional phantom stock units acquired by the reporting person since the date of her last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.

Remarks:

/s/ Raj Dave, attorney-in-fact 05/06/2021
for Judith Sprieser

** 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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