

**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): December 1, 2023 (November 29, 2023)

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 Road
Atlanta, Georgia 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(s)	Name of each exchange on which registered
Common stock, \$1 par value per share	NWL	Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On November 29, 2023, the Board of Directors (the “Board”) of Newell Brands Inc. (the “Company”) voted to increase the size of the Board from nine members to ten and to elect Anthony Terry to the Board of Directors, effective January 1, 2024. Mr. Terry will serve on the Board’s Audit Committee. There are no arrangements or understandings pursuant to which he was selected as a director and no transactions reportable under Item 404(a) of Regulation S-K. Mr. Terry will receive the same compensation as the Company’s other non-employee directors, as described in the Company’s Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 5, 2023, including a pro-rated annual restricted stock unit award, effective January 1, 2024, with a grant date fair value of approximately \$56,548.

On December 1, 2023, the Company issued a press release regarding the election of Mr. Terry, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Newell Brands Inc. dated December 1, 2023
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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.

NEWELL BRANDS INC.

Dated: December 1, 2023

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



Newell Brands Elects Anthony “Tony” Terry to Board of Directors

ATLANTA, GA – December 1, 2023 – Newell Brands (NASDAQ: NWL) today announced that effective January 1, 2024, Anthony “Tony” Terry, recently retired Executive Vice President and Chief Financial Officer of Marriott Vacations Worldwide Corporation, has been elected to the company’s Board of Directors where he will serve as a member of the Audit Committee. With the appointment of Mr. Terry, the size of the company’s Board will increase from nine members to ten.

“We are pleased to welcome Tony to the Board as an independent director. He is a dynamic, results-driven leader with a strong track record of creating organizational value through strategic planning, collaboration and process improvement,” said Robert Steele, Chairman of the Board of Directors. “We look forward to partnering with Tony and benefiting from his financial and operational expertise as we focus on returning Newell Brands to profitable and sustainable growth, while creating value for all our stakeholders.”

Mr. Terry brings extensive experience in financial analysis, strategic planning and operations to the Newell Brands Board. He spent over 26 years at Marriott Vacations Worldwide Corporation and prior to becoming the company’s CFO, Mr. Terry held a variety of leadership roles in accounting, finance, inventory optimization and strategic planning. Before joining Marriott Vacations Worldwide Corporation, Mr. Terry served as a senior auditor at The Walt Disney Company and an audit senior at Arthur Andersen LLP. Mr. Terry currently serves on the Board of Directors of Phillips Edison & Company and is a member of the Advisory Committee for the Department of Finance at the University of Central Florida.

Mr. Terry holds a B.S. in Accounting from Florida State University. He has attended the Wharton Business School Executive Development Program, Marriott International Lodging Leadership and Executive Education Program, and the Dr. Michael Hammer Reengineering Certification Program.

About Newell Brands

Newell Brands (NASDAQ: NWL) is a leading global consumer goods company with a strong portfolio of well-known brands, including Rubbermaid, Sharpie, Graco, Coleman, Rubbermaid Commercial Products, Yankee Candle, Paper Mate, FoodSaver, Dymo, EXPO, Elmer’s, Oster, NUK, Spontex and Campingaz. Newell Brands is focused on delighting consumers by lighting up everyday moments.

This press release and additional information about Newell Brands are available on the company’s website, www.newellbrands.com.

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