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

FORM SD

SPECIALIZED DISCLOSURE REPORT

NEWELL BRANDS INC.

(Exact name of the registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-9608
(Commission
File Number)

36-3514169
(IRS Employer
Identification No.)

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

Bradford R. Turner
(770) 418-7000
(Name and telephone number, including area code, of the person to contact in connection with this report)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2020

Section 1 – Conflict Minerals Disclosure**Item 1.01 Conflict Minerals Disclosure and Report**

This Specialized Disclosure Report on Form SD and the Conflict Minerals Report, filed as Exhibit 1.01 hereto, are publicly available on the Newell Brands Inc. website at <http://ir.newellbrands.com/investor-relations/sec-filings/default.aspx> . The content on, or accessible through, any website referred to in this Form SD or the attached Conflict Minerals Report is included for general information only and is not incorporated by reference in this Form SD or the attached Conflict Minerals Report.

Item 1.02 Exhibits

The Conflict Minerals Report as required by Item 1.01 is filed as Exhibit 1.01 to this Form SD.

Section 3 – Exhibits**Item 3.01 Exhibits**

Exhibit 1.01 Newell Brands Inc. Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form SD for the Reporting Period January 1, 2020 to December 31, 2020

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 duly authorized undersigned.

NEWELL BRANDS INC.

Dated: May 28, 2021

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

Newell Brands Inc.

Conflict Minerals Report For The Year Ended December 31, 2020

This Conflict Minerals Report (the “Report”) of Newell Brands Inc. (the “Company”) for the calendar year ended December 31, 2020 is provided in accordance with Rule 13p-1 (the “Rule”) under the Securities Exchange Act of 1934, as amended (the “1934 Act”), the instructions to Form SD, and the Updated Statement on the Effect of the Court of Appeals Decision on the Conflict Minerals Rule issued by the Division of Corporation Finance of the Securities and Exchange Commission (the “SEC”) on April 7, 2017 (the “SEC Statement”) and together with the Rule, Form SD, 1934 Act Release No. 34-67716 and other guidance promulgated by the SEC (the “CMR Regulations”). Please refer to the Rule, Form SD and the 1934 Act Release No. 34-67716 for definitions of the terms used in this Report, unless otherwise defined herein.

This Report outlines the steps the Company undertook in accordance with the CMR Regulations in connection with the existence of Conflict Minerals (as defined below) in products the Company manufactured or contracted to manufacture. The Company’s diligence measures were designed to adhere, in all material respects, to the internationally-recognized framework in the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and the related Supplements for gold and for tin, tantalum and tungsten (Third Edition OECD 2016) (the “OECD Framework”) for supply chain diligence relating to columbite-tantalite (coltan), cassiterite, gold, and wolframite, or their derivatives, which are limited to tantalum, tin, and tungsten (collectively, “Conflict Minerals”).

1. Company Overview

Newell Brands Inc. (the “Company” or “Newell Brands”) is a leading global consumer goods company with a strong portfolio of well-known brands, including Rubbermaid®, Paper Mate®, Sharpie®, Dymo®, EXPO®, Parker®, Elmer’s®, Coleman®, Marmot®, Oster®, Sunbeam®, FoodSaver®, Mr.Coffee®, Rubbermaid Commercial Products®, Graco®, Baby Jogger®, NUK®, Calphalon®, Contigo®, First Alert®, Mapa®, Spontex® and Yankee Candle®. Newell Brands is committed to enhancing the lives of consumers around the world with planet friendly, innovative and attractive products that create moments of joy and provide peace of mind. The Company sells its products in nearly 200 countries around the world and has operations on the ground in over 40 of these countries, excluding third-party distributors.

Organizational Structure

The Company's five primary operating segments are as follows:

<u>Segment</u>	<u>Key Brands</u>	<u>Description of Primary Products</u>
Home Appliances	Calphalon®, Crock-Pot®, Mr. Coffee®, Oster® and Sunbeam®	Household products, including kitchen appliances
Commercial Solutions	BRK®, First Alert®, Mapa®, Quickie®, Rubbermaid Commercial Products®, and Spontex®	Commercial cleaning and maintenance solutions; closet and garage organization; hygiene systems and material handling solutions; connected home and security and smoke and carbon monoxide alarms
Home Solutions	Ball® (1), Calphalon®, Chesapeake Bay Candle®, FoodSaver®, Rubbermaid®, Sistema®, WoodWick® and Yankee Candle®	Food and home storage products; fresh preserving products, vacuum sealing products, gourmet cookware, bakeware and cutlery and home fragrance products
Learning and Development	Aprica®, Baby Jogger®, Dymo®, Elmer's®, EXPO®, Graco®, Mr. Sketch®, NUK®, Paper Mate®, Parker®, Prismacolor®, Sharpie®, Tigex®, Waterman® and X-Acto®	Baby gear and infant care products; writing instruments, including markers and highlighters, pens and pencils; art products; activity-based adhesive and cutting products and labeling solutions
Outdoor and Recreation	Coleman®, Contigo®, ExOfficio®, Marmot®	Products for outdoor and outdoor-related activities

(1)  and Ball® TM of Ball Corporation, used under license

Supply Chain

The Company manufactures some of its products. The Company also outsources the manufacturing of some of its products and components of its products to third-party manufacturers. In both cases, the Company's position in the supply chain is several levels removed from the actual sourcing of Conflict Minerals. The Company does not make purchases of raw ore or unrefined Conflict Minerals from the Democratic Republic of Congo or an "adjoining country" as defined in Form SD (collectively, the "Covered Countries"), nor does the Company source any products or components directly from the Covered Countries. As a result, the Company must rely upon its suppliers, and their multiple sub-suppliers, for information related to Conflict Minerals that may be contained in products the Company sells.

Due to the breadth of the Company's products and global reach of its business, the Company has a complex supply chain that includes over 4,100 direct and sourced finished good suppliers. The supply chain is managed by global procurement teams consisting of over 200 employees who oversee local and regional sourcing and supplier arrangements. Other key factors that increase the complexity of the Company's efforts to gather information from within the supply chain include the following:

- A significant portion of the Company's suppliers are located in Asia, and many of these suppliers are still in the process of understanding and addressing the implications of the CMR Regulations. In addition, relatively few of the Company's suppliers are registrants with the SEC. As a result, the Company found it necessary to provide suppliers with a Conflict Minerals training program in order to develop their understanding of the topic.
- As noted above, due to the nature of the Company's products and manufacturing processes, the Company's direct suppliers tend to be several levels removed from the smelters processing minerals that may be present in the products manufactured or contracted to be manufactured by the Company. This necessitates a significant portion of the Company's suppliers to engage in their own extensive due diligence efforts in order to provide information requested by the Company.
- In some instances, the Company may be the only entity requesting Conflict Minerals information from a supplier. In these cases, despite the Company's efforts, the supplier may view responding to the Company's requests as a lower priority, and as a result the supplier may take additional time to provide the Company with the information needed in connection with its Conflict Minerals compliance efforts. In some cases, the supplier may not respond at all despite repeated requests from the Company to do so.
- To the extent products and component parts are manufactured by third parties, the Company must place additional reliance on those third-party manufacturers to assist the Company in the collection of the information necessary to comply with the due diligence and disclosure requirements under the CMR Regulations. Such third-party manufacturers, which are also typically located in Asia, may lack the infrastructure, resources and knowledge to facilitate a Conflict Minerals compliance effort and may require additional assistance from the Company and/or others in order to do so. In some cases, third-party manufacturers may assert that such information is proprietary.

The factors described above, and resulting complexities, have increased the difficulty of the Company's efforts to identify the existence, and potential sources of, Conflict Minerals in its products. In light of these challenges, the Company diligently worked with its suppliers and third-party manufacturers to collect the information necessary to support its compliance program and this Report.

Conflict Minerals Policy

The Company has adopted a Conflict Minerals policy which is publicly available on its website at <https://www.newellbrands.com/conflict-minerals>.

2. Reasonable Country of Origin Inquiry

This Section describes the Company's Reasonable Country of Origin Inquiry ("RCOI") for Conflict Minerals as required by Item 1.01 of Form SD.

Section 1 above provides a description of the types of products sold by the Company during the period covered by this Report. As a preliminary step to the Company's RCOI, the Company assessed which of these products contain Conflict Minerals, and which products containing Conflict Minerals fall within the scope of the Rule and would thus be included in the RCOI (the "Scoping Assessment"). The Company conducted detailed analyses of its products' bills of materials and other available information on product composition to determine the Conflict Minerals content of its products. As a result of the Scoping Assessment, the Company determined that some of its products in the "Description of Primary Products" categories set forth in the table above contain Conflict Minerals.

The Company then worked to link the Conflict Minerals components of the covered products to the suppliers of those components in order to identify suppliers that should be included in the RCOI process. For 2020, direct suppliers that posed a reasonable risk of having provided materials, components or products which may contain Conflict Minerals were covered. The Conflict Minerals Policy includes the Company's expectation that its suppliers provide information related to country of origin of their products.

The Company developed a Conflict Minerals Reporting Tool (the "CMRT") to facilitate its RCOI with targeted suppliers (as defined below). The CMRT is a tailored version of the Conflict Free Sourcing Initiative's Conflict Minerals Reporting Template Version 6.01. The Company developed a survey tool to issue the CMRT and to collect and track supplier responses thereto.

For 2020, the Company surveyed 532 suppliers believed or known to have provided materials, components or products which may contain Conflict Minerals (the "targeted suppliers"). Based on the survey, 438 of such targeted suppliers, or approximately 82%, submitted a complete response to the CMRT. If a targeted supplier did not provide a response to the CMRT, the Company sent follow up requests to individual targeted suppliers pursuant to an escalation process. Completed targeted supplier responses were reviewed for completeness and internal consistency. Overall, responses were assigned a rating of low, medium, or high risk based on the contents and completeness of the response as well as the likelihood the targeted supplier may be sourcing from the Covered Countries. As a result of the Company's RCOI, the Company has reason to believe that some targeted suppliers in its supply chain of in-scope products or components of such products may be sourcing Conflict Minerals from Covered Countries. However, for the period covered by this Form SD and Report, the Company was unable to determine the specific source of the Conflict Minerals due to insufficient information. Accordingly, the Company undertook the due diligence process described below.

3. Design of Due Diligence Framework

The Company's due diligence framework is based upon the OECD Framework.

4. Due Diligence Performed

The Company's due diligence activities are described below.

4.1 Management Controls

The Company has established the following management controls as part of its Conflict Minerals program.

- The Company has adopted a Conflict Minerals Policy, which is publicly available on its website at <http://www.newellbrands.com/conflict-minerals>.
- In 2013, the Company created an internal Conflict Minerals Steering Committee comprised of subject-matter experts from relevant functional areas within the Company. The Steering committee was responsible for designing and implementing the Company's Conflict Minerals compliance strategy. The ongoing Conflict Minerals compliance program is supported by compliance personnel in the Company's sustainability team.
- The Company has developed a Conflict Minerals training program to educate employees within the Company. The training program includes information on the CMR Regulations, as well as on the Company's Conflict Minerals Policy and RCOI and due diligence processes.
- The Company has developed a Conflict Minerals training program to educate its suppliers. The training program includes information on the CMR Regulations, as well as on the Company's Conflict Minerals Policy and RCOI and due diligence processes.

4.2 Risk Identification

The company has established and implemented the following program elements for identifying and assessing risk as part of its Conflict Minerals program.

The Company surveys suppliers annually about the potential use and origin of Conflict Minerals in their respective supply chains, including reviewing smelter information and chain of custody information, as appropriate

- The Company assesses survey responses to identify sourcing and supplier risks. Supplier responses are reviewed against the risk assessment framework, and follow up, due diligence, and risk mitigation are completed as necessary. The Company also conducts smelter due diligence using defined and documented steps, which include comparing supplier-disclosed smelters against the Responsible Minerals Initiative's (formally the Conflict-Free Sourcing Initiative's) (the "RMI") Compliant Smelter List to confirm their existence and to determine whether they are certified as conflict-free.

4.3 Risk Mitigation

The Company has developed and adopted a risk mitigation plan that includes the following elements.

- The Company communicates with suppliers who do not satisfy the Company's due diligence requests and encourages them to provide complete and accurate responses.
- The Company reviews responses for changes in circumstances or information and reevaluates the need for, and conducts where warranted, a reevaluation of necessary follow up, due diligence, and/or risk mitigation activities.

4.4 Carry out Independent Third Party Audit of Supply Chain Due Diligence at Identified Points in the Supply Chain

The Company does not have a direct relationship with Conflict Minerals smelters and refiners and does not perform or direct audits of these entities within its supply chain. The Company relies upon the smelter audit results published pursuant to the RMI recognition process.

4.5 Report on supply chain due diligence

The Company has filed this Report with the SEC.

5. Other Required Disclosures

5.1 Efforts to determine the mine or location of origin

The due diligence described in Section 4 of this Report represents the Company's efforts to identify country and mine of origin.

5.2 Description of facilities used to process Conflict Minerals, if known

Some of the respondents did not provide smelter information; further, responding suppliers often provided their responses at a company-wide level, rendering the Company unable to conclude whether Conflict Minerals from smelters that may have been identified were actually used in the Company's in-scope products.

5.3 Description of country of origin, if known

The Company requested country of origin information, if known, from each targeted supplier, most of which do not source directly from smelters, and also relied upon country of origin information provided by the RMI, when available. Based on this information, as of the date of this Form SD and Report, the Company has reason to believe that some targeted suppliers may be sourcing Conflict Minerals from Covered Countries; however, the Company was unable to definitively identify the country of origin of the Conflict Minerals in its in-scope products due to the nature of targeted suppliers' responses to the smelter of origin inquiry.

5.4 Steps taken or to be taken to mitigate the risk that Conflict Minerals in the Company's products benefit armed groups

The Company will implement enhancements to its Conflict Minerals program going forward, including the following:

- Continued efforts to train suppliers regarding the Vendor Code of Conduct and to encourage them to adopt their own Conflict Minerals programs, including conflict-free sourcing; and
- Engagement with any suppliers found to be supplying the Company with Conflict Minerals from sources that support conflict in the DRC or any adjoining country to explore alternative sources.

Given the Company's remote position in the supply chain, the effectiveness of these enhancements is necessarily dependent on the cooperation of the Company's manufacturers and suppliers.

5.5 Description of undeterminable products

Due to a combination of incomplete and unconfirmed responses from certain targeted suppliers, or suppliers that did not respond to the CMRT, as of the date of this Form SD and Report, the Company has been unable to complete an independent determination as to the source of Conflict Minerals present in its products.