

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

NEWELL BRANDS INC.

(Name of Registrant as Specified in Its Charter)

STARBOARD VALUE LP
STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD
STARBOARD VALUE AND OPPORTUNITY S LLC
STARBOARD VALUE AND OPPORTUNITY C LP
STARBOARD LEADERS QUEBEC LLC
STARBOARD LEADERS SELECT FUND LP
STARBOARD T FUND LP
STARBOARD LEADERS SELECT N MASTER FUND LP
STARBOARD VALUE R LP
STARBOARD VALUE R GP LLC
STARBOARD LEADERS FUND LP
STARBOARD LEADERS SELECT V GP LLC
STARBOARD VALUE A LP
STARBOARD VALUE A GP LLC
STARBOARD VALUE GP LLC
STARBOARD PRINCIPAL CO LP
STARBOARD PRINCIPAL CO GP LLC
JEFFREY C. SMITH
MARK R. MITCHELL
PETER A. FELD
PAULINE J. BROWN
GERARDO I. LOPEZ
BRIDGET RYAN BERMAN
ROBERT A. STEELE

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Starboard Value LP, together with its affiliates (collectively, “Starboard”), has filed a definitive proxy statement and accompanying BLUE proxy card with the Securities and Exchange Commission to be used to solicit proxies for the election of its slate of director nominees at the 2018 annual meeting of stockholders of Newell Brands Inc., a Delaware corporation (the “Company”).

Item 1: On April 11, 2018, Starboard issued a public letter that it is mailing to the Company’s stockholders. The full text of the letter is attached hereto as Exhibit 1 and is incorporated herein by reference.

Item 2: On April 11, 2018, Starboard issued the following press release:

STARBOARD FILES DEFINITIVE PROXY MATERIALS TO ELECT FOUR HIGHLY QUALIFIED DIRECTOR NOMINEES TO THE NEWELL BOARD OF DIRECTORS AT THE UPCOMING 2018 ANNUAL MEETING

Mails Letter to Newell Shareholders

Seeking the Right Change to Benefit All Newell Shareholders

*Urges Shareholders to vote the **BLUE** Proxy Card to Elect All Four of Starboard’s Highly-Qualified Nominees – Pauline J. Brown, Gerardo I. Lopez, Bridget Ryan Berman and Robert A. Steele*

NEW YORK, NY - April 11, 2018 /PRNewswire/ -- Starboard Value LP (together with its affiliates, “Starboard”), a significant shareholder of Newell Brands Inc. (“Newell” or the “Company”) (NYSE:NWL) with beneficial ownership of approximately 3.8% of the Company’s outstanding shares, announced today that it has filed definitive proxy materials, including a BLUE proxy card, for the election of four highly-qualified director nominees at the Company’s 2018 Annual Meeting scheduled to be held on May 15, 2018 and mailed a letter to shareholders.

Starboard is urging shareholders to support real change at Newell by voting the BLUE proxy to elect its diverse slate of four experienced nominees, Pauline J. Brown, Gerardo I. Lopez, Bridget Ryan Berman and Robert A. Steele, at the 2018 Annual Meeting.

The full text of the letter Starboard is mailing to Newell shareholders can be viewed at the following link:

http://www.transformingnewell.com/content/uploads/2018/04/Starboard_Value_LP_Letter_to_NWL_Shareholders_04.11.2018.pdf

The time for real change is now – Starboard urges all shareholders to vote the **BLUE** proxy card today!

About Starboard Value LP

Starboard Value LP is a New York-based investment adviser with a focused and differentiated fundamental approach to investing primarily in publicly traded U.S. companies. Starboard invests in deeply undervalued companies and actively engages with management teams and boards of directors to identify and execute on opportunities to unlock value for the benefit of all shareholders.

Investor contacts:

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Gavin Molinelli, (212) 201-4828

www.starboardvalue.com

Okapi Partners

Bruce H. Goldfarb/Patrick McHugh

(212) 297-0720

Item 3: On April 11, 2018, Starboard launched a website to communicate with the Company's stockholders. The website address is www.transformingnewell.com. The following materials were posted by Starboard to www.transformingnewell.com:



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[SHAREHOLDER MATERIALS](#)

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Starboard Goes Definitive in Seeking to Elect 4 Highly Qualified Director Nominees to Newell's Board

Help Ensure the Right Change Is in Place at Newell to Enhance Value, Improve the Governance and Benefit ALL Shareholders

Starboard Mails Proxy Materials, BLUE Proxy Card and a Letter to Shareholders

[VIEW LETTER](#)

[VIEW PROXY STATEMENT](#)

Shareholder Nominees



Pauline J. Brown

Significant consumer brand management and strategy experience, including serving as the Chairman of North America at LVMH and Managing Director at The Carlyle Group

[VIEW BIO](#)



Gerardo (Gerry) I. Lopez

Over three decades of experience in consumer-focused industries, including as CEO of Extended Stay America, CEO of AMC Entertainment, and EVP of Starbucks

[VIEW BIO](#)



Bridget Ryan Berman

Substantial e-commerce and brand experience having helped oversee the strategies and operations of some of the leading brands in the world

[VIEW BIO](#)



Robert A. Steele

Extensive consumer executive management experience, including serving as Vice Chairman of Procter & Gamble's Global Health and Well-Being

[VIEW BIO](#)

How To Vote

If you wish to support our campaign, use the **BLUE** proxy card you have or will receive in the mail. You can vote using the card either by returning it physically or by voting online following instructions on the card. If you have any questions about how to vote, please contact Okapi Partners LLC, which is our proxy solicitor. They can be reached at info@okapipartners.com, (212) 297-0720 or toll-free at (877) 285-5990



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Proposed Nominees



Pauline J. Brown

Significant consumer brand management and strategy experience, including serving as the Chairman of North America at LVMH and Managing Director at The Carlyle Group

[VIEW BIO](#)



Gerardo (Gerry) I. Lopez

Over three decades of experience in consumer-focused industries, including as CFO of Extended Stay America



Over three decades of experience in consumer related industries, including as CEO of Entertainment City, Chairman,

CEO of AMC Entertainment, and EVP of Starbucks

[VIEW BIO](#)



Bridget Ryan Berman

Substantial e-commerce and brand experience having helped oversee the strategies and operations of some of the leading brands in the world

[VIEW BIO](#)



Robert A. Steele

Extensive consumer executive management experience, including serving as Vice Chairman of Procter & Gamble's Global Health and Well-Being

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Pauline J. Brown



Significant consumer brand management and strategy experience, including serving as the Chairman of North America at LVMH and Managing Director at The Carlyle Group

Ms. Brown has more than 25 years of experience in consumer brand management, strategy, and private equity.

From January 2013 through December 2015, she served as the Chairman of North America for the world's leading luxury goods company, LVMH Moët Hennessy Louis Vuitton, where she focused on strengthening the US performance for dozens of luxury brands.

Prior to working at LVMH, Ms. Brown was a Managing Director at the private equity firm The Carlyle Group, where she focused on buyouts in the consumer and retail sector.

Ms. Brown joined Carlyle from Avon Products, where she was the Senior Vice President of Corporate Strategy and Global Business Development, responsible for driving key components of a major turnaround plan and exploring and evaluating new business opportunities.

Ms. Brown spent more than eight years at The Estée Lauder Companies, as the Vice President of Corporate Strategy and New Business Development, in charge of all mergers, acquisitions and licensing deals.

Ms. Brown currently serves on the board of Del Frisco's Restaurant Group.

[BACK TO PROPOSED NOMINEES](#)

Gerardo I. Lopez



Over three decades of experience in consumer-focused industries, including as CEO of Extended Stay America, CEO of AMC Entertainment, and EVP of Starbucks

Mr. Lopez is an executive with over three decades of experience in consumer-focused industries.

He has served as President and CEO of Extended Stay America, CEO of AMC Entertainment, and Executive Vice President of Starbucks, and held a variety of executive management positions with PepsiCo and Procter & Gamble.

At Extended Stay America, the largest integrated owner/operator of company-branded hotels in North America, Mr. Lopez led the implementation of several infrastructure systems, completed the renovation of the company's entire portfolio of hotels and initiated a new strategic plan in 2016 which included selling non-strategic assets, launching a franchising program and building new company-owned assets.

Mr. Lopez has also served on the board of several consumer-focused companies including Brinker International and AMC Entertainment.

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Bridget Ryan Berman



Substantial e-commerce and brand experience having helped oversee the strategies and operations of some of the leading brands in the world

Ms. Ryan Berman is a seasoned brand and e-commerce executive with over 35 years of experience in retail, and as a senior level executive she has helped oversee the strategies and operations of some of the leading brands in the world.

She previously served as CEO of Victoria's Secret Direct, an online and catalogue division of Victoria's Secret, where she oversaw the company's digital properties, including consumer marketing and director-to-consumer businesses.

Ms. Ryan Berman was also the COO of Retail Stores for Apple, and spent twelve years at Polo Ralph Lauren as Group President of Global Retail, where she led the development and execution of retail strategies and operations for North America and Europe, including e-commerce.

Ms. Ryan Berman has also served on the board of several consumer-focused companies including J. Crew Group and Tanger Factory Outlet Centers.

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Robert A. Steele



Extensive consumer executive management experience, including serving as Vice Chairman of Procter & Gamble's Global Health and Well-Being

Mr. Steele has extensive consumer executive management experience, having held a variety of executive leadership positions during his 35 years at Procter & Gamble, including Vice Chairman of Global Health and Well-Being.

In his final position with Procter & Gamble as Vice Chairman of Global Health and Well-Being, Mr. Steele was responsible for oral care, feminine care, personal health care, pharmaceutical, pet care and snacks. This business segment accounted for nearly \$20 billion in sales.

In addition, Mr. Steele has served as a director of numerous consumer companies, including Kellogg Company, Beam Inc., and Keurig Green Mountain.

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Shareholder Materials

April 11, 2018

[Starboard Value Files Definitive Proxy Materials and Mails Letter to Newell Brands Inc. Shareholders](#)

March 9, 2018

[Starboard Value Delivers Letter to Newell Brands Inc. Shareholders Regarding Director Resignations](#)

March 5, 2018

[Starboard Value Delivers Letter to Newell Brands Inc. Shareholders](#)

February 12, 2018

[Starboard Value Delivers Nomination Letter to Newell Brands Inc. CEO and Board of Directors](#)

Contact

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How To Vote

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[HOW TO VOTE](#)

DISCLAIMER

The views expressed on this website represent the opinions of Starboard Value LP and certain of its affiliates (collectively, "Starboard"), which beneficially own shares of Newell Brands Inc. (the "Company") and are based on publicly available information with respect to the Company. Starboard recognizes that there may be confidential information in the possession of the Company that could lead it or others to disagree with Starboard's conclusions. Starboard reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to notify the market or any other party of any such changes. Starboard disclaims any obligation to update the information or opinions contained on this website.

Certain financial projections and statements made herein have been derived or obtained from filings made with the Securities and Exchange Commission ("SEC") or other regulatory authorities and from other third party reports. There is no assurance or guarantee with respect to the prices at which any securities of the Company will trade, and such securities may not trade at prices that may be implied herein. The estimates, projections and potential impact of the opportunities identified by Starboard herein are based on assumptions that Starboard believes to be reasonable as of the date of the materials on this website, but there can be no assurance or guarantee that actual results or performance of the Company will not differ, and such differences may be material.

The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. These materials do not recommend the purchase or sale of any security.

Although Starboard believes the statements made in this website are substantially accurate in all material respects and does not omit to state material facts necessary to make those statements not misleading, Starboard makes no representation or warranty, express or implied, as to the accuracy or completeness of those statements or any other written or oral communication it makes with respect to the Company and any other companies mentioned, and Starboard expressly disclaims any liability relating to those statements or communications (or any inaccuracies or omissions therein). Thus, stockholders and others should conduct their own independent investigation and analysis of those statements and communications and of the Company and any other companies to which those statements or communications may be relevant.

This website may contain links to articles and/or videos (collectively, "Media"). The view and opinions expressed in such Media are those of the author(s)/speaker(s) referenced or quoted in such Media and, unless specifically noted otherwise, do not necessarily represent the opinion of Starboard.

This website may be deemed to constitute solicitation material and is intended solely to inform stockholders so that they may make an informed decision regarding the proxy solicitation, as explained in greater detail below.

Cautionary Statement Regarding Forward-Looking Statements

The materials on this website contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words “anticipate,” “believe,” “expect,” “potential,” “opportunity,” “estimate,” “plan,” and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of Starboard. Although Starboard believes that the assumptions underlying the projected results or forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the projected results or forward-looking statements included herein will prove to be accurate. In light of the significant uncertainties inherent in the projected results and forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and strategic initiatives expressed or implied by such projected results and forward-looking statements will be achieved. Starboard will not undertake and specifically declines any obligation to disclose the results of any revisions that may be made to any projected results or forward-looking statements herein to reflect events or circumstances after the date of such projected results or statements or to reflect the occurrence of anticipated or unanticipated events.

Additional Information

Starboard Value LP, together with the other participants in its proxy solicitation (collectively, the “Participants”), have filed a definitive proxy statement and accompanying BLUE proxy card with the SEC to be used to solicit proxies in connection with the 2018 annual meeting of stockholders (the “Annual Meeting”) of the Company. Starboard strongly advises all stockholders of the Company to read the proxy statement and any other documents related to the solicitation of stockholders of the Company in connection with the Annual Meeting because they contain important information, including information relating to the Participants. These materials and other materials filed by Starboard with the SEC in connection with the solicitation of proxies are available at no charge on the SEC’s website at <http://www.sec.gov>. The definitive proxy statement and other relevant documents filed by Starboard with the SEC are also available, without charge, by directing a request to Starboard’s proxy solicitor, Okapi Partners LLC, at its toll-free number (888) 785-6617 or via email at newellinfo@okapipartners.com.