

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>POLK MICHAEL B</u><br><br>(Last) (First) (Middle)<br><u>C/O NEWELL BRANDS INC.</u><br><u>6655 PEACHTREE DUNWOODY ROAD</u><br><br>(Street)<br><u>ATLANTA GA 30328</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NEWELL BRANDS INC [ NWL ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><p style="text-align: center;"><b>CEO</b></p> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/31/2016</u>           |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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                    | 10/31/2016                           |  | P                              |   | 7,500   | A          | \$49.68 | 334,169 <sup>(1)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 19,257  | I  | By Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 96,500 <sup>(2)</sup>   | I  | Michael B. Polk May 2015 3-year GRAT                  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 68,090  | I  | Michael B. Polk December 2012 5-year GRAT             |
| Common Stock                    |                                      |  |                                |   |   |            |         | 58,342  | I  | Michael B. Polk December 2013 3-year GRAT             |
| Common Stock                    |                                      |  |                                |   |   |            |         | 92,500  | I  | Michael B. Polk August 2016 3-year GRAT               |
| Common Stock                    |                                      |  |                                |   |   |            |         | 92,500  | I  | Michael B. Polk August 2016 5-year GRAT               |
| Common Stock                    |                                      |  |                                |   |   |            |         | 92,500  | I  | Michael B. Polk August 2016 7-year GRAT               |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---|--|--|---|--|
| <b>Explanation of Responses:</b><br>1. In addition to the purchase of 7,500 shares, reflects the distribution of 28,500 shares of Common Stock to the Reporting Person from GRAT.<br>2. Reflects the distribution of 28,500 shares of Common Stock from this GRAT to the Reporting Person. |  |                                      |  |                                |   |  |  |   |  |  |   |  |
| <b>Remarks:</b>  |  |                                      |  |                                |   |  |  |   |  |  |   |  |
|  |  |                                      |  | V                              | (A)   | (D)  |  |   |  |  |   |  |

/s/ Michael R. Peterson,  
 Attorney in Fact for Michael B. Polk  
 11/01/2016

\*\* 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.**