
**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): November 9, 2018

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)

221 River Street
Hoboken, New Jersey 07030
(Address of principal executive offices including zip code)

(201) 610-6600
(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))

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 2.02. Results of Operations and Financial Condition.

On November 2, 2018, Newell Brands Inc. (the “Company”) issued a press release to report the Company’s earnings for the fiscal quarter ended September 30, 2018 (the “Third Quarter 2018 Earnings Release”). On November 7, 2018, subsequent to the issuance of the Third Quarter 2018 Earnings Release, the Company announced its entry into definitive agreements to sell its Pure Fishing and Jostens businesses (the “Divestitures”). Therefore, the impact of the final transaction structures of the Divestitures will be reported in the quarterly report on Form 10-Q for the third quarter of 2018 (the “Third Quarter 2018 Form 10-Q”). Additionally, the Company is presenting updates to some of the results reported in the Third Quarter Earnings Release to reflect revisions to the impairment charge related to the carrying value of discontinued operations and a revision of the classification of deferred income taxes from discontinued operations to continuing operations. These adjustments do not impact the Non-GAAP results, as presented in the Third Quarter 2018 Earnings Release as well as net cash provided by operating activities.

For ease of reference, the Company has included, in the attached Exhibit 99.1, a comparison of the results for three months and nine months ended September 30, 2018 presented in the Third Quarter 2018 Earnings Release and the revised results it expects to present in the Third Quarter 2018 Form 10-Q.

The information in this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<u>Illustrative (Unaudited) Condensed Consolidated Statements of Operations, Consolidated Balance Sheets and Consolidated Statements of Cash Flows.</u>

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: November 9, 2018

By: /s/ Ralph J. Nicoletti
Ralph J. Nicoletti
Executive Vice President, Chief Financial Officer

NEWELL BRANDS INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(Amounts in millions, except per share data)

	For the three months ended September 30, 2018			For the nine months ended September 30, 2018		
	Press Release	10Q	Change	Press Release	10Q	Change
Net sales	\$ 2,277.2	\$ 2,277.2	\$ —	\$ 6,290.3	\$ 6,290.3	\$ —
Cost of products sold	1,460.2	1,460.2	—	4,093.2	4,093.2	—
GROSS PROFIT	817.0	817.0	—	2,197.1	2,197.1	—
<i>% of sales</i>	35.9%	35.9%		34.9%	34.9%	
Selling, general and administrative expenses	575.7	575.7	—	1,815.6	1,815.6	—
	25.3%	25.3%		28.9%	28.9%	
Restructuring costs, net	11.4	11.4	—	62.5	62.5	—
Impairment of goodwill, intangibles and other assets	8,133.7	8,133.7	—	8,165.3	8,165.3	—
OPERATING LOSS	(7,903.8)	(7,903.8)	—	(7,846.3)	(7,846.3)	—
<i>% of sales</i>	(347.1)%	(347.1)%		(124.7)%	(124.7)%	
Nonoperating expenses:						
Interest expense, net	105.6	105.6	—	342.2	342.2	—
Loss on extinguishment of debt	—	—	—	—	—	—
Other (income) expense, net	3.9	3.9	—	(10.7)	(10.7)	—
	109.5	109.5	—	331.5	331.5	—
LOSS BEFORE INCOME TAXES	(8,013.3)	(8,013.3)	—	(8,177.8)	(8,177.8)	—
<i>% of sales</i>	(351.9)%	(351.9)%		(130.0)%	(130.0)%	
Income tax benefit	(1,218.0)	(1,218.0)	—	(1,251.4)	(1,251.4)	—
<i>Effective rate</i>	15.2%	15.2%		15.3%	15.3%	
LOSS FROM CONTINUING OPERATIONS	(6,795.3)	(6,795.3)	—	(6,926.4)	(6,926.4)	—
<i>% of sales</i>	(298.4)%	(298.4)%		(110.1)%	(110.1)%	
Loss from discontinued operations, net of tax	(317.1)	(515.7)	198.6	(1.0)	(199.6)	198.6
NET LOSS	\$ (7,112.4)	\$ (7,311.0)	\$ 198.6	\$ (6,927.4)	\$ (7,126.0)	\$ 198.6
<i>% of sales</i>	(312.3)%	(321.1)%		(110.1)%	(113.3)%	
Weighted average common shares outstanding:						
Basic	471.0	471.0		481.1	481.1	
Diluted	471.0	471.0		481.1	481.1	
Earnings (loss) per share:						
Basic:						
Income (loss) from continuing operations	\$ (14.43)	\$ (14.43)	\$ —	\$ (14.40)	\$ (14.40)	\$ —
Income (loss) from discontinued operations	(0.67)	(1.09)	0.42	—	(0.41)	0.41
NET LOSS	\$ (15.10)	\$ (15.52)	\$ 0.42	\$ (14.40)	\$ (14.81)	\$ 0.41
Diluted:						
Income (loss) from continuing operations	\$ (14.43)	\$ (14.43)	\$ —	\$ (14.40)	\$ (14.40)	\$ —
Income (loss) from discontinued operations	(0.67)	(1.09)	0.42	—	(0.41)	0.41
NET LOSS	\$ (15.10)	\$ (15.52)	\$ 0.42	\$ (14.40)	\$ (14.81)	\$ 0.41
Dividends per share	\$ 0.23	\$ 0.23		\$ 0.69	\$ 0.69	\$ —

NEWELL BRANDS INC.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(Amounts in millions)

	As of September 30, 2018		
	Press Release	10Q	Change
Assets			
Current assets			
Cash and cash equivalents	\$ 1,443.6	\$ 1,443.6	\$ —
Accounts receivable, net	2,015.4	2,015.4	—
Inventories, net	1,857.5	1,857.5	—
Prepaid expenses and other current assets	284.5	279.6	(4.9)
Current assets held for sale	6,718.2	6,612.4	(105.8)
Total current assets	12,319.2	12,208.5	(110.7)
Property, plant and equipment, net	916.9	916.9	—
Goodwill	2,973.6	2,973.6	—
Other intangible assets, net	5,771.4	5,771.4	—
Deferred income taxes	207.4	206.1	(1.3)
Other assets	321.6	321.6	—
TOTAL ASSETS	\$ 22,510.1	\$22,398.1	\$ (112.0)
Liabilities and stockholders' equity			
Current liabilities			
Accounts payable	\$ 1,172.0	\$ 1,172.0	\$ —
Accrued compensation	139.6	139.6	—
Other accrued liabilities	1,256.1	1,256.1	—
Short-term debt and current portion of long-term debt	316.3	316.3	—
Current liabilities held for sale	1,408.5	1,212.7	(195.8)
Total current liabilities	4,292.5	4,096.7	(195.8)
Long-term debt	9,296.8	9,296.8	—
Deferred income taxes	1,281.3	1,563.7	282.4
Other non-current liabilities	1,414.7	1,414.7	—
Total liabilities	\$ 16,285.3	\$16,371.9	\$ 86.6
Stockholders' equity			
Total stockholders' equity attributable to parent	6,191.9	5,993.3	(198.6)
Total stockholders' equity attributable to non-controlling interests	32.9	32.9	—
Total stockholders' equity	\$ 6,224.8	\$ 6,026.2	\$ (198.6)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 22,510.1	\$22,398.1	\$ (112.0)

NEWELL BRANDS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(Amounts in millions)

	For the nine months ended September 30, 2018		
	Press Release	10Q	Change
Operating Activities			
Net loss	\$ (6,927.4)	\$ (7,126.0)	\$ (198.6)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	337.6	337.6	—
Impairment of goodwill, intangibles and other assets	9,136.1	9,248.1	112.0
Gain from sale of businesses, net	(489.3)	(489.3)	—
Loss on extinguishment of debt	—	—	—
Deferred income taxes	(1,279.7)	(1,193.1)	86.6
Stock based compensation expense	57.9	57.9	—
Other, net	2.9	2.9	—
Changes in operating accounts excluding the effects of acquisitions and divestitures:			
Accounts receivable	(122.4)	(122.4)	—
Inventories	(262.3)	(262.3)	—
Accounts payable	(61.4)	(61.4)	—
Accrued liabilities and other	(210.4)	(210.4)	—
Net cash provided by (used in) operating activities	\$ 181.6	\$ 181.6	\$ —
Investing Activities			
Proceeds from sale of divested businesses	2,774.6	2,774.6	—
Acquisitions and acquisition-related activities	—	—	—
Capital expenditures	(273.7)	(273.7)	—
Other investing activities	58.4	58.4	—
Net cash provided by (used in) investing activities	\$ 2,559.3	\$ 2,559.3	\$ —
Financing Activities			
Net short term borrowings	(903.9)	(903.9)	—
Payments on long-term debt	(2.0)	(2.0)	—
Repurchase and retirement of shares of common stock	(511.1)	(511.1)	—
Cash dividends	(332.3)	(332.3)	—
Payments to dissenting shareholders	—	—	—
Option proceeds net of repurchase of restricted shares for vesting and other, net	(18.7)	(18.7)	—
Net cash used in financing activities	\$ (1,768.0)	\$ (1,768.0)	\$ —
Exchange rate effect on cash and cash equivalents	(15.0)	(15.0)	—
Increase (decrease) in cash and cash equivalents	957.9	957.9	—
Cash and cash equivalents at beginning of period	485.7	485.7	—
Cash and cash equivalents at end of period	\$ 1,443.6	\$ 1,443.6	\$ —