

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Hurd Laurel</u>  (Last) (First) (Middle) C/O NEWELL BRANDS INC. 6655 PEACHTREE DUNWOODY ROAD  (Street) ATLANTA GA 30328  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL BRANDS INC. [ NWL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres., Learning &amp; Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2021</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	02/16/2021		M		6,863	A	\$0	44,650.3063 <sup>(1)(2)</sup>	D	
Common Stock	02/16/2021		F		2,177	D	\$24.19 <sup>(3)</sup>	42,473.3063 <sup>(2)</sup>	D	

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

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(4)	02/16/2021		M		6,863		(5)	(6)	Common Stock	6,863	\$0	0	D	
Restricted Stock Units	(7)	02/16/2021		A		10,041		02/16/2024 <sup>(8)</sup>	(6)	Common Stock	10,041	\$0	10,041	D	
Stock Option (Right to Buy)	\$23.79	02/16/2021		A		75,308		(9)	02/16/2031	Common Stock	75,308	\$0	75,308	D	

**Explanation of Responses:**

- This total includes a total of 483,3063 shares acquired by the Reporting Person in exempt transactions through dividend reinvestment features of the Reporting Person's brokerage accounts, including 62,187 shares acquired through a joint account with the Reporting Person's spouse.
- 4,062,187 shares of this total are shares jointly owned with the Reporting Person's spouse.
- Withholding of shares to cover taxes on the vesting was calculated based on the Company's closing stock price on Friday, February 12, 2021.
- Restricted stock units convert into shares of the Company's common stock on a one-for-one basis.
- Represents the vesting of the third and final tranche of restricted stock units granted to the Reporting Person on February 14, 2018. The grant vested ratably in one-third increments on the first, second and third anniversaries of the award date, pursuant to the terms of the grant agreement.
- N/A
- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- The entire award will vest on the third anniversary of the grant date, subject to the reporting person's continuous employment with the Company. The terms of the grant agreement between the reporting person and the Company also provide for full and/or partial vesting of the award in the event of the reporting person's death, disability or retirement during the vesting period.
- The option vests ratably in one-third increments on the first, second and third anniversaries of the grant date.

**Remarks:**

/s/ Raj Dave, Attorney-in-fact 02/18/2021  
for Laurel Hurd

\*\* 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.