

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>MATHER COURTNEY</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2020	

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			

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
Deferred Compensation Phantom Stock <sup>(1)(2)(3)</sup>	(4)	05/01/2020		A		2,646.5798		(5)	(6)	Common Stock	2,646.5798	\$0	2,646.5798	D	
Deferred Compensation Phantom Stock <sup>(1)(2)(3)(7)</sup>	(4)							(5)	(6)	Common Stock	1,641.7433		1,641.7433 <sup>(8)</sup>	D	
Deferred Compensation Phantom Stock <sup>(1)(2)(3)(9)</sup>	(4)							(5)	(6)	Common Stock	2,399.1228		2,399.1228 <sup>(10)</sup>	D	
Deferred Compensation Phantom Stock <sup>(1)(2)(3)(11)</sup>	(4)							(5)	(6)	Common Stock	2,523.4438		2,523.4438 <sup>(12)</sup>	D	
Deferred Compensation Phantom Stock <sup>(1)(2)(3)(13)</sup>	(4)							(5)	(6)	Common Stock	1,624.8932		1,624.8932 <sup>(14)</sup>	D	
Deferred Compensation Phantom Stock <sup>(1)(2)(3)(15)</sup>	(4)							(5)	(6)	Common Stock	1,678.1723		1,678.1723 <sup>(16)</sup>	D	
Deferred RSU phantom stock <sup>(17)</sup>	(18)							(18)	(6)	Common Stock	6,802.8565		6,802.8565 <sup>(19)</sup>	D	

Explanation of Responses:

- Pursuant to the 2008 Deferred Compensation Plan, as amended (the "DCP"), non-employee directors who earn quarterly cash retainer fees for their services on the Company's Board may elect to defer receipt of their quarterly cash fees until after the end of the director's service on the Board, and to direct the investment of the deferred cash into phantom stock units which track the performance of the Company's Common Stock for the duration of the deferral period. The number of phantom stock units so acquired is calculated by dividing the deferred cash retainer amount by the closing price for the Company's Common Stock on the date the cash retainer is payable. Each unit is the economic equivalent of one share of Common Stock of the Company.
- Dividends payable on the Company's Common Stock also accrue with respect to phantom stock units, and phantom stock units are subject to dividend reinvestment during the deferral period.
- The aggregate value of the phantom stock units, including any additional phantom stock units acquired through dividend reinvestment during the deferral period, will be paid out in cash to the reporting person after the end of his service on the Board. At such time, the cash value of all of the phantom stock units will be calculated based on the closing price for the Company's Common Stock on the payment date, in accordance with the DCP and the reporting person's elections for his director compensation for the year in which the units were earned, which elections are on file with the Company.
- At the end of the deferral period, the cash value of the phantom stock units will be calculated based on the closing price for the Company's Common Stock on the payment date, in accordance with the DCP and the reporting person's elections for his director compensation for the year in which the units were earned, which elections are on file with the Company.
- The reporting person has elected to defer settlement of the cash value of the phantom stock units until after the end of his service on the Board of the Company, pursuant to the terms of the DCP.
- N/A
- These phantom stock units represent the reporting person's first quarter 2019 director fees issued to the reporting person on February 1, 2019, based on the Company's closing price per share on that date.
- The reported total includes 28.6278 additional phantom stock units acquired by the reporting person since the date of his last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.
- These phantom stock units represent the reporting person's second quarter 2019 director fees issued to the reporting person on May 1, 2019, based on the Company's closing price per share on that date.
- The reported total includes 41.8346 additional phantom stock units acquired by the reporting person since the date of his last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.
- These phantom stock units represent the reporting person's third quarter 2019 director fees issued to the reporting person on August 1, 2019, based on the Company's closing price per share on that date.
- The reported total includes 44.0024 additional phantom stock units acquired by the reporting person since the date of his last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.
- These phantom stock units represent the reporting person's fourth quarter 2019 director fees issued to the reporting person on November 1, 2019, based on the Company's closing price per share on that date.
- The reported total includes 28.3340 additional phantom stock units acquired by the reporting person since the date of his last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.
- These phantom stock units represent the reporting person's first quarter 2020 director fees issued to the reporting person on February 3, 2020, based on the Company's closing price per share on that date.
- The reported total includes 29.2631 additional phantom stock units acquired by the reporting person since the date of his last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock

units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.

17. Represents a vested award of 6,422 restricted stock units ("RSUs") first granted on May 15, 2018, pursuant to the Newell Rubbermaid Inc. 2013 Incentive Plan. The reporting person elected to defer settlement on the scheduled vesting date and the RSUs instead converted to an equal number of phantom stock units, in accordance with the DCP. The 6,422 phantom stock units will settle on a one for one basis for shares of the Company's Common Stock after the end of the reporting person's service on the Company's Board.

18. The reporting person's 6,422 phantom stock units will convert to shares of the Company's Common Stock on a one for one basis after the end of the reporting person's service on the Company's Board, in accordance with the DCP.

19. The reported total includes 118,6240 additional phantom stock units acquired by the reporting person since the date of his last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.

**Remarks:**

/s/ Raj Dave, attorney-in-fact for 05/05/2020  
Courtney Mather

\*\* 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.

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