FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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

(Last) (First) (Middle) (Street) (Street) (Street) (ATLANTA GA 30328 (City) (State) (Zip) (Street) (Month/Day/Year) (Street) (ATLANTA GA 30328 (Month/Day/Year)	Name and Address of Reporting Person*     ICAHN BRETT						2. Issuer Name and Ticker or Trading Symbol NEWELL BRANDS INC. [ NWL ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner						
(Street) ATLANTA GA 30328  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Code (Name of Code (Instr. 3) (Instr. 4) (In	C/O NEV	C/O NEWELL BRANDS INC.														Officer (give title Other (specify below) below)					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/	6655 PEACHTREE DUNWOODY ROAD						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) Price of Derivative Securities Acquired (A) or Date (Month/Day/Year) (Month/Day/Year) Price of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year) (Month/Day/Year) Price of Derivative Security (Instr. 3)  3. Transaction (S) (Instr. 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Securities Securities Acquired (D) or Indirect (D) (Instr. 4)  5. Amount of Securities Securities Securities Acquired (D) or Indirect (D) (Instr. 4)  7. Namount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  8. Price of Derivative Securities Se															Form filed by More than One Reporting						
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  6. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  6. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  6. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  6. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  6. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  6. Amount of Di	(City)	(St	ate) (2	Zip)																	
Date (Month/Day/Year)   Execution Date, fany (Month/Day/Year)   Fany (Month/	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Common Stock    Common Stock   O5/03/2021   A   1,034(1)(2)   A   \$0   1,155,926   D	Date				Year)	Execution Date (ear) if any			Transa Code	action	Disposed Of (D) (Instr. 3, 4 a			nd Securities Beneficially Owned Following		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership			
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 (Instr. 3)  8. Price of Derivative Securities Acquired (Month/Day/Year)  9. Number of Expercise (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  9. Number of Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Securities Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Securities Securities Security (Instr. 5)  1. Title of Derivative Securities Acquired (Month/Day/Year)  1. Title of Derivative Securities Securities Securities Securities Securities Underlying Derivative Securities Securities Security (Instr. 5)  1. Title of Derivative Securities Securi									Code V		Amount	(A) or (D)	Price	Transaction(s)				(Instr. 4)			
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)  1. Title of Derivative Security (Security Security	Common Stock 05/03/202					21				A	Ш	1,034(1)(2)	A	\$0	1,155	1,155,926		D			
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Number	Derivative Security	Conversion or Exercise Price of Derivative	Date	Exec if any	cution Date,	Transa Code (	ransaction of Derivat Securit Acquir (A) or Dispos of (D) (Instr. 5			Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	Derivative Security Security Instr. 5) Benefic Owned Followin Reporte Transac		Owners Form: Direct ( or Indir	D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

## **Explanation of Responses:**

- 1. Granted in accordance with the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended.
- 2. These shares represent the second quarter 2021 director fees paid in Common Stock based on the Company's closing price per share on May 3, 2021, of \$27.78.

## Remarks:

Brett Icahn may be deemed to be a member of a "group" (within the meaning of Section 13(d)(3) of the Act) with Carl Icahn and certain of Carl Icahn's controlled entities. Brett Icahn does not have any pecuniary interest in any shares beneficially owned by Carl Icahn, and Brett Icahn disclaims beneficial ownership of such shares.

> /s/ Raj Dave, attorney-in-fact for Brett Icahn

05/05/2021

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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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