

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Turner Bradford R</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>Chief Legal &amp; Admin Off &amp; C.S.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2021</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	05/14/2021		M		8,859 <sup>(1)</sup>	A	\$0	89,028	D	
Common Stock	05/14/2021		F		3,996	D	\$0 <sup>(2)</sup>	85,032	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
Restricted Stock Units	(3)	05/14/2021		M		8,859	05/14/2021 <sup>(4)</sup>	<sup>(5)</sup>	Common Stock	8,859	\$0	0	D	

**Explanation of Responses:**

- Represents the vesting of the third and final tranche of the total number of restricted stock units granted on May 15, 2018 pursuant to a performance-based grant, as described in footnote 4, below.
- Withholding of shares to cover taxes on the vesting was calculated based on the closing stock price for the Company's common stock on the transaction date.
- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- Represents the vesting of the third and final tranche of a performance-based restricted stock unit award granted on May 15, 2018. By its terms, the award vested ratably in one-third increments on the first, second and third anniversaries of the award date provided that: (i) the reporting person remained continuously employed by the Company; and (ii) certain performance criteria related to cost savings and completion of previously announced divestiture programs were satisfied. Unexpired portions of the award were subject to earlier vesting without regard to achievement of the performance criteria in the event of death or disability. Unexpired portions of the award were subject to vesting pro rata, based on time in service, and without regard to achievement of the performance criteria, in the event of retirement.
- If the relevant performance criteria were not met, each tranche would have expired on the applicable anniversary date.

**Remarks:**

/s/ Raj Dave, Attorney-in-Fact 05/18/2021  
for Bradford R. Turner

\*\* 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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