

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>MATHER COURTNEY</u> (Last) (First) (Middle) <u>C/O NEWELL BRANDS INC.</u> <u>6655 PEACHTREE DUNWOODY ROAD</u> (Street) <u>ATLANTA GA 30328</u> (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) <u>02/01/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	Amount or Number of Shares				
Deferred Compensation Phantom Stock ⁽¹⁾⁽²⁾⁽³⁾	(4)	02/01/2019		A		1,527.2556		(5)	(6)	Common Stock	1,527.2556	\$21.28 ⁽⁷⁾	1,613.1155 ⁽⁸⁾	D	
Deferred Compensation Phantom Stock ⁽¹⁾⁽²⁾⁽³⁾	(4)	05/01/2019		A		2,264.8084		(5)	(6)	Common Stock	2,264.8084	\$14.35 ⁽⁷⁾	2,357.2882 ⁽⁹⁾	D	
Deferred Compensation Phantom Stock ⁽¹⁾⁽²⁾⁽³⁾	(4)	08/01/2019		A		2,419.9553		(5)	(6)	Common Stock	2,419.9553	\$13.43 ⁽⁷⁾	2,479.4413 ⁽¹⁰⁾	D	
Deferred Compensation Phantom Stock ⁽¹⁾⁽²⁾⁽³⁾	(4)	11/01/2019		A		1,577.6699		(5)	(6)	Common Stock	1,577.6699	\$20.6 ⁽⁷⁾	1,596.5592 ⁽¹¹⁾	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.
- 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 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 2019 Director compensation which 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 2019 Director compensation which 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
- The reporting person's acquisition price for each phantom stock unit is equal to the closing price of one share of the Company's Common Stock on the Transaction Date.
- The reported total includes 85,859 phantom stock units accrued pursuant to a dividend reinvestment feature of the DCP during the period February 1, 2019, through December 13, 2019, in transactions exempt from Section 16 pursuant to Rule 16a-11. Dividend reinvestment accruals were calculated based on the Company's closing stock price on each of the following dates on which a dividend was paid to holders of the Company's Common Stock: March 15, 2019, June 14, 2019, September 13, 2019, and December 13, 2019.
- The reported total includes 92,479 phantom stock units accrued pursuant to a dividend reinvestment feature of the DCP during the period May 1, 2019, through December 13, 2019, in transactions exempt from Section 16 pursuant to Rule 16a-11. Dividend reinvestment accruals were calculated based on the Company's closing stock price on each of the following dates on which a dividend was paid to holders of the Company's Common Stock: June 14, 2019, September 13, 2019, and December 13, 2019.
- The reported total includes 59,486 phantom stock units accrued pursuant to a dividend reinvestment feature of the DCP during the period August 1, 2019, through December 13, 2019, in transactions exempt from Section 16 pursuant to Rule 16a-11. Dividend reinvestment accruals were calculated based on the Company's closing stock price on each of the following dates on which a dividend was paid to holders of the Company's Common Stock: September 13, 2019, and December 13, 2019.
- The reported total includes 18,893 phantom stock units accrued pursuant to a dividend reinvestment feature of the DCP during the period November 1, 2019, through December 13, 2019, in a transaction exempt from Section 16 pursuant to Rule 16a-11. The Dividend reinvestment accrual was calculated based on the Company's closing stock price on December 13, 2019, the date on which a dividend was paid to holders of the Company's Common Stock.

Remarks:

The reporting person disclaims beneficial ownership of all of the securities described in Table II, and the reporting herein of such securities shall not be construed as an admission by the reporting person of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

/s/ Raj Dave, attorney-in-fact for Courtney Mather 01/29/2020

** 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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