

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

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

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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person * <u>Saligram Ravichandra Krishnamurty</u> (Last) (First) (Middle) C/O NEWELL BRANDS INC. 221 RIVER STREET (Street) HOBOKEN NJ 07030 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/02/2019 | |
| 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 | | | |

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 |
| Options (Right to Buy) | \$17.79 | 10/02/2019 | | A | | 1,333,333 | | (1) | (2) | Common Stock | 1,333,333 | \$0 | 1,333,333 | D | |

Explanation of Responses:

- The Reporting Person will become eligible for vesting of the entire option award when the Company's closing stock price (as reported on the Nasdaq Stock Exchange) for any 30 continuous calendar day period between the 18 calendar month and third anniversary of the grant date exceeds 125% of the closing stock price of the Company's common stock on July 29, 2019 (the "Performance Criteria"). Upon the Performance Criteria being met, the options shall vest and become exercisable in 3 equal installments on the 18 month, second and third anniversaries of the Reporting Person's grant date. If the Performance Criteria have not been satisfied as of any of the aforementioned vesting dates, then vesting for the portion of the option otherwise scheduled to vest on such vesting date will occur on the fifth business day following the date on which the Performance Criteria are satisfied.
- Options expire on the tenth anniversary of the grant date. If the reporting person's employment with the Company terminates due to death, disability or retirement, then the options shall continue to vest as stated above, subject to the Performance Criteria, and shall instead expire on the third anniversary of the later of the reporting person's: (i) termination of employment or (ii) applicable vesting date, provided that any such date shall occur prior to the tenth anniversary of the grant date.

Remarks:

/s/ Raj Dave, Attorney in Fact 10/04/2019
for Ravichandra K. Saligram
 ** 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.