

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) <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>05/11/2020</u>	

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 RSU phantom stock ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	(5)	05/11/2020		A		12,053		(6)(7)	(8)	Common Stock	12,053	\$0 ⁽⁷⁾	12,053	D	

Explanation of Responses:

- On the transaction date (the "RSU Grant Date"), the reporting person received an award of 12,053 restricted stock units ("RSUs"), which, pursuant to his grant agreement with the Company, is scheduled to vest on the earlier of: (i) the first anniversary of the date of the RSU Grant Date; or (ii) the date immediately preceding the date of the Company's 2021 annual meeting of its stockholders (as applicable, the "RSU Vesting Date"), provided he remains in continuous service on the Board until such date. Pursuant to the grant agreement, the award may vest as common stock of the Company, on a one-for-one basis, earlier than the RSU Vesting Date in the event of the death, disability or retirement of the reporting person.
- Pursuant to the Company's 2008 Deferred Compensation Plan, as amended (the "DCP"), the reporting person elected to defer vesting of the RSUs as shares until the end of his service on the Company's Board. As a result, on the RSU Vesting Date, the reporting person will receive, in lieu of shares: (i) 12,053 phantom stock units and (ii) cash equal to the value of dividends paid on 12,053 shares of the Company's Common Stock between the RSU Grant Date and the RSU Vesting Date.
- The phantom stock units received on the RSU Vesting Date will be settled after the end of the reporting person's service on the Board of the Company on a one-for-one basis for shares of the Company's Common Stock.
- During the deferral period, additional phantom stock units will continue to accrue pursuant to a dividend reinvestment feature of the DCP. At the end of the deferral period, the reporting person will also have the right to receive the cash equivalent of the additional phantom stock units accrued.
- Before the RSU Vesting Date, each RSU represents a contingent right to receive one phantom stock unit. On and after the RSU Vesting Date, each phantom stock unit will represent the right to receive one share of Common Stock of the Company at the end of the deferral period.
- The RSUs will be exchanged for an equal number of phantom stock units on the RSU Vesting Date.
- The 12,053 phantom stock units acquired on the RSU Vesting Date will be settled 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 Board. On the settlement date, all additional phantom stock units acquired during the deferral period through reinvested dividends will also be payable to the reporting person in cash. The cash value will be calculated based on the closing stock price for the Company's Common Stock on the settlement date.
- N/A

Remarks:

/s/ Raj Dave, attorney-in-fact for Courtney Mather 05/13/2020

** 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.

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.