
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 8, 2025 (May 8, 2025)

NEWELL BRANDS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-9608
(Commission
File Number)

36-3514169
(IRS Employer
Identification Number)

5 Concourse Parkway NE, 8th Floor
Atlanta, GA 30328
(Address of principal executive offices including zip code)

(770) 418-7000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS	TRADING SYMBOL	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common stock, \$1 par value per share	NWL	Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01.**Other Events.**

On May 8, 2025, Newell Brands Inc. (the “Company”) announced that it launched and priced a private offering of \$1.25 billion aggregate principal amount of 8.50% senior unsecured notes due 2028 (the “Notes”) in an offering exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The offering of the Notes (the “Offering”) is expected to close on May 22, 2025, subject to customary closing conditions. Copies of the press releases announcing the offering and pricing of the Notes are attached hereto as Exhibit 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

The Company intends to use the net proceeds from the sale of the Notes in this Offering, along with cash on hand, to redeem in full its outstanding 4.20% senior notes due 2026 (the “2026 Notes”) and pay related fees and expenses in connection with this Offering and the redemption. The redemption will be conditioned on the consummation of the Offering or an alternative debt financing in an aggregate principal amount of at least \$1.25 billion on terms and conditions acceptable to the Company in its sole and absolute discretion. Neither this Current Report on Form 8-K nor anything contained herein shall constitute a notice of redemption or an offer to redeem or purchase any of the outstanding 2026 Notes.

This Current Report on Form 8-K shall not constitute an offer to sell, or a solicitation of an offer to buy, the Notes. The Notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. The offer and sale of the Notes will not be and have not been registered under the Securities Act or the securities laws of any state or other jurisdiction and may not be offered or sold absent registration or an applicable exemption from the registration requirements under the Securities Act and any applicable securities laws of any state or other jurisdiction.

Item 9.01.**Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated May 8, 2025 announcing the offering of the Notes
99.2	Press Release dated May 8, 2025 announcing the upsizing and pricing of the Notes
104	Cover Page Interactive Data File (formatted as inline XBRL and embedded within the document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWELL BRANDS INC.

Dated: May 8, 2025

By: /s/ Bradford R. Turner

Bradford R. Turner

Chief Legal and Administrative Officer and Corporate Secretary



Newell Brands Announces Offering of \$1 Billion of Senior Notes

May 8, 2025

ATLANTA--(BUSINESS WIRE)—May 8, 2025-- Newell Brands (NASDAQ: NWL) today announced that it is planning to offer \$1 billion aggregate principal amount of senior unsecured notes due 2028 (the "Notes") in a private offering (the "Offering") that is exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). The Offering is subject to market and other conditions and there is no assurance that the Offering will be completed or, if completed, the terms on which it will be completed.

Newell Brands intends to use the net proceeds from the sale of the Notes in this Offering, along with cash on hand, to redeem \$1 billion aggregate principal amount of its outstanding 4.200% senior notes due 2026 (the "2026 Notes") and pay related fees and expenses in connection with the Offering and the redemption. Neither this press release nor anything contained herein shall constitute a notice of redemption or an offer to redeem or purchase any of the outstanding 2026 Notes.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities. The Notes are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

About Newell Brands

Newell Brands (NASDAQ: NWL) is a leading global consumer goods company with a strong portfolio of well-known brands, including Rubbermaid, Sharpie, Graco, Coleman, Rubbermaid Commercial Products, Yankee Candle, Paper Mate, FoodSaver, Dymo, EXPO, Elmer's, Oster, NUK, Spontex and Campingaz. Newell Brands is focused on delighting consumers by lighting up everyday moments.

Forward-Looking Statements

Some of the statements in this press release, particularly those relating to the Offering and the use of proceeds therefrom are forward-looking statements within the meaning of the Federal securities laws. Actual results could differ materially from expectations expressed or implied in the forward-looking statements if one or more of the underlying assumptions or expectations prove to be inaccurate or are unrealized. Important factors that could cause actual results to differ materially from such expectations are and will be detailed in the company's filings with the Securities and Exchange Commission, including but not limited to its Annual Report on Form 10-K for the year ended December 31, 2024 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20250508568330/en/>

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Source: Newell Brands



Newell Brands Announces Upsizing and Pricing of \$1.25 Billion 8.50% Senior Notes due 2028

May 8, 2025

ATLANTA--(BUSINESS WIRE)--May 8, 2025 -- Newell Brands (NASDAQ: NWL) today announced the upsizing and pricing of \$1.25 billion aggregate principal amount of 8.50% senior unsecured notes due 2028 (the "Notes") in an offering (the "Offering") that is exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). The offering of the Notes is expected to close on May 22, 2025, subject to customary closing conditions.

Newell Brands intends to use the net proceeds from the sale of the Notes in this Offering, along with cash on hand, to redeem in full its outstanding 4.200% senior notes due 2026 (the "2026 Notes") and pay related fees and expenses in connection with the Offering and the redemption. Neither this press release nor anything contained herein shall constitute a notice of redemption or an offer to redeem or purchase any of the outstanding 2026 Notes.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities. The Notes are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

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View source version on businesswire.com: <https://www.businesswire.com/news/home/20250508568330/en/Newell-Brands-Announces-Offering-of-%241-Billion-of-Senior-Notes>

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Source: Newell Brands
