

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): October 7, 2015

NEWELL RUBBERMAID 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 No.)

Three Glenlake Parkway  
Atlanta, Georgia  
(Address of Principal Executive Offices)

30328  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (770) 418-7000

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))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On October 8, 2015, Mark S. Tarchetti informed Newell Rubbermaid Inc. (the "Company") that he intends to resign from his position as the Company's Executive Vice President and Chief Development Officer, effective as of the end of 2015. Mr. Tarchetti is expected to continue his employment in a special projects role for a portion of 2016 to assist with the transition of his responsibilities.

On October 7, 2015, William A. Burke, III entered into a retirement agreement pursuant to which he will resign his position as the Company's Executive Vice President and Chief Operating Officer, effective as of the end of 2015.

(c) In connection with Mr. Burke's departure, Joseph A. Arcuri, 51, currently serving as the President of the Company's Home Solutions business segment, will be appointed Executive Vice President and Chief Commercial Officer, and will serve as the Company's principal operating officer. Mr. Arcuri's appointment will be effective January 1, 2016. Mr. Burke is expected to continue his employment in a special projects role for a portion of 2016 to assist with Mr. Arcuri's transition.

Mr. Arcuri has served as President of the Company's Home Solutions business segment since joining the Company in December 2014. Prior to joining the Company, from 1990 to 2014 he served in a number of management roles at The Procter & Gamble Company, most recently as Vice President, General Manager - North America Beauty from 2007 to 2014.

A copy of the news release announcing the above personnel changes is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Effective January 1, 2016, Mr. Arcuri will receive a base salary of \$625,000 per year and will continue to participate in the following compensation programs:

(i) the Company's Management Cash Bonus Plan (the "Bonus Plan") with a target payout equal to 85% of his base salary, with any payout under the Bonus Plan ranging between 0% and 200% of the target payout, based on the extent to which applicable performance criteria are met;

(ii) the Company's Long Term Incentive Plan pursuant to which the Company makes awards of a mix of time-based and performance-based restricted stock units ("RSUs") in February of each year, with a target award value of 225% of his base salary;

(iii) the Company's 2008 Deferred Compensation Plan; and

(iv) other benefit plans provided to Company employees generally, including the Total Retirement Savings Program, pursuant to which Mr. Arcuri will receive an annual Company contribution to his 401(k) Savings Plan account equal to 4% of his eligible earnings.

He will also receive a one-time bonus of \$100,000, which is subject to repayment on a pro-rata basis should he voluntarily terminate employment for any reason prior to September 1, 2016. In addition, until September 2016, the Company will reimburse Mr. Arcuri for reasonable commuting expenses relating to travel between his primary residence and the Company's corporate headquarters. He will also receive relocation benefits associated with moving his primary residence to Atlanta, Georgia in 2016.

(e) In connection with Mr. Burke's departure, he entered into a Retirement Agreement and General Release (the "Retirement Agreement") with the Company on October 7, 2015. Under the terms of the Retirement Agreement, Mr. Burke will be entitled to, among other things, the following:

(i) base salary continuation for fifty-two (52) weeks after his retirement date (April 30, 2016) pursuant to the Newell Rubbermaid Inc. Severance Plan, or until Mr. Burke finds alternative employment, whichever comes first;

(ii) continued coverage under the Company's health and dental programs until January 30, 2017, at active employee rates; and

(iii) retention of 1,700 time-based RSUs which are scheduled to vest in May 2016, with any other equity awards remaining subject to the retirement provisions set forth in the applicable award agreements, which provide that he will be eligible to receive a prorated portion of any such award on the original vesting date (and subject to the satisfaction of any applicable performance conditions) based on the number of full months served over the three-year vesting period.

In exchange for these benefits, Mr. Burke has agreed to a customary non-compete covenant and a general release of claims. He also remains subject to existing non-solicitation obligations. In the event Mr. Burke breaches his obligations under the Retirement Agreement, the Company is entitled to stop his salary continuation payments, recover salary continuation and other payments already paid to him and obtain all other relief provided by law or equity.

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

99.1 Press Release, dated October 9, 2015, issued by Newell Rubbermaid Inc.



EXHIBIT INDEX

Exhibit  
No.

Description

Press Release, dated October 9, 2015, issued by Newell Rubbermaid Inc.

99.1

## Newell Rubbermaid Announces Leadership Team Change

**ATLANTA, Oct 9, 2015** -- Newell Rubbermaid (NYSE:NWL) announced today changes to its leadership team as the company continues to drive the Growth Game Plan into action. Effective January 1, 2016, Joe Arcuri, currently President, Home Solutions, will take on the newly created role of Chief Commercial Officer, and Richard Davies, currently Chief Marketing and Insights Officer, will expand his responsibilities to assume the role of Chief Development Officer. Both Arcuri and Davies will report to Newell Rubbermaid President and Chief Executive Officer Michael Polk.

Concurrent with these changes, Chief Operating Officer Bill Burke has announced his intention to pursue leadership opportunities outside the company and Chief Development Officer Mark Tarchetti has announced his desire to pursue alternative interests. Both leaders will continue in their current roles through the end of 2015. Bill will transition out of the company in the first half of 2016.

"2015 has been a watershed year for our company," said Polk. "We have realized strong performance as promised in the Growth Game Plan and have taken a series of steps to strengthen our portfolio including this past week's announcement regarding our intention to acquire Elmer's Products, Inc. Importantly, as we increase our brand and innovation activity and investment, we are seeing our consumers and customers reward us with higher growth and market share gains. Simultaneously we are driving margin and earnings improvement. So, we make these leadership changes in our top team from a position of strength."

"On behalf of the Board of Directors and the entire company, I want to thank Bill and Mark for their significant contributions to Newell Rubbermaid's transformation. Bill has been a high-impact, committed and passionate leader, helping enable the change we have driven and consistently delivering the commercial outcomes we needed as Chief Operating Officer. Mark has been a key architect of the Growth Game Plan and has worked tirelessly over the past four years to transform the company's consumer insights, design, ecommerce, marketing and brand building capabilities into competitive advantages. Both Bill and Mark have been instrumental to the success of the Growth Game Plan and we wish them all the best as they pursue their future interests."

As Chief Commercial Officer, Arcuri will leverage three decades of consumer products experience to sustain the company's building growth momentum, drive the deployment of the portfolio into new geographies, and continue to strengthen and develop the company's margins. He will be responsible for the global commercial operations of the company and the Segment Presidents, Chief Customer Development Officer, and e-commerce lead will report to him. Arcuri most recently served as President of the Home Solutions Segment and brings nearly 30 years of global product development, marketing, and general management leadership experience from his previous roles at Procter & Gamble.

As Chief Development Officer, Davies will be responsible for consumer and shopper insights, brand-building and marketing, innovation development and delivery and ensuring superior design and product experience for Newell Rubbermaid's consumers. Davies joined Newell Rubbermaid in late 2012 as Chief Marketing and Insights Officer. With a wealth of global experience developed over thirty years, Davies has a proven track record of creating global brands, building great advertising and marketing, and delivering breakthrough innovations to the consumer for Newell Rubbermaid and Unilever.

"These leadership appointments reflect the bench strength of our senior management team," Polk continued. "Our new executive leadership team collectively brings a wealth of strategic insights, leadership abilities and decades of global brand-building and commercial experience. There is tremendous opportunity ahead and we are well on our way to making Newell Rubbermaid a larger, faster growing, more profitable, more global company."


















**About Newell Rubbermaid**

Newell Rubbermaid Inc., an S&P 500 company, is a global marketer of consumer and commercial products with 2014 sales of \$5.7 billion and a strong portfolio of leading brands, including Sharpie®, Paper Mate®, Rubbermaid Commercial Products®, Irwin®, Lenox®, Parker®, Waterman®, Contigo®, Rubbermaid®, Levolor®, Calphalon®, Goody®, Graco®, Aprica®, Baby Jogger® and Dymo®. As part of the company's Growth Game Plan, Newell Rubbermaid is making sharper portfolio choices and investing in new marketing and innovation to accelerate performance.

This press release and additional information about Newell Rubbermaid are available on the company's Web site, [www.newellrubbermaid.com](http://www.newellrubbermaid.com).

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