

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

**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*<br><u>Sesplankis Jeffrey M</u><br><br>(Last) (First) (Middle)<br><u>C/O NEWELL BRANDS INC.</u><br><u>6655 PEACHTREE DUNWOODY ROAD</u><br><br>(Street)<br><u>ATLANTA GA 30328</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NEWELL BRANDS INC. [ NWL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Accounting Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/16/2024</u>            |  |
|   | 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                 |   |  |   |
| Common Stock                    | 02/16/2024                           |  | M                              |   | 2,101 <sup>(1)</sup>  | A          | \$0                   | 2,101   | D  |   |
| Common Stock                    | 02/16/2024                           |  | F                              |   | 739   | D          | \$7.67 <sup>(2)</sup> | 1,362   | D  |   |
| Common Stock                    | 02/16/2024                           |  | M                              |   | 2,523   | A          | \$0                   | 3,885   | D  |   |
| Common Stock                    | 02/16/2024                           |  | F                              |   | 887   | D          | \$7.67 <sup>(2)</sup> | 2,998   | D  |   |
| Common Stock                    | 02/17/2024                           |  | M                              |   | 4,530   | A          | \$0                   | 7,528   | D  |   |
| Common Stock                    | 02/16/2024                           |  | F                              |   | 1,592   | D          | \$7.67 <sup>(2)</sup> | 5,936   | D  |   |

**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 |  |  |   |  |
| Restricted Stock Units                     | (3)  | 02/16/2024                           |  | M                              |   |  | 2,101  | (4)  | (5)             | Common Stock  | 2,101                      | \$0  | 0  | D   |  |
| Restricted Stock Units                     | (6)  | 02/16/2024                           |  | M                              |   |  | 2,523  | (7)  | (8)             | Common Stock  | 2,523                      | \$0  | 0  | D   |  |
| Restricted Stock Units                     | (6)  | 02/17/2024                           |  | M                              |   |  | 4,530  | (7)  | (8)             | Common Stock  | 4,530                      | \$0  | 0  | D   |  |
| Restricted Stock Units                     | (6)  | 02/16/2024                           |  | A                              |   |  | 21,512 | (7)  | (8)             | Common Stock  | 21,512                     | \$0  | 21,512   | D   |  |

**Explanation of Responses:**

- The Company's Compensation and Human Capital Committee certified partial achievement of the pre-established performance goals resulting in the vesting of the Reporting Person's target shares. The terms of the Reporting Person's Performance-Based Restricted Stock Units ("PRSU") provided for the payout of 0% to 200% of the original grant based on the actual achievement of performance metrics related to core sales growth and cumulative free cash flow between January 1, 2021, and December 31, 2023.
- Withholding of shares to cover taxes on the vesting was calculated based on the Company's closing stock price on February 16, 2024.
- Each PRSU represents the right to receive, following vesting, between 0% and 200% of one share of the Company's common stock.
- Each PRSU represents the right to receive, following vesting, between 0% and 200% of one share of the Company's common stock based upon the achievement of pre-established performance metrics related to core sales growth and cumulative free cash flow over a three (3) year period between January 1, 2021, and December 31, 2023, and certification of such performance by the Company's Compensation and Human Capital Committee following the conclusion of the performance period.
- If and to the extent the relevant performance criteria are not met, the PRSU expires on the third anniversary of the grant date with a payout of 0%.
- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- The restricted stock unit vests ratably in one-third increments on the grant date's first, second, and third anniversaries, subject to the Reporting Person's continuous employment with the Company.
- N/A

**Remarks:**

/s/ Bradford R. Turner, Attorney 02/21/2024  
in Fact for Jeffrey Sesplankis

\*\* 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.**