
**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): March 8, 2018 (March 4, 2018)

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)

221 River Street
Hoboken, New Jersey 07030
(Address of principal executive offices including zip code)

(201) 610-6600
(Registrant's telephone number, including area code)

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

On March 4, 2018, Kevin C. Conroy notified Newell Brands, Inc. (the “Company”) of his resignation from the Board of Directors of the Company, effective immediately. In connection with his resignation, Mr. Conroy delivered a letter to the Board of Directors of the Company, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 8.01 Other Events

A copy of the Company’s press release announcing the resignation of Mr. Conroy is filed herewith as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Resignation Letter from Kevin C. Conroy, dated March 4, 2018.
99.2	Press Release Regarding Board Resignation, dated March 8, 2018.

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.

Date: March 8, 2018

NEWELL BRANDS INC.

By: /s/ Bradford R. Turner
Bradford R. Turner

Its: Chief Legal and Administrative Officer and
Corporate Secretary

March 4, 2018

Dear Newell Brands Directors,

I am writing to notify the Board of my decision to resign, effective today. I am making a personal decision based on what I believe is the right decision for me at this time.

I am currently focused on what's next for me professionally and, given the circumstances, and after a great deal of careful consideration, I have concluded that it is best for me to step down.

I have enjoyed working with the company on behalf of its shareholders over the past seven years and hope you will agree that I have worked tirelessly to add value, both as a Director and beyond.

While my resignation is for personal reasons, I wish the company, its employees and its shareholders the very best in the years to come.

Sincerely,

/s/ Kevin Conroy

Kevin Conroy



News Release

Newell Brands Announces Board Change

HOBOKEN, NJ – March 8, 2018 – Newell Brands Inc. (NYSE:NWL) today announced that Kevin Conroy has resigned from the Newell Board of Directors for personal reasons. This change is currently effective.

“On behalf of the Board and the entire Newell team, I would like to thank Kevin for his many years of service to Newell, and for his steadfast and energetic support of our business strategy and our accelerated transformation plan,” said Michael T. Cowhig, Chairman of the Board. “We wish him well as he pursues an exciting new chapter.”

About Newell Brands

Newell Brands (NYSE: NWL) is a leading global consumer goods company with a strong portfolio of well-known brands, including Paper Mate®, Sharpie®, Dymo®, EXPO®, Parker®, Elmer’s®, Coleman®, Jostens®, Marmot®, Rawlings®, Oster®, Sunbeam®, FoodSaver®, Mr. Coffee®, Rubbermaid Commercial Products®, Graco®, Baby Jogger®, NUK®, Calphalon®, Rubbermaid®, Contigo®, First Alert®, Waddington and Yankee Candle®. For hundreds of millions of consumers, Newell Brands makes life better every day, where they live, learn, work and play.

This press release and additional information about Newell Brands are available on the company’s website, www.newellbrands.com.

Contacts:

Investors:

Nancy O’Donnell
SVP, Investor Relations and Corporate
Communications
+1 (201) 610-6857
nancy.odonnell@newellco.com

Media:

Michael Sinatra
Director, External
Communications
+1 (551) 574-8031
michael.sinatra@newellco.com

or

James Golden / Ed Trissel
Joele Frank, Wilkinson Brimmer Katcher
+1 (212) 355-4449