FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Stipancich John K			1	* * 1	DIU	1111	<u> </u>	110	[ 11111 ]				Dire	ctor	10% (	Owner		
-				_													(specify	
(Fi	rst) (	(Middle)					nsacti	tion (N	√lonth	/Day/Year)					,		,	
C/O NEWELL BRANDS INC.					05/19/2016									EVP, Unier Financial Officer				
ACHTREE	DUNWOODY I	ROAD																
			4. If a	4. If Amendment, Date of Original Filed (Month/Day/Year)								6	6. Individual or Joint/Group Filing (Check Applicable					
										•	•	,		ine)		•		
ΓA G/	Α 3	30328												X Forr	n filed by One	e Reporting Per	son	
													e than One Rep	orting				
(C+	enta) (	(7in)												Pers	SOH			
(51	ale) (	(ZIP)																
	Tabl	le I - No	on-Deriva	ative	Secu	rities A	cqui	ired	, Dis	posed o	f, oı	r Ber	nefici	ally Own	ed			
Date			Execution Date, y/Year) if any		Tr	Transaction Disposed Of Code (Instr.						d 5) Secui Benet	ities icially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
							Ė		v	Amount	(4	A) or	Price	Trans	Reported Transaction(s)		(Instr. 4)	
										([	D)		(Instr.	3 and 4)				
Common Stock 05/19/2				:016			S		11,031		D	\$47.0	)9(1)	18,773	D			
	Та	able II -												y Owned				
2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year) if any		on Date,	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)				Amor		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction( (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficia Ownership (Instr. 4)	
	(Fi WELL BRA ACHTREE  TA GA  (SI  Security (Inst  Stock	(First) (WELL BRANDS INC. ACHTREE DUNWOODY :  TA GA (State) (State) (Tab)  Security (Instr. 3)  Stock  Tab  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) WELL BRANDS INC. ACHTREE DUNWOODY ROAD  TA GA 30328  (State) (Zip)  Table I - No Security (Instr. 3)  Stock  Table II - Conversion or Exercise Price of Derivative (Month/Day/Year)  I A. Dee Execution of Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  WELL BRANDS INC.  ACHTREE DUNWOODY ROAD  TA GA 30328  (State) (Zip)  Table I - Non-Derivity  Security (Instr. 3)  2. Transact Date (Month/Date (Month/Date (e.g., put) or Exercise Price of Derivative (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  [Stock (Month/Day/Year)   3A. Deemed Execution Date (if any (Month/Day/Year)   3A. Deemed Execution Date (Month/Day/Year)   3A.	(First) (Middle)  WELL BRANDS INC.  ACHTREE DUNWOODY ROAD  TABLE I - Non-Derivative  Security (Instr. 3)  Table I - Non-Derivative  (Month/Day/Year)  Stock  Table II - Derivative Security (e.g., puts, call of the puts of t	(First) (Middle)  WELL BRANDS INC.  ACHTREE DUNWOODY ROAD  TABLE I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, vone Exercise Price of Derivative Security (Month/Day/Year)  Sich John K  NEWEI  3. Date of E 05/19/201  4. If Amending the Amending of Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  Stock  13. Transaction Date (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  Stock  13. Date of E 05/19/2016  4. If Amending the	(First) (Middle)  WELL BRANDS INC.  ACHTREE DUNWOODY ROAD  TABLE I - Non-Derivative Securities A  Security (Instr. 3)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	(First) (Middle)  WELL BRANDS INC.  ACHTREE DUNWOODY ROAD  TA GA 30328  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Derivative Security  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Derivative Security  3. Date of Earliest Transaction 25/19/2016  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Derivative Security  3. Transaction Date (Month/Day/Year)  A Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	NEWELL BRANDS INC.	(First) (Middle)  WELL BRANDS INC.  ACHTREE DUNWOODY ROAD  Table I - Non-Derivative Securities Acquired, Discernity (Instr. 3)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Discernity (Month/Day/Year)  Table II - Derivative Securities Acquired, Discernity (State)  Table II - Derivative Securities Acquired, Discernity (Month/Day/Year)  Table II - Derivative Securities Acquired, Discernity (State)  Table II - Derivative Securities Acquired, Discernity (State)  Table II - Derivative Securities Acquired, Discernity (State)  Table II - Derivative Securities Acquired, Discovery (State)	NEWELL BRANDS INC   NWL	NEWELL BRANDS INC   NWL	NEWELL BRANDS INC   NWL	NEWELL BRANDS INC   NWL	NEWELL BRANDS INC   S. Date of Earliest Transaction (Month/Day/Year)   S. Date of Earliest Transaction (Month/Day/Year)   S. Date of Earliest Transaction (Month/Day/Year)   S. Individual of Line)   S. Forr Pers	NEWELL BRANDS INC   Niddle   NEWELL BRANDS INC   NWL     Check all applicable   Director   NWELL BRANDS INC   North   New Person   Ne	NEWELL BRANDS INC   (Check all applicable)   Director   10% (Check all applicable)   Director   Disposed of (D) (Instr. 3, 4 and 5)   S. Amount of Securities   Securities   Director   Disposed of (D) (Instr. 3, 4 and 5)   S. Amount of Securities   Director   Disposed of (D) (Instr. 3, 4 and 5)   Director   Disposed of (D) (Instr. 3, 4 and 5)   Director   Disposed of (D) (Instr. 3, 4 and 5)   Director   Disposed of (D) (Instr. 4)   Disposed of (D) (Instr. 4)   Disposed of (D) (Ins	

## **Explanation of Responses:**

1. In connection with the stock sale, the reporting person sold 11,031 shares at a weighted average price of \$47.09 at prices ranging from \$47.07 to 47.09. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

(A) (D) Exercisable Date

## Remarks:

/s/ Michael R. Peterson,

Shares

Attorney in Fact for John K.

**Stipancich** 

Title

\*\* Signature of Reporting Person Date

05/20/2016

 $Reminder: Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly \ or \ indirectly.$ 

- $^{\star}$  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).

Code V

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.