

OMB APPROVAL	
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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* <u>MATHER COURTNEY</u>  (Last) (First) (Middle) <u>C/O NEWELL BRANDS INC.</u> <u>6655 PEACHTREE DUNWOODY ROAD</u>  (Street) <u>ATLANTA GA 30328</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL BRANDS INC. [ NWL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	05/16/2023		A		18,285	(2)	(3)	Common Stock	18,285	\$0	18,285	D	
Deferred RSU Phantom Stock	(4)						(4)	(3)	Common Stock	44,324.12		44,324.12 <sup>(5)(6)</sup>	D	
Deferred Compensation Phantom Stock <sup>(7)(8)</sup>	(9)						(9)	(3)	Common Stock	31,917.94		31,917.94 <sup>(10)</sup>	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Newell Brands Inc. common stock
- The award shall vest in full upon the earlier of: (i) the first anniversary of the grant date of the award; or (ii) the date immediately preceding the date of the Company's 2024 annual meeting of its stockholders, provided the Reporting Person remains in continuous service on the Board until such date. The Reporting Person elected to defer settlement on the scheduled vesting date and the restricted stock units ("RSUs") instead will convert to an equal number of phantom stock units, in accordance with the 2008 Deferred Compensation Plan ("DCP"). The phantom stock units will settle on a one-for-one basis for shares of the Company's Common Stock after the end of the Reporting Person's service on the Company's Board.
- N/A
- The reporting person's phantom stock units will convert to shares of the Company's Common Stock on a one for one basis (or with respect to units acquired through dividend reinvestment, be paid in cash) after the end of the reporting person's service on the Company's Board, in accordance with the DCP.
- Includes vested awards of 39,809 RSUs granted in 2018, 2019, 2020 and 2021, pursuant to the Newell Rubbermaid Inc. 2013 Incentive Plan, and in 2022 pursuant to the Newell Brands Inc. 2022 Incentive Plan. The reporting person elected to defer settlement on the scheduled vesting date and the RSUs instead converted to an equal number of phantom stock units, in accordance with the DCP. The phantom stock units will settle on a one for one basis for shares of the Company's Common Stock after the end of the reporting person's service on the Company's Board.
- The reported total includes 4,515.12 phantom stock units acquired by the reporting person pursuant to a dividend reinvestment feature of the DCP, of which 1,315.11 phantom stock units were acquired since the date of his last report. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.
- Pursuant to the DCP, non-employee directors who earn quarterly cash retainer fees for their services on the Company's Board may elect to defer receipt of their quarterly cash fees until after the end of the director's service on the Board, and to direct the investment of the deferred cash into phantom stock units which track the performance of the Company's Common Stock for the duration of the deferral period. The number of phantom stock units so acquired is calculated by dividing the deferred cash retainer amount by the closing price for the Company's Common Stock on the date the cash retainer is payable. Each unit is the economic equivalent of one share of Common Stock of the Company.
- The aggregate value of the phantom stock units, including any additional phantom stock units acquired through dividend reinvestment during the deferral period, will be paid out in cash to the reporting person after the end of his service on the Board. At such time, the cash value of all of the phantom stock units will be calculated based on the closing price for the Company's Common Stock on the payment date, in accordance with the DCP and the reporting person's elections for his director compensation for the year in which the units were earned, which elections are on file with the Company.
- At the end of the deferral period, the cash value of the phantom stock units will be calculated based on the closing price for the Company's Common Stock on the payment date, in accordance with the DCP and the reporting person's elections for his director compensation for the year in which the units were earned, which elections are on file with the Company
- Includes 28,137.66 phantom stock units acquired from the deferral of director compensation, pursuant to the DCP, between 2018 and 2022 and 3,780.28 phantom stock units acquired pursuant to a dividend reinvestment feature of the DCP, of which 1,127.10 phantom stock units were acquired since the date of his last report.

Remarks:

/s/ Raj Dave, attorney-in-fact for Courtney Mather 05/18/2023

\*\* 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.