

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**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

1. Name and Address of Reporting Person* <u>Torres Russell</u>  (Last) (First) (Middle) C/O NEWELL BRANDS INC. 221 RIVER STREET  (Street) HOBOKEN NJ 07030  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Group President
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2019</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	05/15/2019		M		9,491 <sup>(1)</sup>	A	\$0	54,015.429 <sup>(2)</sup>	D	
Common Stock	05/15/2019		F		3,017	D	\$15.63	50,998.429 <sup>(3)</sup>	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
Restricted Stock Units	(4)	05/15/2019		M		9,491		05/15/2019 <sup>(5)</sup>	(6)	Common Stock	9,491	\$0	18,982	D	

**Explanation of Responses:**

- The Reporting Person became vested in one-third of the total number of restricted stock units that were first granted on May 15, 2018, pursuant to a performance-based grant, as described in footnote 5, below.
- This total has been updated from the Reporting Person's most recent Form 4 report to reflect shares acquired by the Reporting Person under a dividend reinvestment plan on: (i) June 13, 2018; (ii) September 12, 2018; (iii) December 12, 2018; and (iv) March 13, 2019.
- Includes shares acquired by the Reporting Person through a dividend reinvestment plan.
- Each restricted stock unit represents a contingent right to receive one share of Newell Brands Inc. common stock.
- Represents the vesting of the first tranche of a 3 year series of performance-based restricted stock units first awarded on May 15, 2018. The Reporting Person will become vested in the award ratably in one-third increments on the first, second and third anniversaries of the award date if: (i) he remains in continuous employment with the Company and (ii) certain performance criteria related to cost savings are satisfied. Unexpired portions of the award may vest earlier and without regard to achievement of the performance criteria in the event of death or disability. Unexpired portions of the award may vest pro rata, based on time in service, and without regard to achievement of the performance criteria, in the event of retirement.
- If relevant performance criteria are not met, each tranche expires on the applicable anniversary date of the grant.

**Remarks:**

/s/ Raj Dave, attorney-in-fact 05/17/2019  
for Russell Torres

\*\* 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.

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