
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NEWELL BRANDS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-3352316
(I.R.S. Employer
Identification No.)

**6655 Peachtree Dunwoody Road
Atlanta, Georgia 30328
(770) 418-7000**

(Address, including zip code, and
telephone number, including area code,
of registrant's principal executive offices)

**Bradford R. Turner
Chief Legal Officer & Administrative Officer
6655 Peachtree Dunwoody Road
Atlanta, Georgia 30328
(770) 418-7000**

(Name, address, including zip code, and
telephone number, including area code,
of agent for service)

Newell Brands Inc. 2022 Incentive Plan
(Full title of the plan)

With copies to:

**Joel T. May, Esq.
Jones Day
1221 Peachtree St NE #400
Atlanta, Georgia 30361
(404) 521-3939**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the Introductory Note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plans covered by this registration statement as required by Rule 428(b).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by Newell Brands Inc. (the “Company”) with the Securities and Exchange Commission (the “SEC”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are incorporated herein by reference:

- a) The Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021 filed with the SEC on February 14, 2022;
- b) The Company’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2022, filed with the SEC on April 29, 2022;
- c) The Company’s Current Reports on Form 8-K filed with the SEC on [February 11, 2022 \(Item 5.02 only\)](#), [February 22, 2022](#) and [March 7, 2022](#); and
- d) The description of the Common Stock contained in [Exhibit 4.1](#) to the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021 filed with the SEC on February 14, 2022, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents.

Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document that also is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 102 of the Delaware General Corporation Law (the “DGCL”) permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good

faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. The Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation") and By-laws, as amended (the "By-laws"), each contain a provision that eliminates directors' personal liability as set forth above.

The Certificate of Incorporation and the By-laws provide in effect that the Company shall indemnify its directors and officers to the full extent permitted by the DGCL. Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification will be made with respect to any claim, issue or matter as to which such person has been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court deems proper.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits filed herewith are set forth in the Exhibit Index filed as part of this registration statement hereof.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of such annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by such registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

Exhibit Number	Exhibit
3.1	<u>Restated Certificate of Incorporation of Newell Rubbermaid Inc., as amended as of April 15, 2016 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated April 11, 2016, File No. 001-09608).</u>
3.2	<u>Certificate of Amendment to the Restated Certificate of Incorporation of Newell Brands Inc., as amended as of May 7, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated May 10, 2019, File No. 001-09608).</u>
3.3	<u>By-Laws of Newell Brands Inc., as amended May 7, 2019 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated May 10, 2019, File No. 001-09608).</u>
4.1	<u>Newell Brands Inc. 2022 Incentive Plan (incorporated by reference Appendix B to the Company's Proxy Statement dated March 23, 2022).</u>
5.1	<u>Opinion of Jones Day.</u>
23.1	<u>Consent of Jones Day (included in Exhibit 5.1).</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP.</u>
24	<u>Power of Attorney (contained on signature page to this Registration Statement).</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Atlanta, State of Georgia, on this 5th day of May 2022.

NEWELL BRANDS INC.

(Registrant)

By: /s/ Christopher H. Peterson

Name: Christopher H. Peterson

Title: Chief Financial Officer and President, Business Operations

POWER OF ATTORNEY

Each person whose signature appears below appoints Ravichandra K. Saligram, Christopher H. Peterson or Bradford R. Turner, or any one of them, as such person's true and lawful attorneys to execute in the name of each such person, and to file, any post-effective amendments to this registration statement that any of such attorneys shall deem necessary or advisable to enable the registrant to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission with respect thereto, in connection with this registration statement, which amendments may make such changes in such registration statement as any of the above-named attorneys deems appropriate, and to comply with the undertakings of the registrant made in connection with this registration statement, and each of the undersigned hereby ratifies all that any of said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ravichandra K. Saligram</u> Ravichandra K. Saligram	President, Chief Executive Officer and Director (Principal Executive Officer)	May 5, 2022
<u>/s/ Christopher H. Peterson</u> Christopher H. Peterson	Chief Financial Officer and President, Business Operations (Principal Financial Officer)	May 5, 2022
<u>/s/ Jeffrey Sesplankis</u> Jeffrey Sesplankis	Chief Accounting Officer (Principal Accounting Officer)	May 5, 2022
<u>/s/ Patrick D. Campbell</u> Patrick D. Campbell	Chair of the Board and Director	May 5, 2022
<u>/s/ Bridget Ryan Berman</u> Bridget Ryan Berman	Director	May 5, 2022
<u>/s/ James R. Craigie</u> James R. Craigie	Director	May 5, 2022
<u>/s/ Brett M. Icahn</u> Brett M. Icahn	Director	May 5, 2022
<u>/s/ Jay L. Johnson</u> Jay L. Johnson	Director	May 5, 2022

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gerardo I. Lopez</u> Gerardo I. Lopez	Director	May 5, 2022
<u>/s/ Courtney R. Mather</u> Courtney R. Mather	Director	May 5, 2022
<u>/s/ Judith A. Sprieser</u> Judith A. Sprieser	Director	May 5, 2022
<u>/s/ Robert A. Steele</u> Robert A. Steele	Director	May 5, 2022

JONES DAY

May 5, 2022

Newell Brands, Inc.
6655 Peachtree Dunwoody Road
Atlanta, Georgia 30328

Re: Registration Statement on Form S-8 filed by Newell Brands Inc.

Ladies and Gentlemen:

We have acted as counsel for Newell Brands Inc., a Delaware corporation (the "**Company**"), in connection with the registration of 36,974,500 shares (the "**Shares**") of common stock, par value \$1.00 per share, of the Company that may be issued or delivered and sold pursuant to the Newell Brands Inc. 2022 Incentive Plan (the "**Plan**"). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares that may be issued or delivered and sold pursuant to the Plan and authorized forms of stock option, restricted stock, restricted stock unit or other applicable agreements thereunder will be, when issued or delivered and sold in accordance with the Plan, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan will be in full force and effect at all times at which such Shares are issued or delivered or sold by the Company, and the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee thereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect registration of the Shares under the Securities Act of 1933 (the "**Act**"). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Newell Brands Inc. of our report dated February 14, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Newell Brands Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Atlanta, Georgia
May 5, 2022

Form S-8
(Form Type)

Newell Brands Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$1.00 par value per share	Other(2)	36,974,500(3)	\$22.74 (2)	\$840,800,130(2)	\$92.70 per \$1,000,000	\$77,943.00
Total Offering Amounts					\$840,800,130		\$77,943.00
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$77,943.00

- (1) Pursuant to Rule 416 under the Securities Act of 1933 (the “Securities Act”), this registration statement also includes additional shares of common stock, par value \$1.00 per share (“Common Stock”) of Newell Brands Inc., a Delaware corporation (the “Company”) for offer or sale under the Newell Brands Inc. 2022 Incentive Plan (the “Plan”) that become issuable under the plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the \$23.45 (high) and \$22.02 (low) sale prices of the Common Stock as reported on The Nasdaq Global Market tier of The Nasdaq Stock Market LLC on May 2, 2022, which date is within five business days prior to the filing of this registration statement.
- (3) Represents 36,974,500 shares of Common Stock reserved for issuance pursuant to the Plan.