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

# FORM 10-Q

**Quarterly Report Pursuant to Section 13 or 15(d)**
**of the Securities Exchange Act of 1934**

**for the Quarterly Period Ended March 31, 2016**

**Commission File Number 1-9608**

# NEWELL BRANDS INC.
(Exact name of registrant as specified in its charter)

| DELAWARE | 36-3514169 |
| --- | --- |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

6655 Peachtree Dunwoody Road
Atlanta, Georgia 30328
(Address of principal executive offices)
(Zip Code)

(770) 418-7000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes R No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes R No o

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

| | | | |
| --- | --- | --- | --- |
| Large accelerated filer R | Accelerated filer o | Non-accelerated filer o<br>(Do not check if a smaller reporting company) | Smaller reporting company o |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No R

Number of shares of common stock outstanding (net of treasury shares) as of March 31, 2016: 268.2 million.

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**NEWELL BRANDS INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)**
*(Amounts in millions, except per share data)*

| | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| Net sales | $ 1,314.9 | $ 1,264.0 |
| Cost of products sold | 809.3 | 776.5 |
| GROSS MARGIN | 505.6 | 487.5 |
| Selling, general and administrative expenses | 362.5 | 362.0 |
| Restructuring costs | 17.7 | 27.3 |
| OPERATING INCOME | 125.4 | 98.2 |
| Nonoperating expenses: | | |
| Interest expense, net | 29.4 | 19.2 |
| Loss related to termination of credit facility | 45.9 | — |
| Other (income) expense, net | (1.5) | 0.1 |
| Net nonoperating expenses | 73.8 | 19.3 |
| INCOME BEFORE INCOME TAXES | 51.6 | 78.9 |
| Income tax expense | 11.3 | 22.0 |
| INCOME FROM CONTINUING OPERATIONS | 40.3 | 56.9 |
| Income (loss) from discontinued operations, net of tax | 0.2 | (2.8) |
| NET INCOME | $ 40.5 | $ 54.1 |
| Weighted average shares outstanding: | | |
| Basic | 268.7 | 270.5 |
| Diluted | 270.1 | 272.7 |
| Earnings per share: | | |
| Basic: | | |
| Income from continuing operations | $ 0.15 | $ 0.21 |
| Income (loss) from discontinued operations | $ — | $ (0.01) |
| Net income | $ 0.15 | $ 0.20 |
| Diluted: | | |
| Income from continuing operations | $ 0.15 | $ 0.21 |
| Income (loss) from discontinued operations | $ — | $ (0.01) |
| Net income | $ 0.15 | $ 0.20 |
| Dividends per share | $ 0.19 | $ 0.19 |

*See Notes to Condensed Consolidated Financial Statements (Unaudited).*

**NEWELL BRANDS INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**
*(Amounts in millions)*

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| NET INCOME | $ 40.5 | $ 54.1 |
| Other comprehensive income (loss), net of tax: | | |
| Foreign currency translation adjustments | 10.9 | (105.5) |
| Change in unrecognized pension and other postretirement costs | 6.7 | 11.2 |
| Derivative hedging (loss) gain | (58.0) | 1.1 |
| Total other comprehensive loss, net of tax | (40.4) | (93.2) |
| COMPREHENSIVE INCOME (LOSS) (1) | $ 0.1 | $ (39.1) |

(1) Comprehensive income (loss) attributable to noncontrolling interests was not material.

*See Notes to Condensed Consolidated Financial Statements (Unaudited).*

**NEWELL BRANDS INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)**
*(Amounts in millions, except par values)*

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | $ 8,180.9 | $ 274.8 |
| Accounts receivable, net | 1,187.7 | 1,250.7 |
| Inventories, net | 871.5 | 721.8 |
| Prepaid expenses and other | 146.0 | 147.8 |
| Assets held for sale | 102.8 | 98.4 |
| TOTAL CURRENT ASSETS | 10,488.9 | 2,493.5 |
| PROPERTY, PLANT AND EQUIPMENT, NET | 624.5 | 599.2 |
| GOODWILL | 2,801.6 | 2,791.2 |
| OTHER INTANGIBLE ASSETS, NET | 1,085.9 | 1,063.7 |
| DEFERRED INCOME TAXES | 38.5 | 38.5 |
| OTHER ASSETS | 293.4 | 273.4 |
| TOTAL ASSETS | $ 15,332.8 | $ 7,259.5 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | $ 657.1 | $ 642.4 |
| Accrued compensation | 98.7 | 185.2 |
| Other accrued liabilities | 625.7 | 728.9 |
| Short-term debt | 762.8 | 382.9 |
| Current portion of long-term debt | 5.9 | 5.9 |
| Liabilities held for sale | 44.7 | 43.3 |
| TOTAL CURRENT LIABILITIES | 2,194.9 | 1,988.6 |
| LONG-TERM DEBT | 10,606.6 | 2,669.1 |
| DEFERRED INCOME TAXES | 203.9 | 226.6 |
| OTHER NONCURRENT LIABILITIES | 548.7 | 548.8 |
| STOCKHOLDERS' EQUITY: | | |
| Preferred stock, authorized shares, 10.0 at $1.00 par value | — | — |
| None issued and outstanding | | |
| Common stock, authorized shares, 800.0 at $1.00 par value | 289.1 | 287.5 |
| Outstanding shares, before treasury: | | |
| 2016 – 289.1 | | |
| 2015 – 287.5 | | |
| Treasury stock, at cost: | (542.6) | (523.1) |
| Shares held: | | |
| 2016 – 20.9 | | |
| 2015 – 20.3 | | |
| Additional paid-in capital | 822.3 | 801.4 |
| Retained earnings | 2,080.6 | 2,090.9 |
| Accumulated other comprehensive loss | (874.2) | (833.8) |
| STOCKHOLDERS' EQUITY ATTRIBUTABLE TO PARENT | 1,775.2 | 1,822.9 |
| STOCKHOLDERS' EQUITY ATTRIBUTABLE TO NONCONTROLLING INTERESTS | 3.5 | 3.5 |
| TOTAL STOCKHOLDERS' EQUITY | 1,778.7 | 1,826.4 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | $ 15,332.8 | $ 7,259.5 |

*See Notes to Condensed Consolidated Financial Statements (Unaudited).*

**NEWELL BRANDS INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**
*(Amounts in millions)*

| | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| OPERATING ACTIVITIES: | | |
| Net income | $ 40.5 | $ 54.1 |
| Adjustments to reconcile net income to net cash used in operating activities: | | |
| Depreciation and amortization | 42.8 | 42.2 |
| Net gain from sale of discontinued operations | (0.9) | — |
| Loss related to termination of credit facility | 45.9 | — |
| Non-cash restructuring costs | 0.3 | — |
| Deferred income taxes | 7.0 | 17.9 |
| Stock-based compensation expense | 9.9 | 6.8 |
| Other, net | 4.8 | 5.5 |
| Changes in operating assets and liabilities, excluding the effects of acquisitions and divestitures: | | |
| Accounts receivable | 69.7 | 170.0 |
| Inventories | (137.8) | (164.8) |
| Accounts payable | 7.4 | (38.7) |
| Accrued liabilities and other | (360.5) | (247.3) |
| NET CASH USED IN OPERATING ACTIVITIES | (270.9) | (154.3) |
| INVESTING ACTIVITIES: | | |
| Proceeds from sales of discontinued operations and noncurrent assets | 2.6 | 4.0 |
| Acquisitions and acquisition-related activity | (21.0) | (2.0) |
| Capital expenditures | (51.6) | (50.9) |
| Other | — | (0.2) |
| NET CASH USED IN INVESTING ACTIVITIES | (70.0) | (49.1) |
| FINANCING ACTIVITIES: | | |
| Short-term borrowings, net | 378.7 | 343.4 |
| Proceeds from issuance of debt, net of debt issuance costs | 7,931.2 | — |
| Repurchase and retirement of shares of common stock | — | (73.6) |
| Cash dividends | (53.3) | (53.2) |
| Excess tax benefits related to stock-based compensation | 9.5 | 15.2 |
| Other stock-based compensation activity and other, net | (18.0) | (13.6) |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 8,248.1 | 218.2 |
| Currency rate effect on cash and cash equivalents | (1.1) | 1.2 |
| INCREASE IN CASH AND CASH EQUIVALENTS | 7,906.1 | 16.0 |
| Cash and cash equivalents at beginning of period | 274.8 | 199.4 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | $ 8,180.9 | $ 215.4 |

*See Notes to Condensed Consolidated Financial Statements (Unaudited).*

**NEWELL BRANDS INC. AND SUBSIDIARIES**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**Footnote 1 — Basis of Presentation and Significant Accounting Policies**

The accompanying unaudited condensed consolidated financial statements of Newell Brands Inc. (formerly Newell Rubbermaid Inc., and collectively with its subsidiaries, the “Company”) have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”) and do not include all of the information and footnotes required by U.S. generally accepted accounting principles (“U.S. GAAP”) for complete financial statements. In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments (including normal recurring accruals) considered necessary for a fair presentation of the financial position and the results of operations of the Company. The condensed consolidated balance sheet as of December 31, 2015 has been derived from the audited financial statements as of that date, but it does not include all of the information and footnotes required by U.S. GAAP for complete financial statements. It is recommended that these unaudited condensed consolidated financial statements be read in conjunction with the financial statements, and the footnotes thereto, included in the Company’s most recent Annual Report on Form 10-K.

**Seasonal Variations**

Sales of the Company’s products tend to be seasonal, with sales and operating income in the first quarter generally lower than any other quarter during the year, driven principally by reduced volume and the mix of products sold in the first quarter. Historically, the Company has earned approximately 60% of its annual operating income during the second and third quarters of the year. The seasonality of the Company’s sales volume combined with the accounting for fixed costs, such as depreciation, amortization, rent, personnel costs and interest expense, impacts the Company’s results on a quarterly basis. In addition, the Company has historically generated more than 95% of its operating cash flow in the second half of the year due to seasonal variations in operating results, the timing of annual performance-based compensation payments, customer program payments, working capital requirements and credit terms provided to customers. Accordingly, the Company’s results for the three months ended March 31, 2016 may not necessarily be indicative of the results that may be expected for the full year ending December 31, 2016.

**Recent Accounting Pronouncements**

Changes to U.S. GAAP are established by the Financial Accounting Standards Board (“FASB”) in the form of accounting standards updates (“ASUs”) to the FASB’s Accounting Standards Codification. The Company considers the applicability and impact of all ASUs.

In May 2014, the FASB issued ASU No. 2014-09, *“Revenue from Contracts with Customers. Accounting Standard Codification 605 — Revenue Recognition.”* ASU 2014-09 supersedes the revenue recognition requirements in *“Accounting Standard Codification 605 — Revenue Recognition”* and most industry-specific guidance. ASU 2014-09 requires that entities recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for fiscal years beginning after December 15, 2017. ASU 2014-09 permits the use of either the retrospective or cumulative effect transition method. The Company is currently assessing the impact ASU 2014-09 will have on its financial position and results of operations.

In January 2015, the FASB issued ASU No. 2015-01, *“Income Statement—Extraordinary and Unusual Items (Subtopic 225-20), Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items,”* which simplifies income statement presentation by eliminating the concept of extraordinary items. Previously, events or transactions that were both unusual in nature and infrequent in occurrence for a business entity were considered to be extraordinary items and required separate presentation, net of tax, after income from continuing operations. The presentation and disclosure guidance for items that are unusual in nature or occur infrequently was retained and expanded to include items that are both unusual and infrequently occurring. The guidance is effective for fiscal years beginning after December 15, 2015. The Company adopted ASU 2015-01 on January 1, 2016, and the adoption of ASU 2015-01 did not have a material impact on the Company’s results of operations, cash flows or financial position.

In April 2015, the FASB issued ASU No. 2015-03, *“Simplifying the Presentation of Debt Issuance Costs,”* which changes the presentation of debt issuance costs in financial statements. ASU 2015-03 requires an entity to present such costs in the balance sheet as a direct reduction from the related debt liability rather than as an asset. Amortization of the costs continues to be reported as interest expense. The guidance is effective for fiscal years beginning after December 15, 2015. The Company restrospectively adopted ASU 2015-03 on January 1, 2016, and the adoption of ASU 2015-03 had the effect of reducing the Company’s other assets and long-term debt by $86.0 million and $18.5 million as of March 31, 2016 and December 31, 2015, respectively.

In April 2015, the FASB issued ASU No. 2015-05, “*Intangibles - Goodwill and Other -Internal-Use Software (Subtopic 350-40), Customers Accounting for Fees Paid in a Cloud Computing Arrangement*,” to help entities evaluate the accounting for fees paid by a customer in a cloud computing arrangement. The amendments provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license element, then the customer should account for the software license element arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The Company prospectively adopted this guidance as of January 1, 2016, and the adoption did not have a material impact on the Company's results of operations, cash flows or financial condition.

In July 2015, the FASB issued ASU No. 2015-11, "*Simplifying the Measurement of Inventory,*" which modifies existing requirements regarding measuring first-in, first-out and average cost inventory at the lower of cost or market. Under existing standards, the market amount requires consideration of replacement cost, net realizable value ("NRV"), and NRV less an approximately normal profit margin. ASU 2015-11 replaces market with NRV, defined as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This eliminates the need to determine and consider replacement cost or NRV less an approximately normal profit margin when measuring inventory. This guidance is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The Company is currently assessing the impact ASU 2015-11 will have on its financial position and results of operations.

In September 2015, the FASB issued ASU No. 2015-16, "*Simplifying the Accounting for Measurement-Period Adjustments*," which requires an acquirer in a business combination to recognize measurement-period adjustments during the period in which the acquirer determines the amounts, including the effect on earnings of any amounts the acquirer would have recorded in previous periods if the accounting had been completed at the acquisition date, as opposed to retrospectively. This guidance is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company adopted ASU 2015-16 in the third quarter of 2015, and the adoption did not have a material impact on the Company's results of operations, cash flows or financial position.

In November 2015, the FASB issued ASU No. 2015-17, "*Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*," which simplifies the reporting of deferred tax positions, requiring deferred tax assets and liabilities to be classified as noncurrent in the consolidated balance sheet, as opposed to the historical current and noncurrent classification. This guidance is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The Company adopted ASU 2015-17 on a retrospective basis as of December 31, 2015.

In February 2016, the FASB issued ASU No. 2016-02, "*Leases (Topic 842)*," which requires lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. Recognition, measurement and presentation of expenses will depend on classification as a finance or operating lease. ASU 2016-02 is effective for the Company on January 1, 2019. The Company is currently assessing the impact ASU 2016-02 will have on its financial position and results of operations.

In March 2016, the FASB issued ASU 2016-09, "*Compensation-Stock Compensation: Improvement to Employee Share-Based Payment Accounting.*" ASU 2016-09 provides guidance intended to simplify accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. The guidance is effective for interim and annual periods beginning after December 15, 2016. Early adoption is permitted. The Company is currently evaluating the impact of the updated guidance on its consolidated financial statements.

Other recently issued ASUs were assessed and determined to be either not applicable or are expected to have a minimal impact on the Company's consolidated financial position and results of operations.

**Venezuelan Operations**

As of December 31, 2015, the Company determined it could no longer exercise control over its Venezuelan operations because the availability of U.S. Dollars had declined significantly over the past several years in each of Venezuela's three exchange mechanisms, and the Company concluded that an other-than-temporary lack of exchangeability between the Venezuelan Bolivar and the U.S. Dollar existed as of December 31, 2015. Furthermore, increasingly restrictive governmental regulations in Venezuela related to prices that could be charged for products, distribution channels into which products could be sold, product labeling requirements, importation of raw materials and sourced products which must be purchased in U.S. Dollars, and labor matters restricted the Company's ability to make and execute decisions related to its Venezuelan operations. As a result, the Company concluded it could no longer make key operational and financial decisions regarding its Venezuelan operations and deconsolidated its Venezuelan operations as of December 31, 2015.

Prior to the deconsolidation of the Venezuelan operations on December 31, 2015, the results of the Company's Venezuelan operations were included in the Company's Condensed Consolidated Statement of Operations. During the three months ended March 31, 2015, the Company's Venezuelan operations generated $21.9 million of consolidated net sales and $7.5 million of operating income.

**Income Taxes**

At the end of each interim period, the Company makes its best estimate of the effective tax rate expected to be applicable for the full fiscal year. This estimate reflects, among other items, the Company's best estimate of operating results and foreign currency exchange rates. The Company's quarterly income tax rate may differ from its estimated annual effective tax rate because accounting standards require the Company to exclude the actual results of certain entities expected to generate a pretax loss when applying the estimated annual effective tax rate to the Company's consolidated pretax results in interim periods. In estimating the annual effective tax rate, the Company does not include the estimated impact of unusual and/or infrequent items, including the reversal of valuation allowances, which may cause significant variations in the customary relationship between income tax expense (benefit) and pretax income (loss) in quarterly periods. The income tax expense (benefit) for such unusual and/or infrequent items is recorded in the quarterly period such items are incurred.

The Company routinely reviews valuation allowances recorded against deferred tax assets on a more likely than not basis in evaluating whether the Company has the ability to realize the deferred tax assets. In making such a determination, the Company takes into consideration all available and appropriate positive and negative evidence, including projected future taxable income, future reversals of existing taxable temporary differences, available tax planning strategies and taxable income in prior carryback years, if available. Considering these factors, a possibility exists that the Company may record or release a portion of a valuation allowance against some deferred tax assets each quarterly period, which could create volatility in the Company's future effective tax rate.

**Footnote 2 — Acquisitions**

*Elmer's*

During October 2015, the Company acquired Elmer's Products, Inc. ("Elmer's") for a purchase price of $571.4 million, which is net of $16.8 million of cash acquired. The acquisition of Elmer's was accounted for using the purchase method of accounting and, accordingly, the Company preliminarily allocated the total purchase price to the identifiable tangible and intangible assets acquired and liabilities assumed based on their estimated fair values on the date of acquisition. Based on the preliminary purchase price allocation, which is subject to change while the Company obtains final third-party valuations, the Company allocated $24.5 million of the purchase price to identified tangible and monetary net assets, $86.6 million to deferred tax liabilities and $262.0 million to identified intangible assets. Approximately $220.0 million was allocated to indefinite-lived intangible assets and approximately $42.0 million was allocated to a definite-lived intangible asset with a weighted-average life of 8 years. The indefinite-lived intangible assets represent the acquired Elmer's® and X-Acto® trade names. The Company recorded the excess of the purchase price over the aggregate fair values of identifiable assets of $371.5 million as goodwill. None of the goodwill is expected to be tax deductible. Elmer's results of operations are included in the Company's Condensed Consolidated Statements of Operations since the acquisition date, including net sales of $44.6 million for the three months ended March 31, 2016. Pro forma results of operations of the Company would not be materially different as a result of the acquisition and therefore are not presented.

The Company incurred $6.6 million of restructuring costs during the three months ended March 31, 2016 associated with the integration of Elmer's.

The Company incurred $1.7 million of acquisition and integration costs associated with prior acquisitions during the three months ended March 31, 2015, of which $1.5 million is included in cost of products sold and $0.2 million is included in selling, general and administrative expenses in the Company's Condensed Consolidated Statement of Operations for the three months ended March 31, 2015.

*Jarden Corporation*

On April 15, 2016, Jarden Corporation ("Jarden") became a direct wholly-owned subsidiary of Newell Brands Inc., as a result of a series of merger transactions (the "Jarden Acquisition"). The Jarden Acquisition was effected pursuant to an Agreement and Plan of Merger, dated as of December 13, 2015 (the "Merger Agreement") between the Company, Jarden and two wholly-owned subsidiaries of the Company. Following the Jarden Acquisition, the Company was renamed Newell Brands Inc. Jarden is a leading, global consumer products company with leading brands, such as Yankee Candle®, Crock-Pot®, FoodSaver®, Mr. Coffee®, Oster®, Coleman®, First Alert®, Rawlings®, Jostens®, K2®, Marker®, Marmot®, Volkl® and many others. The Jarden Acquisition enables the Company to scale the enterprise with leading brands in global markets. The scale of the Company in key categories, channels and geographies enables it to deploy its strategy, which includes advantaged development and commercial capabilities, across a larger set of opportunities to generate accelerated growth and margin expansion. The Jarden Acquisition will be accounted for using the purchase method of accounting, and Jarden's assets, liabilities and results of operations will be included in the Company's financial statements from the acquisition date. Jarden's sales and operating income for the year ended December 31, 2015 were $8.6 billion and $508.0 million, respectively.

Pursuant to the Merger Agreement, each share of Jarden common stock was converted into the right to receive and became exchangeable for merger consideration consisting of (1) 0.862 of a share of the Company's common stock plus (2) $21.00 in cash. On April 15, 2016, the Company provided for the issuance of up to 189.4 million shares of common stock and the payment of up to $4.6 billion for 100% of the outstanding equity interests of Jarden, which represented 219.7 million shares of Jarden common stock outstanding and eligible to receive the merger consideration. In addition, on April 15, 2016, the Company paid $4.1 billion to settle certain of Jarden's outstanding debt obligations, which included accrued interest and change-in-control premiums.

Based on the closing price of a share of the Company's common stock on April 15, 2016 of $44.33 per share and assuming conversion of all of Jarden's convertible notes, the total consideration paid or payable for shares of Jarden common stock is approximately $15.3 billion, including $5.4 billion of cash and $9.9 billion of common stock. Assuming conversion of all of Jarden's convertible notes, stockholders of Newell Rubbermaid and stockholders and convertible note holders of Jarden immediately before the merger owned 55% and 45%, respectively, of Newell Brands upon completion of the merger.

The Jarden Acquisition constituted a make-whole fundamental change with respect to Jarden's three series of outstanding convertible notes, making them eligible for conversion into shares of Jarden common stock and eligible to receive the merger consideration based on the number of Jarden shares into which the convertible notes may be converted. Jarden's three series of convertible notes include $500.0 million principal amount of 1.875% senior subordinated convertible notes due 2018 (the "Jarden 2018 Convertible Notes"); $265.0 million principal amount of 1.5% senior subordinated convertible notes due 2019 (the "Jarden 2019 Convertible Notes"); and $690.0 million principal amount of 1.125% senior subordinated convertible notes due 2034 (the "Jarden 2034 Convertible Notes"). As of May 4, 2016, holders of 85% of the principal amount of Jarden 2018 Convertible Notes, 75% of the principal amount of Jarden 2019 Convertible Notes and 83% of the principal amount of Jarden 2034 Convertible Notes had converted their notes into shares of Jarden common stock and received the merger consideration. If holders of Jarden's convertible notes convert all of the notes into shares of Jarden common stock, holders of Jarden's convertible notes would receive 37.9 million shares of Jarden common stock and would be entitled to receive the merger consideration of 32.7 million shares of Newell Brands common stock and $0.8 billion of cash.

The Company, with the assistance of a third-party, is undertaking a comprehensive valuation of Jarden's property, plant and equipment and identifiable intangible assets. The estimated values of these assets are not available due to the number of physical locations where property, plant and equipment is located and the unique aspects and number of Jarden's identifiable intangible assets, particularly its trade names, trademarks, customer relationships and distribution channels. Because preliminary results of the comprehensive valuation are not yet available and because of the practical challenges associated with quantifying working capital accounts as of the middle of a month (April 15), the initial accounting for the transaction is not complete.

During the three months ended March 31, 2016, the Company incurred $12.7 million of acquisition and integration costs, which primarily relate to the acquisition and integration of Jarden and are included in selling, general and administrative expenses in the Company's Condensed Consolidated Statement of Operations for the three months ended March 31, 2016.

**Footnote 3 — Discontinued Operations and Divestitures**

The following table provides a summary of amounts included in discontinued operations (*in millions*):

| | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| Net sales | $ — | $ 17.3 |
| Loss from discontinued operations before income taxes | $ (0.6) | $ (4.4) |
| Income tax benefit | (0.2) | (1.6) |
| Loss from discontinued operations | (0.4) | (2.8) |
| Net gain from sale of discontinued operations, net of tax | 0.6 | — |
| Income (loss) from discontinued operations, net of tax | $ 0.2 | $ (2.8) |

*Held for Sale*

In October 2015, the Company announced its intention to divest the Levolor® and Kirsch® window coverings brands ("Décor"). The Décor business continues to be reported in continuing operations as part of the Home Solutions segment. During March 2016, the Company entered into an agreement to sell the Décor business for an estimated price of $270.0 million, subject to working capital adjustments. The transaction is expected to close in 2016, subject to certain customary conditions, including regulatory approvals.

The Décor business generated 5.7% and 5.9% of the Company's consolidated net sales for the three months ended March 31, 2016 and 2015, respectively. The following table presents information related to the major classes of Décor's assets and liabilities that were classified as assets and liabilities held for sale in the Condensed Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015 (*in millions*):

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Inventories, net | $ 32.2 | $ 35.3 |
| Prepaid expenses and other | 7.2 | 2.0 |
| Property, plant and equipment, net | 20.5 | 18.2 |
| Goodwill | 19.2 | 19.2 |
| Other intangible assets, net | 23.7 | 23.7 |
| Total Assets | $ 102.8 | $ 98.4 |
| | | |
| Accounts payable | $ 36.1 | $ 34.8 |
| Other accrued liabilities | 8.6 | 8.5 |
| Total Liabilities | $ 44.7 | $ 43.3 |

**Footnote 4 — Stockholders' Equity and Accumulated Other Comprehensive Loss**

In August 2011, the Company announced a three-year share repurchase program (the "SRP"). Under the SRP, the Company may repurchase its own shares of common stock through a combination of 10b5-1 automatic trading plans, discretionary market purchases or in privately negotiated transactions. As expanded and extended in November 2014, the Company may repurchase a total of up to $1.1 billion of its own stock through the end of 2017 pursuant to the SRP. As of March 31, 2016, the Company had $255.9 million available under the SRP for future repurchases.

The following tables display the changes in accumulated other comprehensive loss by component for the three months ended March 31, 2016 and 2015 (*in millions*):

| | Foreign Currency Translation Loss (1) | Unrecognized Pension & Other Postretirement Costs, Net of Tax | Derivative Hedging Gain (Loss), Net of Tax | Accumulated Other Comprehensive Loss |
|---|---|---|---|---|
| Balance at December 31, 2015 | $ (411.7) | $ (422.3) | $ 0.2 | $ (833.8) |
| Other comprehensive income (loss) before reclassifications | 10.9 | 4.3 | (68.7) | (53.5) |
| Amounts reclassified to earnings | — | 2.4 | 10.7 | 13.1 |
| Net current period other comprehensive income (loss) | 10.9 | 6.7 | (58.0) | (40.4) |
| Balance at March 31, 2016 | $ (400.8) | $ (415.6) | $ (57.8) | $ (874.2) |

(1) Includes foreign exchange gains of $0.5 million arising during the three months ended March 31, 2016 associated with intercompany loans designated as long-term.

| | Foreign Currency Translation Loss (2) | Unrecognized Pension & Other Postretirement Costs, Net of Tax | Derivative Hedging Gain (Loss), Net of Tax | Accumulated Other Comprehensive Loss |
|---|---|---|---|---|
| Balance at December 31, 2014 | $ (287.8) | $ (511.7) | $ 5.1 | $ (794.4) |
| Other comprehensive (loss) income before reclassifications | (105.5) | 7.2 | 4.2 | (94.1) |
| Amounts reclassified to earnings | — | 4.0 | (3.1) | 0.9 |
| Net current period other comprehensive (loss) income | (105.5) | 11.2 | 1.1 | (93.2) |
| Balance at March 31, 2015 | $ (393.3) | $ (500.5) | $ 6.2 | $ (887.6) |

(2) Includes foreign exchange losses of $24.2 million arising during the three months ended March 31, 2015 associated with intercompany loans designated as long-term.

The following table depicts reclassifications out of accumulated other comprehensive loss to earnings for the periods indicated (*in millions*):

| | Amount Reclassified to Earnings as Expense (Benefit) in the Statements of Operations | | |
|---|---|---|---|
| | Three Months Ended March 31, | | |
| | 2016 | 2015 | Affected Line Item in the Condensed Consolidated Statements of Operations |
| Unrecognized pension and other postretirement costs: | | | |
| Prior service benefit | $ (1.2) | $ (1.7) | (1) |
| Actuarial loss | 4.7 | 7.4 | (1) |
| Total before tax | 3.5 | 5.7 | |
| Tax effect | (1.1) | (1.7) | |
| Net of tax | $ 2.4 | $ 4.0 | |
| Derivatives: | | | |
| Foreign exchange contracts on inventory-related purchases | $ (1.7) | $ (4.3) | Cost of products sold |
| Cross-currency interest rate swaps on intercompany borrowings | 11.8 | — | Other expense, net |
| Forward-starting interest rate swaps | 0.2 | 0.2 | Interest expense, net |
| Total before tax | 10.3 | (4.1) | |
| Tax effect | 0.4 | 1.0 | |
| Net of tax | $ 10.7 | $ (3.1) | |

(1) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension and other postretirement benefit costs, which are recorded in the cost of products sold and selling, general and administrative expenses line-items in the Condensed Consolidated Statements of Operations for the three months ended March 31, 2016 and 2015. See Footnote 9 for further details.

## Footnote 5 — Restructuring Costs

*Project Renewal*

Project Renewal was launched in October 2011 to reduce the complexity of the organization and increase investment in growth platforms within the business. Under Project Renewal, the Company is simplifying and aligning its businesses around two key activities, Brand & Category Development and Market Execution & Delivery; simplifying and streamlining the supply chain and overhead and partnering functions to align with the new structure; and optimizing its selling and trade marketing functions. Cumulative costs of Project Renewal are expected to be approximately $690.0 million to $725.0 million pretax, with cash costs of approximately $645.0 million to $675.0 million. Approximately 60% to 70% of the total costs are expected to be restructuring costs, a majority of which are expected to be employee-related cash costs, including severance, retirement and other termination benefits and costs. Project Renewal is expected to be complete by the end of 2017.

The following table depicts the restructuring charges incurred in connection with Project Renewal for the periods indicated (*in millions*):

| | Three Months Ended March 31, | | Since Inception Through |
|---|---|---|---|
| | 2016 | 2015 | March 31, 2016 |
| Facility and other exit costs, including impairments | $ 0.3 | $ 0.3 | $ 27.7 |
| Employee severance, termination benefits and relocation costs | (1.5) | 18.9 | 217.0 |
| Exited contractual commitments and other | 12.3 | 8.1 | 76.2 |
| | $ 11.1 | $ 27.3 | $ 320.9 |

Restructuring provisions were determined based on estimates prepared at the time the restructuring actions were approved by management and are periodically updated for changes. Restructuring amounts also include amounts recognized as incurred. The following table depicts the activity in accrued restructuring reserves for Project Renewal for the three months ended March 31, 2016 (*in millions*):

| | December 31, 2015 Balance | Provision | Costs Incurred | March 31, 2016 Balance |
|---|---|---|---|---|
| Facility and other exit costs, including impairments | $ — | $ 0.3 | $ (0.3) | $ — |
| Employee severance, termination benefits and relocation costs | 49.3 | (1.5) | (11.9) | 35.9 |
| Exited contractual commitments and other | 17.3 | 12.3 | (2.5) | 27.1 |
| | $ 66.6 | $ 11.1 | $ (14.7) | $ 63.0 |

The following table depicts the activity in accrued restructuring reserves for Project Renewal for the three months ended March 31, 2016 aggregated by reportable business segment (*in millions*):

| Segment | December 31, 2015 Balance | Provision | Costs Incurred | March 31, 2016 Balance |
|---|---|---|---|---|
| Writing | $ 14.0 | $ 4.8 | $ (0.5) | $ 18.3 |
| Home Solutions | 5.1 | 0.3 | (0.9) | 4.5 |
| Tools | 4.3 | 1.4 | (1.0) | 4.7 |
| Commercial Products | 3.8 | — | (2.1) | 1.7 |
| Baby & Parenting | — | 4.1 | (0.1) | 4.0 |
| Corporate (including discontinued operations) | 39.4 | 0.5 | (10.1) | 29.8 |
| | $ 66.6 | $ 11.1 | $ (14.7) | $ 63.0 |

The table below shows restructuring costs recognized for all restructuring activities in continuing operations for the periods indicated, aggregated by reportable business segment (*in millions*):

| | Three Months Ended March 31, | |
|---|---|---|
| Segment | 2016 | 2015 |
| Writing | $ 11.1 | $ 2.8 |
| Home Solutions | 0.6 | 4.8 |
| Tools | 1.4 | — |
| Commercial Products | — | 0.5 |
| Baby & Parenting | 4.1 | — |
| Corporate | 0.5 | 19.2 |
| | $ 17.7 | $ 27.3 |

Cash paid for all restructuring activities was $15.0 million and $14.7 million for the three months ended March 31, 2016 and 2015, respectively.

**Footnote 6 — Inventories, Net**

Inventories are stated at the lower of cost or market value. The components of net inventories were as follows (*in millions*):

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Materials and supplies | $ 122.9 | $ 117.3 |
| Work in process | 131.8 | 108.0 |
| Finished products | 616.8 | 496.5 |
| | $ 871.5 | $ 721.8 |

**Footnote 7 — Debt**

The following is a summary of outstanding debt *(in millions)*:

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Medium-term notes (original maturities up to 10 years) | $ 8,388.1 | $ 2,674.1 |
| Long-term notes (original maturities more than 10 years) | 2,223.5 | — |
| Commercial paper | 433.5 | — |
| Receivables facility | 300.0 | 350.0 |
| Other debt | 30.2 | 33.8 |
| Total debt | 11,375.3 | 3,057.9 |
| Short-term debt | (762.8) | (382.9) |
| Current portion of long-term debt | (5.9) | (5.9) |
| Long-term debt | $ 10,606.6 | $ 2,669.1 |

As a result of the adoption of of ASU 2015-03, the reported values of the medium-term notes and long-term notes are net of unamortized debt issuance costs totaling $86.0 million and $18.5 million as of March 31, 2016 and December 31, 2015, respectively.

**Interest Rate Swaps**

As of March 31, 2016, the Company was party to fixed-for-floating interest rate swaps designated as fair value hedges. The interest rate swaps relate to an aggregate $596.0 million principal amount of the medium-term notes and result in the Company effectively paying a floating rate of interest on the medium-term notes hedged by the interest rate swaps.

The medium-term note balances at March 31, 2016 and December 31, 2015 include mark-to-market adjustments of $16.2 million and $(3.1) million, respectively, to record the fair value of the hedges of the fixed-rate debt, and the mark-to-market adjustments had the effect of increasing (decreasing) the reported values of the medium-term notes, respectively. Compared to the stated rates of the underlying medium-term notes, the effect of interest rate swaps, including amortization of settled interest rate swaps and outstanding cross-currency interest rate swaps on intercompany borrowings, had the effect of reducing interest expense by $3.2 million and $3.4 million during the three months ended March 31, 2016 and 2015, respectively.

**Medium-term and Long-term Notes**

In March 2016, the Company completed the offering and sale of $8.0 billion principal amount of unsecured senior notes, consisting of $1.0 billion of aggregate principal amount of 2.60% notes due 2019 (the “2019 Notes”), $1.0 billion of aggregate principal amount of 3.15% notes due 2021 (the “2021 Notes”), $1.75 billion of aggregate principal amount of 3.85% notes due 2023 (the “2023 Notes”), $2.0 billion of aggregate principal amount of 4.20% notes due 2026 (the “2026 Notes”), $500.0 million of aggregate principal amount of 5.375% notes due 2036 (the “2036 Notes”) and $1.75 billion of aggregate principal amount of 5.50% notes due 2046 (the “2046 Notes” and together with the 2019 notes, the 2021 notes, the 2023 notes, the 2026 notes and the 2036 notes, the “Notes”). The aggregate net proceeds from the issuance of the Notes were $7.9 billion, which were used to pay the cash portion of the merger consideration in the Jarden Acquisition and to repay Jarden’s outstanding debt at closing. The Notes are senior obligations of the Company and rank equally with all of its other unsecured and unsubordinated indebtedness from time to time outstanding. At the Company’s option, all or any portion of the 2019 Notes may be redeemed at any time, all or any portion of the 2021 Notes may be redeemed at any time prior to March 1, 2021 (the date that is one month prior to the maturity date), all or any portion of the 2023 Notes may be redeemed at any time prior to February 1, 2023 (the date that is two months prior to the maturity date), all or any portion of the 2026 Notes may be redeemed at any time prior to January 1, 2026 (the date that is three months prior to the maturity date), all or any portion of the 2036 notes may be redeemed at any time prior to October 1, 2035 (the date that is six months prior to the maturity date), and all or any portion of the 2046 notes may be redeemed at any time prior to October 1, 2045 (the date that is six months prior to the maturity date) (each such date the applicable “par call date”). The redemption price for the Notes is equal to the greater of (1) 100% of the principal amount of the Notes being redeemed on the redemption date or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed (in the case of the 2026 Notes, assuming that the 2026 Notes matured on the par call date) (not including any portion of any payments of interest accrued to the redemption date), discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate, plus an applicable premium; plus in each case, accrued and unpaid interest on the Notes being redeemed to the redemption date. If the 2021 Notes are redeemed on or after a date that is one month prior to the maturity date of the 2021 Notes, the 2023 Notes are redeemed on or after a date that is two months prior to the maturity date of the 2023 Notes, the 2026 Notes are redeemed on or after a date that is three months prior to the maturity date of the 2026 Notes, or the 2036 Notes or the 2046 Notes are redeemed on or after a date that is six months prior to the maturity date of such notes, then the redemption price of such notes will be equal to 100% of the principal amount of the notes so redeemed plus accrued interest to such redemption date. The interest rate payable on each series of Notes will be subject to adjustment if either of two credit rating agencies downgrade (or subsequently upgrade) its rating assigned to the Notes, but in no event shall the interest rate payable on each series of Notes be less than the stated interest rate or more than 200 basis points greater than the stated interest rate on each series of Notes as a result of such credit rating agencies downgrades or upgrades.

In October 2015, the Company completed the offering and sale of $600.0 million of unsecured senior notes, consisting of $300.0 million aggregate principal amount of 2.15% notes due 2018 (the “2018 Notes”) and $300.0 million aggregate principal amount of 3.90% notes due 2025 (the “2025 Notes”). The aggregate net proceeds from the issuance of the 2018 Notes and 2025 Notes were $594.6 million, which were used for the acquisition of Elmer’s and for general corporate purposes.

**Receivables-Related Borrowings**

As extended and expanded, the Company’s receivables facility expires in August 2016 and provides for available borrowings of up to $400.0 million (the “Receivables Facility”). Under the Receivables Facility, the Company and certain operating subsidiaries (collectively, “the Originators”) sell their receivables to a financing subsidiary as the receivables are originated. The financing subsidiary is wholly-owned by the Company and is the owner of the purchased receivables and the borrower under the Receivables Facility. The assets of the financing subsidiary are restricted as collateral for the payment of debt or other obligations arising under the Receivables Facility, and the financing subsidiary’s assets and credit are not available to satisfy the debts and obligations owed to the Company’s or any other Originator’s creditors. The Company includes the financing subsidiary’s assets, liabilities and results of operations in its Condensed Consolidated Financial Statements. The Receivables Facility, as amended, requires, among other things, that the Company maintain a certain interest coverage ratio, and the Company was in compliance with such requirements under the Receivables Facility as of March 31, 2016. The financing subsidiary owned $796.0 million of outstanding accounts receivable as of March 31, 2016, and these amounts are included in accounts receivable, net in the Company’s Condensed Consolidated Balance Sheet at March 31, 2016. The Company had $300.0 million of outstanding borrowings under the Receivables Facility as of March 31, 2016.

Prior to completion of the Jarden Acquisition in April 2016, Jarden maintained a $500.0 million receivables purchase agreement (the “Securitization Facility”) that matures in October 2016 pursuant to which a substantial portion of Jarden’s U.S. accounts receivable were sold to a wholly-owned subsidiary of Jarden. Jarden’s wholly-owned subsidiary funded these purchases with borrowings under a loan agreement, and such borrowings were secured by the purchased accounts receivable. Upon completion of the Jarden Acquisition in April 2016, Jarden’s Securitization Facility was amended to provide for borrowings to a subsidiary of the Company on terms substantially similar to those under Jarden’s Securitization Facility, and borrowings by the Company’s subsidiary under the Securitization Facility are collateralized by a portion of the Company’s U.S. accounts receivable.

**Revolving Credit Facility and Commercial Paper**

In January 2016, the Company entered into a five-year revolving credit agreement (the “Revolving Credit Agreement”) with a syndicate of banks. The Revolving Credit Agreement amends and restates in its entirety the Company’s previous revolving credit facility. The Revolving Credit Agreement provides for an unsecured syndicated revolving credit facility with a maturity date of January 2021, and an aggregate commitment at any time outstanding of up to $1.25 billion (the “Facility”). The Company may from time to time request increases in the aggregate commitment to up to $1.75 billion upon the satisfaction of certain conditions. The Company may request extensions of the maturity date of the Facility (subject to lender approval) for additional one-year periods. Borrowings under the Facility will be used for general corporate purposes, and the Facility provides the committed backup liquidity required to issue commercial paper. Accordingly, commercial paper may be issued only up to the amount available for borrowing under the Facility. Under the Facility, the Company may borrow funds on a variety of interest rate terms. The Revolving Credit Agreement, as amended, requires, among other things, that the Company maintain certain interest coverage and debt-to-total capitalization ratios, and the Company was in compliance with such requirements under the Revolving Credit Agreement as of March 31, 2016. The Facility also provides for the issuance of up to $100.0 million of letters of credit, so long as there is a sufficient amount available for borrowing under the Facility. The Company may borrow, prepay and re-borrow amounts under the Facility at any time prior to termination of the Facility. As of March 31, 2016, there were no borrowings or standby letters of credit issued or outstanding under the Facility. As of March 31, 2016, the Company had outstanding commercial paper obligations of $433.5 million, resulting in $816.5 million of borrowing capacity under the Facility.

In addition to the committed portion of the Facility, the Revolving Credit Agreement provides for extensions of competitive bid loans from one or more lenders (at the lenders’ discretion) of up to $500.0 million, which are not a utilization of the amount available for borrowing under the Facility.

**Bridge Credit Facility**

On December 13, 2015, the Company entered into a commitment letter with a lender. The lender committed to provide financing for the Jarden transaction, consisting of a $10.5 billion senior unsecured bridge facility (the “Jarden Bridge Facility”). The availability under the Jarden Bridge Facility was subject to reduction in equivalent amounts upon the completion of any issuance of debt securities by the Company and upon other specified events. Due to the Company entering into the term loan credit agreement as described below, completing the issuance of the Notes in March 2016 and other considerations, the Jarden Bridge Facility was terminated. Other current assets as of December 31, 2015 included $45.9 million of unamortized origination fees associated with the commitment letter contemplating the Jarden Bridge Facility. Upon cancellation of the Jarden Bridge Facility, the $45.9 million of issuance costs were written off and recorded as a loss related to termination of credit facility in the Condensed Consolidated Statement of Operations for the three months ended March 31, 2016.

**Term Loan Credit Agreement**

On January 26, 2016, the Company entered into a credit agreement (the “Term Loan Credit Agreement”) for a $1.5 billion senior unsecured term loan facility with a syndicate of banks. In April 2016, the Company borrowed $1.5 billion pursuant to the Term Loan Credit Agreement, and the borrowings were used to pay a portion of the cash portion of the merger consideration in connection with the Jarden Acquisition. The Term Loan Credit Agreement provides for a maturity date of three years from the closing date of the Jarden Acquisition and requires the Company to repay 5% of the initial borrowings by each of April 2017 and April 2018, 45% of the borrowings by October 2018 and the remaining 45% of the borrowings by April 2019. At the Company’s election, borrowings under the Term Loan Credit Agreement bear interest either at (i) the eurodollar rate plus an applicable margin, or (ii) the base rate plus an applicable margin. At issuance, borrowings under the Term Loan Credit Agreement bear interest at 2.0%.

**Notes Exchange**

In March 2016, the Company commenced exchange offers (the “Exchange Offers”) pursuant to which the Company offered to issue new senior notes (the “Newell Notes”) in exchange for €300 million aggregate principal amount of the outstanding 3.75% senior notes due October 2021 issued by Jarden and of the $300 million aggregate principal amount of the outstanding 5.00% senior notes due November 2023 issued by Jarden (collectively, the “Existing Jarden Notes”) and concurrently solicited consents (the “Consent Solicitations”) from the eligible holders of the Existing Jarden Notes to amend the related indentures. The Exchange Offers and Consent Solicitations expired and were settled in April 2016. The aggregate principal amount of each series of Newell Notes issued in the Exchange Offers totaled €271.9 million of 3.75% senior notes due October 2021 and $295.1 million 5.00% senior notes due November 2023. The Newell Notes are senior unsecured obligations of the Company and rank equally in right of payment with all of its other existing or future senior unsecured debt, and are structurally subordinated to the secured and unsecured debt of the Company’s subsidiaries, including any debt of Jarden that remains outstanding.

The Exchange Offers were not registered under the Securities Act of 1933, and as a result, the Newell Notes may not be offered or sold in the U.S. absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933 and applicable state laws. In connection with the completion of the Exchange Offers, the Company entered into a registration rights agreement pursuant to which the Company agreed to use its commercially reasonable efforts to file a registration statement before January 2017 relating to an offer to exchange the Newell Notes for registered notes of the Company having substantially the same terms as the Newell Notes. The interest rates on the Newell Notes are subject to increases if the Company does not fulfill its obligation to timely offer to exchange the Newell Notes for registered notes of the Company having substantially the same terms as the Newell Notes.

Following the consummation of the Exchange Offers, Jarden had outstanding approximately (i) €28.1 million in aggregate principal amount of its 3.75% senior notes due October 2021 and (ii) $4.9 million in aggregate principal amount of its 5.00% senior notes due November 2023 (the “Remaining Existing Jarden Notes”). In April 2016, Jarden entered into supplemental indentures related to the Remaining Existing Jarden Notes that eliminated substantially all of the restrictive covenants, eliminated the cross-default under Jarden’s indebtedness as an event of default, released the guarantees of any guarantors on the Remaining Existing Jarden Notes and evidenced the assumption of the obligations of the Remaining Existing Jarden Notes by a wholly-owned subsidiary of the Company. The Remaining Existing Jarden Notes are the senior unsecured obligations of a wholly-owned subsidiary of the Company.

**Footnote 8 — Derivatives**

The use of financial instruments, including derivatives, exposes the Company to market risk related to changes in interest rates, foreign currency exchange rates and commodity prices. The Company primarily uses derivatives to manage its interest rate exposure, to achieve a desired proportion of variable and fixed-rate debt, to manage the risk associated with the volatility of future cash flows denominated in foreign currencies and to manage changes in fair value resulting from changes in foreign currency exchange rates. The Company does not use derivative instruments for speculative or trading purposes.

*Fair Value Hedges-Interest Rate Swap Agreements*

The Company enters into interest rate swap agreements related to existing debt obligations with initial maturities ranging from five to ten years. The Company’s interest rate swap agreements have the economic effect of modifying the fixed interest obligations associated with approximately $596.0 million of the medium-term notes so that the interest payable on these medium-term notes effectively became variable. The Company uses these interest rate swap agreements to manage its interest rate exposure and to achieve a desired proportion of variable and fixed-rate debt. The critical terms of the interest rate swap agreements match the critical terms of the medium-term notes that the interest rate swap agreements pertain to, including the notional amounts and maturity dates. These transactions are characterized as fair value hedges for accounting purposes because they protect the Company against changes in the fair values of certain fixed-rate borrowings due to benchmark interest rate movements. The changes in fair values of these interest rate swap agreements are recognized as interest expense in the Condensed Consolidated Statements of Operations with the corresponding amounts included in other assets or other noncurrent liabilities in the Condensed Consolidated Balance Sheets. The amount of net gain (loss) attributable to the risk being hedged is recognized as interest expense in the Condensed Consolidated Statements of Operations with the corresponding amount included in Current Portion of Long-term Debt and Long-term Debt. The periodic interest settlements for the interest rate swap agreements are recorded as interest expense and are included as a part of cash flows from operating activities.

*Cash Flow Hedges-Forward-Starting Interest Rate Swaps*

The Company also uses derivatives to hedge interest rates on anticipated issuances of medium-term and long-term notes occurring within one year or less of the inception date of the derivative, and the Company uses these instruments to reduce the volatility in future interest payments that would be made pursuant to the anticipated issuances of the notes. These derivatives are designated as cash flow hedges. The changes in fair values of these instruments are recognized in other comprehensive income (loss), and after the notes are issued and the derivative instruments are settled, the amount in other comprehensive income (loss) is amortized to interest expense in the Condensed Consolidated Statements of Operations over the term of the related notes. The cash paid or received from the settlement of forward-starting interest rate swaps is included in cash flows from operating activities.

*Cash Flow Hedges-Cross-Currency Interest Rate Swap Agreements*

The Company’s foreign exchange risk management policy emphasizes hedging foreign currency intercompany financing activities with derivatives with maturity dates of three years or less. The Company uses derivative instruments, such as cross-currency interest rate swap agreements, to hedge currency risk associated with foreign currency-denominated assets and liabilities associated with intercompany financing activities. In connection with intercompany financing arrangements entered into in April 2015, the Company entered into two cross-currency interest rate swap agreements to manage the related foreign currency exchange risk of the intercompany financing arrangements. As of March 31, 2016, the notional value of outstanding cross-currency interest rate swaps was $185.2 million, and the cross-currency interest rate swaps are intended to eliminate uncertainty in cash flows in U.S. Dollars and British Pounds in connection with the intercompany financing arrangements. The cross-currency interest rate swap agreements have been designated as qualifying hedging instruments and are accounted for as cash flow hedges. The critical terms of the cross-currency interest rate swap agreements correspond to the terms of the intercompany financing arrangements, including the annual principal and interest payments being hedged, and the cross-currency interest rate swap agreements mature at the same time as the intercompany financing arrangements.

The Company uses the hypothetical derivative method to measure the effectiveness of its cross-currency interest rate swap agreements. The fair values of these cross-currency interest rate swap agreements are recognized as other assets or other noncurrent liabilities in the Condensed Consolidated Balance Sheets. The effective portions of the changes in fair values of these cross-currency interest rate swap agreements are reported in accumulated other comprehensive income (loss) in the Condensed Consolidated Balance Sheets and an amount is reclassified out of accumulated other comprehensive income (loss) into other expense, net, in the same period that the carrying value of the underlying foreign currency intercompany financing arrangements are remeasured. The ineffective portion of the unrealized gains and losses on these cross-currency interest rate swaps, if any, is recorded immediately to other expense, net. The Company evaluates the effectiveness of its cross-currency swap agreements on a quarterly basis, and the Company did not record any ineffectiveness for the three months ended March 31, 2016. The cash flows related to the cross-currency interest rate swap agreements, including amounts related to the periodic interest settlements and the principal balances, are included in cash flows from operating activities.

*Cash Flow Hedges-Foreign Currency Forward Contracts*

The Company’s foreign exchange risk management policy generally emphasizes hedging certain transaction exposures of 18-month durations or less. The Company transacts business in various foreign currencies and periodically enters into primarily foreign currency forward contracts to offset the risks associated with the effects of certain foreign currency exposures, and the Company has designated such instruments as hedges of probable forecasted foreign currency denominated sales or purchases. As of March 31, 2016, the notional amounts of the forward contracts held to purchase U.S. Dollars in exchange for other major international currencies was $179.5 million, and the notional amounts of additional forward contracts held to buy and sell international currencies were $5.9 million. The net gains (losses) related to these forward contracts are included in accumulated other comprehensive income (loss) until the hedged transaction occurs or when the hedged transaction is no longer probable of occurring. The net gains (losses) in accumulated other comprehensive income (loss) are generally reclassified to cost of products sold in the Condensed Consolidated Statements of Operations because the forward currency contracts generally hedge purchases of inventory. The cash flows related to these foreign currency contracts are included in cash flows from operating activities.

Hedging instruments are not available for certain currencies in countries in which the Company has operations. In these cases, the Company uses alternative means in an effort to achieve an economic offset to the local currency exposure such as invoicing and/or paying intercompany and third party transactions in U.S. Dollars.

The Company reports its derivative positions in the Condensed Consolidated Balance Sheets on a gross basis and does not net asset and liability derivative positions with the same counterparty. The Company monitors its positions with, and the credit quality of, the financial institutions that are parties to its financial transactions. Gains and losses from changes in fair values of derivatives that are not designated as hedges for accounting purposes are recognized currently in earnings, and such amounts were not material for the three months ended March 31, 2016 and 2015.

The following table summarizes the Company's outstanding derivative instruments and their effects on the Condensed Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015 (*in millions*):

| | | Assets | | | Liabilities | |
|---|---|---|---|---|---|---|
| **Derivatives designated as hedging instruments** | **Balance Sheet Location** | **March 31, 2016** | **December 31, 2015** | **Balance Sheet Location** | **March 31, 2016** | **December 31, 2015** |
| Interest rate swaps | Other assets | $ 16.2 | $ 2.2 | Other noncurrent liabilities | $ — | $ 5.3 |
| Forward-starting interest rate swaps | Prepaid expenses and other | — | 0.1 | Other accrued liabilities | — | 3.2 |
| Cross-currency interest rate swaps | Other assets | — | 0.6 | Other noncurrent liabilities | 12.8 | 3.3 |
| Foreign exchange contracts on inventory-related purchases | Prepaid expenses and other and other assets | 1.3 | 6.6 | Other accrued liabilities | 1.6 | 0.1 |
| Foreign exchange contracts on intercompany borrowings | Prepaid expenses and other | 0.1 | — | Other accrued liabilities | — | 1.6 |
| Total assets | | $ 17.6 | $ 9.5 | Total liabilities | $ 14.4 | $ 13.5 |

The fair values of outstanding derivatives that are not designated as hedges for accounting purposes were not material as of March 31, 2016 and December 31, 2015.

The Company is not a party to any derivatives that require collateral to be posted prior to settlement.

**Fair Value Hedges**

The following table presents the pretax effects of derivative instruments designated as fair value hedges on the Company's Condensed Consolidated Statements of Operations (*in millions*):

| | | Amount of gain (loss) recognized in income<br>Three Months Ended<br>March 31, | |
|---|---|---|---|
| **Derivatives in fair value hedging relationships** | **Location of gain (loss) recognized in income** | **2016** | **2015** |
| Interest rate swaps | Interest expense, net | $ 19.3 | $ 11.2 |
| Fixed-rate debt | Interest expense, net | $ (19.3) | $ (11.2) |

The Company did not realize any ineffectiveness related to fair value hedges during the three months ended March 31, 2016 and 2015.

**Cash Flow Hedges**

The following table presents the pretax effects of derivative instruments designated as cash flow hedges on the Company's Condensed Consolidated Statements of Operations and accumulated other comprehensive income (loss) ("AOCI") (*in millions*):

| | | Amount of gain (loss) reclassified from AOCI into income | |
|---|---|---|---|
| | | Three Months Ended March 31, | |
| **Derivatives in cash flow hedging relationships** | **Location of gain (loss) recognized in income** | **2016** | **2015** |
| Forward-starting interest rate swaps | Interest expense, net | $ (0.2) | $ (0.2) |
| Cross-currency interest rate swaps on intercompany borrowings | Other expense, net | (11.8) | — |
| Foreign exchange contracts on inventory-related purchases | Cost of products sold | 1.7 | 4.3 |
| | | $ (10.3) | $ 4.1 |

| | Amount of gain (loss) recognized in AOCI | |
|---|---|---|
| | Three Months Ended March 31, | |
| **Derivatives in cash flow hedging relationships** | **2016** | **2015** |
| Forward-starting interest rate swaps | $ (88.1) | $ — |
| Cross-currency interest rate swaps on intercompany borrowings | (10.1) | — |
| Foreign exchange contracts on inventory-related purchases | (5.2) | 5.8 |
| Foreign exchange contracts on intercompany borrowings | 0.2 | 2.6 |
| | $ (103.2) | $ 8.4 |

During December 2015, the Company entered into forward-starting interest rate swaps for an aggregate $1.0 billion notional amount for the aniticipated issuance of notes to finance the Jarden Acquisition (the " 2015 Swaps"). During January 2016, the Company entered into additional forward-starting interest rate swaps for an aggregate $1.3 billion notional amount (collectively with the 2015 Swaps, the "Swaps"). The total notional amount of the Swaps relating to the anticipated issuance of medium-term and long-term notes for the Jarden Acquisition was $2.3 billion. In March 2016, the Company completed the offering and sale of the notes (see Footnote 7 for additional information) and settled the Swaps. The net pretax loss and net amount paid upon settlement of the Swaps was $91.2 million, which was recorded in AOCI net of tax and is included in cash used in operating activities in the Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2016. As the Swaps hedged the benchmark rates associated with the anticipated issuances of notes, the losses associated with the Swaps will be reclassified from AOCI to interest expense over the terms of the Notes the Swaps were designated to hedge.

The Company did not realize any ineffectiveness related to cash flow hedges during the three months ended March 31, 2016 and 2015. As of March 31, 2016, the Company expects to reclassify net pretax losses of $10.0 million from AOCI into earnings during the next 12 months, which primarily relate to the Swaps.

**Footnote 9 — Employee Benefit and Retirement Plans**

The following table presents the components of the Company's pension cost, including supplemental retirement plans, for the three months ended March 31, (*in millions*):

| | U.S. | | International | |
|---|---|---|---|---|
| | **2016** | **2015** | **2016** | **2015** |
| Service cost-benefits earned during the period | $ 0.7 | $ 0.8 | $ 1.3 | $ 1.5 |
| Interest cost on projected benefit obligation | 7.6 | 10.3 | 4.6 | 5.0 |
| Expected return on plan assets | (11.4) | (14.4) | (5.5) | (5.7) |
| Amortization of prior service cost, actuarial loss and other | 5.4 | 6.8 | 0.7 | 0.9 |
| Net periodic pension cost | $ 2.3 | $ 3.5 | $ 1.1 | $ 1.7 |

The following table presents the components of the Company's other postretirement benefit costs for the three months ended March 31, (*in millions*):

| | 2016 | 2015 |
|---|---|---|
| Service cost-benefits earned during the period | $ — | $ 0.1 |
| Interest cost on projected benefit obligation | 0.5 | 0.8 |
| Amortization of prior service benefit and actuarial gains | (2.6) | (1.9) |
| Net other postretirement benefit cost (benefit) | $ (2.1) | $ (1.0) |

The Company made cash contributions to the Company-sponsored profit sharing plan of $16.4 million during each of the three months ended March 31, 2016 and 2015. The Company made a voluntary cash contribution of $70.0 million to its U.S. defined benefit plan in January 2015.

**Footnote 10 — Income Taxes**

The Company's income tax expense and resulting effective tax rate are based upon the respective estimated annual effective tax rates applicable for the respective periods adjusted for the effects of items required to be treated as discrete to the period, including changes in tax laws, changes in estimated exposures for uncertain tax positions and other items.

The Company's effective tax rates for the three months ended March 31, 2016 and 2015 are impacted by the geographical mix of earnings and the tax benefit related to costs associated with the termination of the Jarden Bridge Facility.

**Footnote 11 — Earnings per Share**

The calculation of basic and diluted earnings per share is as follows (*in millions, except per share data*):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Numerator for basic and diluted earnings per share: | | |
| Income from continuing operations | $ 40.3 | $ 56.9 |
| Income (loss) from discontinued operations | 0.2 | (2.8) |
| Net income | $ 40.5 | $ 54.1 |
| Dividends and equivalents for share-based awards expected to be forfeited | — | — |
| Net income for basic and diluted earnings per share | $ 40.5 | $ 54.1 |
| Denominator for basic and diluted earnings per share: | | |
| Weighted-average shares outstanding | 267.7 | 268.9 |
| Share-based payment awards classified as participating securities | 1.0 | 1.6 |
| Denominator for basic earnings per share | 268.7 | 270.5 |
| Dilutive securities [(1)] | 1.4 | 2.2 |
| Denominator for diluted earnings per share | 270.1 | 272.7 |
| Basic earnings per share: | | |
| Income from continuing operations | $ 0.15 | $ 0.21 |
| Income (loss) from discontinued operations | $ — | $ (0.01) |
| Net income | $ 0.15 | $ 0.20 |
| Diluted earnings per share: | | |
| Income from continuing operations | $ 0.15 | $ 0.21 |
| Income (loss) from discontinued operations | $ — | $ (0.01) |
| Net income | $ 0.15 | $ 0.20 |

(1) Dilutive securities include "in the money" options, non-participating restricted stock units and performance stock units. The weighted-average shares outstanding for the three months ended March 31, 2016 and 2015 exclude the weighted average effect of 0.1 million and 0.6 million outstanding restricted stock units, respectively, because the securities were anti-dilutive.

**Footnote 12 — Stock-Based Compensation**

The Company measures compensation cost for all stock awards at fair value on the date of grant and recognizes compensation cost, net of estimated forfeitures, over the requisite service period for awards expected to vest. The Company recognized $9.9 million and $6.8 million of pretax stock-based compensation expense during the three months ended March 31, 2016 and 2015, respectively.

The following table summarizes the changes in the number of shares of common stock underlying outstanding stock options for the three months ended March 31, 2016 (*in millions, except weighted-average exercise prices*):

| | Options Outstanding and Exercisable | Weighted-Average Exercise Price | Aggregate Intrinsic Value Exercisable |
|---|---|---|---|
| Outstanding at December 31, 2015 | 1.2 | $ 20 | $ 28.1 |
| Exercised | (0.2) | 17 | |
| Outstanding at March 31, 2016 | 1.0 | $ 21 | $ 22.0 |

The following table summarizes the changes in the number of outstanding restricted stock units for the three months ended March 31, 2016 (*shares in millions*):

| | Restricted Stock Units | Weighted-Average Grant Date Fair Value |
|---|---|---|
| Outstanding at December 31, 2015 | 2.9 | $ 34 |
| Vested | (0.9) | 26 |
| Outstanding at March 31, 2016 | 2.0 | $ 37 |

During 2014 and 2015, the Company awarded performance stock units which entitle recipients to shares of the Company’s stock at the end of a three-year vesting period if specified performance or market conditions are achieved (“PSUs”). The PSUs generally entitle recipients to shares of common stock equal to 0% up to 200% of the number of units granted at the vesting date depending on the level of achievement of the specified performance, market and service conditions. As of March 31, 2016, 1.1 million PSUs were outstanding. Based on performance through March 31, 2016, holders of unvested PSUs would be entitled to approximately 1.2 million shares at the vesting date. The PSUs are included in the preceding table as if the holders of PSUs earn shares equal to 100% of the units granted.

**Footnote 13 — Fair Value Disclosures**

**Recurring Fair Value Measurements**

The following tables present the Company's non-pension financial assets and liabilities which are measured at fair value on a recurring basis (*in millions*):

| Fair Value as of March 31, 2016 | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| Assets | | | | |
| Investment securities, including mutual funds [1] | $ 7.9 | $ 4.6 | $ 3.3 | $ — |
| Interest rate swaps | 16.2 | — | 16.2 | — |
| Foreign currency derivatives | 1.4 | — | 1.4 | — |
| Total | $ 25.5 | $ 4.6 | $ 20.9 | $ — |
| Liabilities | | | | |
| Cross-currency interest rate swaps | 12.8 | — | 12.8 | — |
| Foreign currency derivatives | 1.6 | — | 1.6 | — |
| Total | $ 14.4 | $ — | $ 14.4 | $ — |
| **Fair Value as of December 31, 2015** | | | | |
| Assets | | | | |
| Investment securities, including mutual funds [1] | $ 6.9 | $ 4.5 | $ 2.4 | $ — |
| Interest rate swaps | 2.2 | — | 2.2 | — |
| Forward-starting interest rate swaps | 0.1 | — | 0.1 | — |
| Cross-currency interest rate swaps | 0.6 | — | 0.6 | — |
| Foreign currency derivatives | 6.6 | — | 6.6 | — |
| Total | $ 16.4 | $ 4.5 | $ 11.9 | $ — |
| Liabilities | | | | |
| Interest rate swaps | $ 5.3 | $ — | $ 5.3 | $ — |
| Forward-starting interest rate swaps | 3.2 | — | 3.2 | — |
| Cross-currency interest rate swaps | 3.3 | — | 3.3 | — |
| Foreign currency derivatives | 1.7 | — | 1.7 | — |
| Total | $ 13.5 | $ — | $ 13.5 | $ — |

(1) The values of investment securities, including mutual funds, are classified as cash and cash equivalents ($2.9 million and $2.0 million as of March 31, 2016 and December 31, 2015, respectively) and other assets ($5.0 million and $4.9 million as of March 31, 2016 and December 31, 2015, respectively).

For publicly-traded mutual funds, fair value is determined on the basis of quoted market prices and, accordingly, such investments have been classified as Level 1. Other investment securities are valued at the net asset value per share or unit multiplied by the number of shares or units held as of the measurement date and have been classified as Level 2. The Company determines the fair value of its derivative instruments using standard pricing models and market-based assumptions for all significant inputs, such as yield curves and quoted spot and forward exchange rates. Accordingly, the Company's derivative instruments are classified as Level 2.

**Nonrecurring Fair Value Measurements**

The Company's nonfinancial assets which are measured at fair value on a nonrecurring basis include property, plant and equipment, goodwill, intangible assets and certain other assets. During the three months ended March 31, 2016, impairments associated with plans to dispose of certain property, plant and equipment were not material. In the absence of a definitive sales price for these and similar types of assets, the Company generally uses projected cash flows, discounted as necessary, or market multiples to estimate the fair values of the impaired assets using key inputs such as management's projections of cash flows on a held-and-used basis (if applicable), management's projections of cash flows upon disposition and discount rates. Key inputs into the market multiple approach include identifying companies comparable to the Company's business and estimated control premiums. Accordingly, these fair value measurements fall in Level 3 of the fair value hierarchy. These assets and certain liabilities are measured at fair value on a nonrecurring basis as part of the Company's impairment assessments and as circumstances require. During the three months ended March 31, 2016, no material nonrecurring fair value measurements were required for testing assets for impairment.

**Financial Instruments**

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable, derivative instruments, notes payable and short and long-term debt. The carrying values for current financial assets and liabilities, including cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximate fair value due to the short maturity of such instruments. The fair values of the Company's derivative instruments are recorded in the Condensed Consolidated Balance Sheets and are disclosed in Footnote 8.

The fair values of the Company's medium-term and long-term notes are based on quoted market prices (Level 1) and are as follows (*in millions*):

| | March 31, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| | Fair Value | Book Value | Fair Value | Book Value |
| Medium-term and long-term notes | $ 11,140.0 | $ 10,611.6 | $ 2,660.7 | $ 2,674.1 |

The carrying amounts of all other significant debt approximate fair value.

**Footnote 14 — Segment Information**

The Company's reportable segments as of March 31, 2016 are as follows:

| Segment | Key Brands | Description of Primary Products |
|---|---|---|
| Writing | Sharpie®, Paper Mate®, Expo®, Prismacolor®, Mr. Sketch®, Elmer's®, X-Acto®, Parker®, Waterman®, Dymo® Office | Writing instruments, including markers and highlighters, pens and pencils; art products; activity-based adhesive and cutting products; fine writing instruments; labeling solutions |
| Home Solutions | Rubbermaid®, Contigo®, bubba®, Calphalon®, Levolor®, Goody® | Indoor/outdoor organization, food storage and home storage products; durable beverage containers; gourmet cookware, bakeware and cutlery; window treatments; hair care accessories |
| Tools | Irwin®, Lenox®, hilmor™, Dymo® Industrial | Hand tools and power tool accessories; industrial bandsaw blades; tools for HVAC systems; label makers and printers for industrial use |
| Commercial Products | Rubbermaid Commercial Products® | Cleaning and refuse products; hygiene systems; material handling solutions |
| Baby & Parenting | Graco®, Baby Jogger®, Aprica®, Teutonia® | Infant and juvenile products such as car seats, strollers, highchairs and playards |

The Company’s segment and geographic results are as follows for the periods indicated (*in millions*):

| | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| Net Sales [1] | | |
| Writing | $ 378.8 | $ 341.8 |
| Home Solutions | 372.1 | 364.5 |
| Tools | 179.7 | 180.4 |
| Commercial Products | 174.5 | 185.2 |
| Baby & Parenting | 209.8 | 192.1 |
| | $ 1,314.9 | $ 1,264.0 |
| Operating Income (Loss) [2] | | |
| Writing | $ 83.8 | $ 82.4 |
| Home Solutions | 36.1 | 38.5 |
| Tools | 18.7 | 22.2 |
| Commercial Products | 22.4 | 17.0 |
| Baby & Parenting | 23.1 | 0.5 |
| Restructuring costs | (17.7) | (27.3) |
| Corporate | (41.0) | (35.1) |
| | $ 125.4 | $ 98.2 |

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Identifiable Assets | | |
| Writing | $ 1,382.7 | $ 1,286.5 |
| Home Solutions | 816.4 | 776.7 |
| Tools | 596.7 | 578.8 |
| Commercial Products | 344.3 | 351.7 |
| Baby & Parenting | 474.4 | 485.1 |
| Corporate [3] | 11,718.3 | 3,780.7 |
| | $ 15,332.8 | $ 7,259.5 |

**Geographic Area Information**

| (*in millions*) | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| Net Sales (1), (4) | | |
| United States | $ 995.9 | $ 917.2 |
| Canada | 48.2 | 46.2 |
| Total North America | 1,044.1 | 963.4 |
| Europe, Middle East and Africa | 127.6 | 127.6 |
| Latin America | 55.8 | 89.4 |
| Asia Pacific | 87.4 | 83.6 |
| Total International | 270.8 | 300.6 |
| | $ 1,314.9 | $ 1,264.0 |
| Operating Income (2), (5) | | |
| United States | $ 98.7 | $ 76.5 |
| Canada | 6.5 | 5.3 |
| Total North America | 105.2 | 81.8 |
| Europe, Middle East and Africa | 17.4 | 8.6 |
| Latin America | 1.1 | 4.7 |
| Asia Pacific | 1.7 | 3.1 |
| Total International | 20.2 | 16.4 |
| | $ 125.4 | $ 98.2 |

(1) All intercompany transactions have been eliminated. Sales to Wal-Mart Stores, Inc. and subsidiaries amounted to approximately 12.7% and 9.6% of consolidated net sales in the three months ended March 31, 2016 and 2015, respectively.

(2) Operating income (loss) by segment is net sales less cost of products sold and selling, general & administrative ("SG&A") expenses for continuing operations. Operating income by geographic area is net sales less cost of products sold, SG&A expenses, restructuring costs and impairment charges, if any, for continuing operations. Certain headquarters expenses of an operational nature are allocated to business segments and geographic areas primarily on a net sales basis. Corporate depreciation and amortization is allocated to the segments on a percentage of sales basis, and the allocated depreciation and amortization is included in segment operating income.

(3) Corporate assets primarily include goodwill, capitalized software, cash, benefit plan assets, deferred tax assets and assets held for sale.

(4) Geographic sales information is based on the region from which the products are shipped and invoiced.

(5) The following table summarizes the restructuring costs by region included in operating income (loss) above (*in millions*):

| | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|---|---|---|
| Restructuring Costs | | |
| United States | $ 16.9 | $ 10.4 |
| Canada | 0.9 | 3.0 |
| Total North America | 17.8 | 13.4 |
| Europe, Middle East and Africa | 0.4 | 11.7 |
| Latin America | (0.7) | 0.6 |
| Asia Pacific | 0.2 | 1.6 |
| Total International | (0.1) | 13.9 |
| | $ 17.7 | $ 27.3 |

**Footnote 15 — Other Accrued Liabilities**

Other accrued liabilities included the following (*in millions*):

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Customer accruals | $ 266.7 | $ 314.8 |
| Accruals for manufacturing, marketing and freight expenses | 65.1 | 73.0 |
| Accrued self-insurance liabilities | 60.5 | 61.9 |
| Accrued pension, defined contribution and other postretirement benefits | 23.6 | 35.2 |
| Accrued contingencies, primarily legal, environmental and warranty | 24.8 | 24.3 |
| Accrued restructuring (See Footnote 5) | 70.0 | 67.4 |
| Accrued income taxes | 6.7 | 67.4 |
| Other | 108.3 | 84.9 |
| Other accrued liabilities | $ 625.7 | $ 728.9 |

Customer accruals are promotional allowances and rebates, including cooperative advertising, given to customers in exchange for their selling efforts and volume purchased as well as allowances for returns. Payments for annual rebates and other customer programs are generally made in the first quarter of the year. The self-insurance accrual is primarily casualty liabilities such as workers' compensation, general and product liability and auto liability and is estimated based upon historical loss experience combined with actuarial evaluation methods, review of significant individual files and the application of risk transfer programs.

**Footnote 16 — Litigation and Contingencies**

The Company is involved in legal proceedings in the ordinary course of its business. These proceedings include claims for damages arising out of use of the Company's products, allegations of infringement of intellectual property, commercial disputes and employment matters, as well as environmental matters. Some of the legal proceedings include claims for punitive as well as compensatory damages, and certain proceedings may purport to be class actions.

The Company, using current product sales data and historical trends, actuarially calculates the estimate of its exposure for product liability. The Company had product liability reserves of $40.9 million and $41.2 million as of March 31, 2016 and December 31, 2015, respectively. The Company is insured for product liability claims for amounts in excess of established deductibles and accrues for the estimated liability as described up to the limits of the deductibles. All other claims and lawsuits are handled on a case-by-case basis.

*Recall of Harness Buckles on Select Car Seats*

In February 2014, Graco, a subsidiary of the Company, announced a voluntary recall in the U.S. of harness buckles used on approximately 4 million toddler car seats manufactured between 2006 and 2013. In July 2014, Graco announced that it had agreed to expand the recall to include certain infant car seats manufactured between July 2010 and May 2013. There have been no reported injuries associated with the recalled harness buckles used on these toddler or infant car seats. In December 2014, the National Highway Traffic Safety Administration ("NHTSA") announced an investigation into the timeliness of the recall, and in March 2015, the investigation concluded with Graco entering into a consent order with NHTSA pursuant to which Graco committed to spend $7.0 million in total over a five-year period to enhance child passenger safety and make a $3.0 million payment to NHTSA, which was paid in the three months ended June 30, 2015. With respect to the $7.0 million required to be spent over five years, the Company has spent approximately $1.1 million to date. The Company recorded the $10.0 million of costs associated with the consent order in the three months ended March 31, 2015.

*Legal Matters*

A putative class action lawsuit (*Vincent A. Hirsch v. James E. Lillie, Martin E. Franklin, Ian G.H. Ashken, Michael S. Gross, Robert L. Wood, Irwin D. Simon, William P. Lauder, Ros L'esperance, Peter A. Hochfelder, Newell Rubbermaid Inc., NCPF Acquisition Corp. I and NCPF Acquisition Corp. II*, Case No. 9:16-CV-80258 (United States District Court for the Southern District of Florida)) was filed on February 24, 2016, purportedly on behalf of Jarden shareholders against the individually named director defendants, who are directors of Jarden. The Company and its subsidiaries NCPF Acquisition Corp. I and NCPF Acquisition Corp. II are also named as defendants. The Complaint alleges claims under § 14(a) of the Securities Exchange Act of 1934 (the "Exchange Act"); SEC Rule 14a-9 against all defendants; and Section 20(a) of the Exchange Act against the individual director defendants. Plaintiff alleges that the joint proxy/prospectus of the Company and Jarden concerning the proposed merger contemplated by the Merger Agreement omitted certain information. The parties have entered into a settlement term sheet, pursuant to which the Company added certain disclosures to its Registration Statement on Form S-4. Subject to court approval of the settlement agreement and the lead plaintiff and lead counsel, the shareholder claims will be released, and the defendants will reimburse up to $0.6 million in attorney fees.

A second putative class action lawsuit (*Jessica Paree v. Martin E. Franklin, et al* (Circuit Court of the Fifteenth Judicial District in and for Palm Beach County, Florida)) was filed on March 10, 2016, purportedly on behalf of Jarden stockholders, against the individually named director defendants, all of whom are directors of Jarden. The Company and two of its subsidiaries are also named as defendants. The complaint generally alleges that the director defendants breached their fiduciary duties owed to Jarden stockholders regarding the merger consideration agreed to and the process undertaken by the director defendants in connection with the Jarden transaction, and that the Company and two of its subsidiaries aided and abetted such breaches. Plaintiff further alleges that defendants have (i) solicited stockholder action pursuant to a materially false and misleading joint proxy statement/prospectus, (ii) failed to include all material information concerning the unfair sales process that resulted in the merger transactions, and (iii) materially omitted certain information related to the financial analyses performed by Jarden's financial advisor. Plaintiff seeks, among other things, preliminary and permanent injunctive relief enjoining the merger transactions, rescission or rescissory damages in the event the Jarden transaction is consummated, an award of attorneys' and experts' fees and costs, and a direction from the court that Jarden's individual board members account for all damages allegedly suffered as a result of their alleged wrongdoing. On March 28, 2016, the parties filed an Agreed Joint Motion to Stay Proceedings, seeking a stay of the litigation, pending the outcome of the above described Hirsch v. Lillie action. The court entered an order staying the proceedings on March 31, 2016, and ordered the parties to provide an update to the court on the status of the federal action by June 30, 2016.

*Jarden Acquisition*

Under the Delaware General Corporation Law ("DGCL"), any Jarden stockholder who did not vote in favor of adoption of the Merger Agreement, and otherwise complies with the provisions of Section 262 of the DGCL, is entitled to seek an appraisal of its shares of Jarden common stock by the Delaware Chancery Court as provided under Section 262 of the DGCL. As of April 15, 2016 (the date of the Jarden stockholder meeting), dissenting stockholders collectively holding approximately 11.5 million shares of Jarden common stock have delivered to Jarden a written demand for appraisal. The fair value of the Jarden common shares, as determined by the court, could be lower or higher than and/or may include a greater amount of cash than the merger consideration to which such Jarden stockholder would have been entitled under the Merger Agreement.

*Environmental Matters*

The Company is involved in various matters concerning federal and state environmental laws and regulations, including matters in which the Company has been identified by the U.S. Environmental Protection Agency ("U.S. EPA") and certain state environmental agencies as a potentially responsible party ("PRP") at contaminated sites under the Federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") and equivalent state laws.

In assessing its environmental response costs, the Company has considered several factors, including the extent of the Company's volumetric contribution at each site relative to that of other PRPs; the kind of waste; the terms of existing cost sharing and other applicable agreements; the financial ability of other PRPs to share in the payment of requisite costs; the Company's prior experience with similar sites; environmental studies and cost estimates available to the Company; the effects of inflation on cost estimates; and the extent to which the Company's, and other parties', status as PRPs is disputed.

The Company's estimate of environmental response costs associated with these matters as of March 31, 2016 ranged between $23.2 million and $29.1 million. As of March 31, 2016, the Company had a reserve of $24.9 million for such environmental remediation and response costs in the aggregate, which is included in other accrued liabilities and other noncurrent liabilities in the Condensed Consolidated Balance Sheet. No insurance recovery was taken into account in determining the Company's cost estimates or reserves, nor do the Company's cost estimates or reserves reflect any discounting for present value purposes, except with respect to certain long-term operations and maintenance CERCLA matters, which are estimated at their present value of $17.6 million by applying a 5% discount rate to undiscounted obligations of $24.7 million.

U.S. EPA has issued General Notice Letters ("GNLs") to over 100 entities, including the Company and Berol Corporation, a subsidiary of the Company, alleging that they are PRPs at the Diamond Alkali Superfund Site, which includes a 17-mile stretch of the Lower Passaic River and its tributaries. 72 of the GNL recipients, including the Company on behalf of itself and its subsidiaries, Goody Products, Inc. and Berol Corporation (the "Company Parties"), have taken over the performance of the remedial investigation ("RI") and feasibility study ("FS") for the Lower Passaic River. On April 11, 2014, while work on the RI/FS remained underway, U.S. EPA issued a Source Control Early Action Focused Feasibility Study ("FFS"), which proposed four alternatives for remediation of the lower 8.3 miles of the Lower Passaic River. U.S. EPA's cost estimates for its cleanup alternatives ranged from $315.0 million to approximately $3.2 billion in capital costs plus from $0.5 million to $1.8 million in annual maintenance costs for 30 years, with its preferred alternative carrying an estimated cost of approximately $1.7 billion plus an additional $1.6 million in annual maintenance costs for 30 years. In February 2015, the participating parties submitted to the U.S. EPA a draft RI, followed by submission of a draft FS in April 2015. The draft FS sets forth various alternatives for remediating the lower 17 miles of the

Passaic River, ranging from a “no action” alternative, to targeted remediation of locations along the entire lower 17 mile stretch of the river, to remedial actions consistent with U.S. EPA’s preferred alternative as set forth in the FFS for the lower 8.3 miles coupled with monitored natural recovery and targeted remediation in the upper 9 miles.The estimated cost estimates for these alternatives range from approximately $28.0 million to $2.7 billion, including related operation maintenance and monitoring costs. The draft RI/FS remains under review by U.S. EPA.

U.S. EPA issued its final Record of Decision for the lower 8.3 miles of the Lower Passaic (the “ROD”) in March 2016, which, in the language of the document, finalizes as the selected remedy the preferred alternative set forth in the FFS, which U.S. EPA estimates will cost $1.38 billion. Subsequent to the release of the ROD in March 2016, U.S. EPA issued GNLs for the lower 8.3 miles of the Passaic River (the “2016 GNL”) to numerous entities, apparently including all previous recipients of the initial GNL as well as several additional entities. As with the initial GNL, the Company and Berol Corporation were among the recipients of the 2016 GNL. The 2016 GNL states that U.S. EPA would like to determine whether one entity, Occidental Chemical Corporation (“OCC”), will voluntarily perform the remedial design for the selected remedy for the lower 8.3 miles, and that following execution of an agreement for the remedial design, U.S. EPA plans to begin negotiation of a remedial action consent decree, “under which OCC and the other major PRPs will implement and/or pay for EPA’s selected remedy for the lower 8.3 miles of the Lower Passaic River and reimburse EPA’s costs incurred for the Lower Passaic River.” The letter “encourage[s] the major PRPs to meet and discuss a workable approach to sharing responsibility for implementation and funding of the remedy" without indicating who may be the “major PRPs.” Finally, U.S. EPA states that it “believes that some of the parties that have been identified as PRPs under CERCLA, and some parties not yet named as PRPs, may be eligible for a cash out settlement with EPA for the lower 8.3 miles of the Lower Passaic River. EPA intends to provide separate notice of the opportunity to discuss a cash out settlement at a later date.” Thus, at this time, it is unclear how the cost of any cleanup would be allocated among any of the parties, including the Company Parties or any other entities. The site is also subject to a Natural Resource Damage Assessment.

Given the uncertainties pertaining to this matter, including that U.S. EPA is still reviewing the draft RI and FS, that no framework for or agreement on allocation for the investigation and ultimate remediation has been developed, and that there exists the potential for further litigation regarding costs and cost sharing, the extent to which the Company Parties may be held liable or responsible is not yet known. Accordingly, it is not possible at this time for the Company to estimate its ultimate liability related to this matter. Based on currently known facts and circumstances, the Company does not believe that this matter is reasonably likely to have a material impact on the Company’s results of operations, including, among other factors, because the Company Parties’ facilities are not even alleged to have discharged the contaminants which are of the greatest concern in the river sediments, and because there are numerous other parties who will likely share in any costs of remediation and/or damages. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company’s results of operations could be material.

Because of the uncertainties associated with environmental investigations and response activities, the possibility that the Company could be identified as a PRP at sites identified in the future that require the incurrence of environmental response costs and the possibility that sites acquired in business combinations may require environmental response costs, actual costs to be incurred by the Company may vary from the Company’s estimates.

*Clean Air Act Labeling Matter*

In April 2015, the Company became aware that two beverage container products, one product of its recently acquired bubba brands business and one product of its recently acquired Ignite business, contained closed cell rigid polyurethane foam insulation that was blown with HCFC-141b, which is listed as a Class II ozone-depleting substance under the Montreal Protocol on Substances that Deplete the Ozone Layer. Under the Clean Air Act and U.S. EPA’s regulations promulgated thereunder, as of January 1, 2015, certain products made with or containing ozone depleting substances, including HCFC-141b, must bear a specific warning label. The Company discovered that the affected products imported in early 2015 did not display the required label. While the affected product lines were not compliant with applicable environmental regulations regarding ozone depleting substances, use of the products is safe and poses no risk to consumers. Upon discovery, the Company self-reported the violations to the U.S. EPA and replaced the blowing agent in the products. The Company is in the process of negotiating a settlement with U.S. EPA which would include payment of a penalty; although settlement negotiations are at an early stage, the Company does not expect that the penalty will exceed $110,000.

*Other Matters*

Although management of the Company cannot predict the ultimate outcome of these proceedings with certainty, it believes that the ultimate resolution of the Company’s proceedings, including any amounts it may be required to pay in excess of amounts reserved, will not have a material effect on the Company’s Consolidated Financial Statements, except as otherwise described above.

In the normal course of business and as part of its acquisition and divestiture strategy, the Company may provide certain representations and indemnifications related to legal, environmental, product liability, tax or other types of issues. Based on the nature of these representations and indemnifications, it is not possible to predict the maximum potential payments under all of these agreements due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements did not have a material effect on the Company's business, financial condition or results of operations.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of Newell Brand's (the "Company," "we," "us" or "our") consolidated results of operations and financial condition. The discussion should be read in conjunction with the accompanying condensed consolidated financial statements and notes thereto.

**Business Overview**

Newell Brands is a global marketer of consumer and commercial products that help people get more out of life every day, where they live, learn, work and play. Our products are marketed under a strong portfolio of leading brands, including Sharpie®, Paper Mate®, Expo®, Prismacolor®, Mr. Sketch®, Elmer's®, Parker®, Waterman®, Dymo®, Rubbermaid®, Contigo®, Goody®, Calphalon®, Irwin®, Lenox®, Rubbermaid Commercial Products®, Graco®, Aprica® and Baby Jogger®.

**Business Strategy**

The Company is executing its Growth Game Plan, a strategy to simplify the organization and free up resources to invest in growth initiatives and strengthened capabilities in support of our brands. We consider the changes being implemented in the execution of the Growth Game Plan to be key enablers to building a bigger, faster-growing, more global and more profitable company.

The Growth Game Plan encompasses the following aspects:

*The Newell Way*

The Newell Way is a set of behaviors that involve putting our consumers first in everything we do because our brands are designed to help consumers achieve more in life. When our consumers benefit, all of our other constituents benefit, including our customers, our employees and our investors.

Growth is our key to success and is the energy that powers the Company. We aim to be more invested than our competitors in creating meaningful connections that drive growth with our consumers, customers, suppliers, employees and communities. The Newell Way is designed to build exceptional leadership at every level in the organization that will accelerate the Company's performance and drive its transformation forward.

The Newell Way is not simply a means to improve business results; it is a means to improve personal results. We do what we say we are going to do and execute with E.D.G.E. - Every Day Great Execution. We will execute using the key tenets of The Newell Way to guide our decisions, with the aim of making the Company one of the leading consumer goods companies in the world.

*Where To Play*

Win Bigger - Deploying resources to businesses and regions with higher growth opportunities through investments in innovation, brand support and geographic expansion. Our Win Bigger businesses include Writing & Creative Expression, which is included in the Writing segment, Food & Beverage, which is included in the Home Solutions segment, and the Tools and Commercial Products segments.

Win Where We Are - Optimizing the performance of businesses and brands in existing markets by investing in innovation and brand support to increase market share and reducing structural spend within the existing geographic footprint. Our Win Where We Are businesses include all businesses in the Home Solutions segment other than Food & Beverage, the Baby & Parenting segment, and the Elmer's, Labeling and Fine Writing businesses in the Writing segment.

*5 Ways To Win*

- Make Our Brands Really Matter — Building an innovation engine, developing outstanding brand communications and winning with superior product design and performance.
- Build An Execution Powerhouse — Transforming our supply chain and becoming a partner of choice to our customers.

- Unlock Trapped Capacity For Growth — Eliminating complexity and establishing and developing an operating rhythm and information strategy to support growth.
- Develop The Team For Growth — Building a community of leaders and focusing the organization on a performance-based culture and learning and development.
- Extend Beyond Our Borders — Create and develop local teams in developing markets to build consumer insights and build the business locally.

The Company’s transformation efforts in driving the Growth Game Plan into action began in late 2011 and are being implemented over a multi-year period in three phases, which are outlined below.

- Delivery Phase — Execution during this phase included implementing structural changes in the organization while ensuring consistent execution and delivery.
- Strategic Phase — Continued consistent execution and delivery while simultaneously shaping the future through increased brand investment and bringing capabilities to speed in order to propel the Growth Game Plan into action.
- Acceleration Phase — Expand investments behind Win Bigger businesses to drive increased sales and margin expansion, which creates additional resources for further brand investment, while also remaining focused on consistent execution and delivery.

During 2016, the Company is transitioning to the Acceleration Phase of the Growth Game Plan, expanding investments behind Win Bigger businesses to drive increased sales and margin expansion.

The Company will continue implementing changes to drive the Growth Game Plan strategy into action. These changes are the foundation of Project Renewal and include simplifying and aligning the businesses around two key activities, Brand & Category Development and Market Execution & Delivery; simplifying and streamlining the supply chain and overhead and partnering functions to align with the new structure; and optimizing the selling and trade marketing functions.

**Acquisition of Jarden Corporation**

On April 15, 2016, Jarden Corporation (“Jarden”) became a direct wholly-owned subsidiary of Newell Brands Inc., as a result of a series of merger transactions (the “Jarden Acquisition”). The Jarden Acquisition was effected pursuant to an Agreement and Plan of Merger, dated as of December 13, 2015 (the “Merger Agreement”) between the Company, Jarden and two wholly-owned subsidiaries of the Company. Following the Jarden Acquisition, the Company was renamed Newell Brands Inc. Jarden is a leading, global consumer products company with leading brands, such as Yankee Candle®, Crock-Pot®, FoodSaver®, Mr. Coffee®, Oster®, Coleman®, First Alert®, Rawlings®, Jostens®, K2®, Marker®, Marmot®, Volkl® and many others.

The transformative transaction creates a global consumer goods company named Newell Brands with estimated annual sales of $16 billion and a portfolio of leading brands in large, growing, unconsolidated, global markets. The scaled enterprise is expected to accelerate profitable growth with leading brands in a global market that exceeds $100 billion, with business and capability development supported by the efficiencies of the combined company. Management believes the scale of Newell Brands in key categories, channels and geographies creates a much broader opportunity to deploy the Company’s advantaged set of brand development and commercial capabilities for accelerated growth and margin expansion. The Company’s intent is to design a benchmarked, efficient set of structures that support long-term business development.

We anticipate significant annualized cost synergies will be realized by Newell Brands, driven by efficiencies of scale and efficiencies in procurement, cost to serve and infrastructure. The Company anticipates incremental annualized cost synergies of at least $500 million over four years, driven by efficiencies of scale and new efficiencies in procurement, cost to serve and infrastructure that the combination unlocks. The Company expects to incur approximately $500 million of restructuring and integration-related costs over the same period to generate and unlock the more than $500 million of annualized cost synergies.

Pursuant to the Merger Agreement, each share of Jarden common stock was converted into the right to receive and became exchangeable for merger consideration consisting of (1) 0.862 of a share of the Company’s common stock plus (2) $21.00 in cash. On April 15, 2016, the Company provided for the issuance of up to 189.4 million shares of common stock and the payment of up to $4.6 billion for 100% of the outstanding equity interests of Jarden,which consisted of 219.7 million shares of Jarden common stock outstanding and eligible to receive the merger consideration. In addition, on April 15, 2016, the Company paid $4.1 billion to settle certain of Jarden’s outstanding debt obligations. Based on the closing price of a share of the Company’s common stock on April 15, 2016 of $44.33 per share and assuming conversion of all of Jarden’s convertible notes, the total consideration paid or payable for shares of Jarden common stock is approximately $15.3 billion, including $5.4 billion of cash and $9.9 billion of common stock. Assuming conversion of all of Jarden’s convertible notes, stockholders of Newell Rubbermaid and stockholders and convertible note holders of Jarden immediately before the merger owned 55% and 45%, respectively, of Newell Brands upon completion of the merger.

The Company financed the $5.4 billion cash portion of the merger consideration and the repayment of $4.1 billion of outstanding Jarden debt with proceeds from the issuance of $8.0 billion of medium-term and long-term notes in March 2016 and $1.5 billion of borrowings under a term loan facility. See Note 7 of the Notes to Condensed Consolidated Financial Statements for further information. The Company is committed to maintaining its investment grade credit rating by using strong cash flow from the combined enterprise to prioritize debt reduction in the short term, while simultaneously maintaining its dividend per share.

The Jarden Acquisition will be accounted for using the purchase method of accounting, and Jarden's assets, liabilities and results of operations will be included in the Company's financial statements from the acquisition date of April 15, 2016.

**Organizational Structure**

The Company is driving the Growth Game Plan into action and simplifying its structure through the execution of Project Renewal, making sharper portfolio choices and investing in new marketing and innovation to accelerate performance. In the Growth Game Plan operating model, the Company has two core activity systems, Development and Delivery, supported by three business partnering functions, Human Resources, Finance/IT and Legal, and four winning capabilities in Design, Marketing & Insight, Supply Chain and Customer Development, all in service to drive accelerated performance in the Company's five segments. The Company's five operating segments as of March 31, 2016 and the key brands included in each segment are as follows:

| Segment | Key Brands | Description of Primary Products |
|---|---|---|
| Writing | Sharpie®, Paper Mate®, Expo®, Prismacolor®, Mr. Sketch®, Elmer's®, X-Acto®, Parker®, Waterman®, Dymo® Office | Writing instruments, including markers and highlighters, pens and pencils; art products; activity-based adhesive and cutting products; fine writing instruments; labeling solutions |
| Home Solutions | Rubbermaid®, Contigo®, bubba®, Calphalon®, Levolor®, Goody® | Indoor/outdoor organization, food storage and home storage products; durable beverage containers; gourmet cookware, bakeware and cutlery; window treatments; hair care accessories |
| Tools | Irwin®, Lenox®, hilmor™, Dymo® Industrial | Hand tools and power tool accessories; industrial bandsaw blades; tools for HVAC systems; label makers and printers for industrial use |
| Commercial Products | Rubbermaid Commercial Products® | Cleaning and refuse products; hygiene systems; material handling solutions |
| Baby & Parenting | Graco®, Baby Jogger®, Aprica®, Teutonia® | Infant and juvenile products such as car seats, strollers, highchairs and playards |

In October 2015, the Company acquired Elmer's Products, Inc. ("Elmer's") for a purchase price of $571.4 million, which is net of $16.8 million of cash acquired. Elmer's, whose brands include Elmer's®, Krazy Glue® (a trademark of Toagosei Co. Ltd., used with permission) and X-Acto®, is a provider of activity-based adhesive and cutting products that inspire creativity in the classroom, at home, in the office, in the workshop and at the craft table. The acquisition was accounted for using the purchase method of accounting, and accordingly, Elmer's results of operations are included in the Company's statement of operations since the acquisition date, including net sales of $44.6 million for the three months ended March 31, 2016. Elmer's is included as part of our Writing segment.

Based on the Company's strategy to allocate resources to its businesses relative to each business' growth potential and, in particular, those businesses with the greater right to win in the marketplace, during 2015 the Company divested its Rubbermaid medical cart business and initiated a process to divest its Levolor®and Kirsch®window coverings brands ("Décor"). The Rubbermaid medical cart business was included in the Company's consolidated results from continuing operations as part of our Commercial Products segment through the August 2015 divestiture date. The Rubbermaid medical cart business generated net sales of $9.8 million during the three months ended March 31, 2015. During March 2016, the Company entered into an agreement to sell the Décor business for an estimated price of $270.0 million, subject to working capital adjustments. The transaction is expected to close in 2016, subject to certain customary conditions, including regulatory approvals. Décor will continue to be reported in our results from continuing operations as part of our Home Solutions segment until the business is sold. In 2015, Décor generated $300.8 million of net sales, and Décor generated $74.5 million and $74.2 million of net sales during the three months ended March 31, 2016 and 2015, respectively. The assets and liabilities of Décor that are subject to divestiture are classified as current assets held for sale and current liabilities held for sale in the Condensed Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015.

**Market and Performance Overview**

The Company operates in the consumer and commercial products markets, which are generally impacted by overall economic conditions in the regions in which the Company operates. The following is a summary of the Company's progress in driving the Growth Game Plan into action during the first three months of 2016:

- Core sales, which excludes acquisitions, planned and completed divestitures, and foreign currency, increased 5.6%, excluding a 230 basis point adverse impact from foreign currency, a contribution of 360 basis points from acquisitions, a 120 basis point decline associated with planned and completed divestitures and a 170 basis point decline associated with the deconsolidation of the Company's Venezuelan operations on December 31, 2015. Reported sales increased 4.0%. Core sales grew across all four regions, led by Asia Pacific with strong core sales growth of 7.4%. North America, Latin America and EMEA generated core sales growth of 5.8%, 5.5% and 3.6%, respectively.

  The impact of acquisitions includes Elmer's sales as the acquisition was completed in October 2015. Businesses that have been divested or for which there is a plan to divest the business are excluded from core sales beginning with the quarter in which the Company determines to divest the business. Accordingly, the impact of planned and completed divestitures includes the impacts of the Rubbermaid medical cart business and Décor.

  Core sales is determined by applying a fixed exchange rate, calculated as the 12-month average in the prior year, to the current and prior year local currency sales amounts, with the difference, after removing the impact of acquisitions and planned and completed divestitures, equal to changes in core sales, and the difference between the change in reported net sales and the change in total constant-currency sales, calculated using the 12-month average exchange rate in the prior year, being attributable to currency.

- Core sales increased 7.4% in the Company's Win Bigger businesses, which include Writing & Creative Expression in the Writing segment, Food & Beverage in the Home Solutions segment and the Tools and Commercial Products segments. Net sales in the Company's Win Bigger businesses increased 1.1%, which includes a 320 basis point adverse impact from foreign currency and a 310 basis point adverse impact from the deconsolidation of the Company's Venezuelan operations.

- Gross margin was 38.5 percent, a decline of 10 basis points compared to the prior year period. The decline was primarily due to the negative impact of foreign currency, mix from the deconsolidation of Venezuela and mix from acquisitions, which were partially offset by the benefits of productivity, input cost deflation and pricing.

- Selling, general and administrative expenses ("SG&A") increased $0.5 million to $362.5 million, due primarily to increased advertising and promotion in support of the Company's brands and innovation, costs associated with the acquisition and integration of Jarden and increased incentive compensation, partially offset by a reduction in overhead costs due to Project Renewal initiatives, costs associated with the Graco product recall in the prior year period and the impacts of foreign currency.

  The Company's advertising strategy is to invest behind innovation, including new product launches, and in building brands. During the first three months of 2016, the Company increased advertising and promotion investments by $6.3 million, representing an incremental 40 basis points as a percentage of net sales. The Company's investments in brand-building and consumer demand creation and commercialization activities during the first three months of 2016 included the following:

  - advertising campaigns supporting Paper Mate® InkJoy® gel pens;
  - continued advertising support for Sharpie® markers and highlighters, including Sharpie Clear View® highlighters which have a unique, see through tip for more precise highlighting;
  - advertising campaigns supporting the launch of Rubbermaid® FreshWorks™, our latest food storage innovation;
  - advertising support for the launch of the Rubbermaid® Fasten+Go™ lunch preservation system, which makes transporting lunch more convenient and secure; and
  - advertising for the Graco 4Ever® All-in-One convertible car seat and Aprica® Fladea car seat.

  The Company plans to continue increasing advertising and promotion in support of its brands to drive growth.

- The Company continued the execution of Project Renewal and initiated projects to integrate Elmer's, resulting in $17.7 million of restructuring costs in the first three months of 2016.

- The Company completed the offering and sale of $8 billion principal amount of unsecured senior notes in March 2016 and entered into and expanded other financing arrangements during the first three months of 2016. The proceeds were used in April 2016 to finance the cash requirements for the Jarden Acquisition, which included $5.4 billion for the cash portion of the merger consideration and $4.1 billion to repay certain Jarden debt obligations. As a result of these financing activities, the Jarden Bridge Facility was terminated, resulting in a $45.9 million loss on termination of credit facility during the three months ended March 31, 2016.

- The Company reported an effective tax rate of 21.9% in the first three months of 2016, compared to 27.9% in the first three months of 2015, primarily due to the geographical mix of earnings and the tax benefit related to costs associated with the termination of the Jarden Bridge Facility.

**Projects and Initiatives**

*Project Renewal*

Project Renewal was launched in October 2011 to reduce the complexity of the organization and increase investment in growth platforms within the business. Under Project Renewal, the Company is simplifying and aligning its businesses around two key activities, Brand & Category Development and Market Execution & Delivery; simplifying and streamlining the supply chain and overhead and partnering functions to align with the new structure; and optimizing its selling and trade marketing functions. Through Project Renewal, the Company has been realigned from a holding company comprised of 13 global business units, each with its own support structure, to an operating company with three operating groups that manage five operating segments. The operating company structure is centered around four primary capabilities: Design; Marketing & Insight; Supply Chain; and Customer Development. The Company has developed centers of excellence in each of these capabilities and has realigned its back office support structure functions (Human Resources, Finance/IT and Legal) to support the four primary capabilities. This realignment has led to efficiencies and cost reductions, allowing the Company to increase investments in its brands and capabilities. In addition, through Project Renewal, the Company has simplified its go-to-market and back office structures in EMEA which has resulted in significant Project Renewal costs and savings in the EMEA region.

Cumulative costs of the expanded Project Renewal are expected to be approximately $690 to $725 million pretax, with cash costs of approximately $645 to $675 million. Project Renewal in total is expected to generate annualized cost savings of approximately $650 to $675 million by the end of 2017, which includes savings expected to be realized during 2018 from projects completed in 2017. To date, the Company has realized annualized savings of approximately $395 million. The majority of these savings have been, and the majority of future savings from Project Renewal initiatives are expected to be, reinvested in the business to strengthen brand building and selling capabilities in priority markets around the world.

Through March 31, 2016, the Company incurred $320.9 million and $173.7 million of restructuring and other project-related costs, respectively. The majority of the restructuring costs represent employee-related cash costs, including severance, retirement and other termination benefits and costs. Other project-related costs represent organizational change implementation costs, including advisory and consultancy costs, compensation and related costs of personnel dedicated to transformation projects, and other costs associated with the implementation of Project Renewal.

The following table summarizes the estimated total costs and annualized savings relating to Project Renewal, as well as the actual results through March 31, 2016 *(amounts in millions):*

| | Total Project | Through March 31, 2016 | Remaining through December 31, 2017 |
|---|---|---|---|
| Cost | $690 - $725 | $495 | $195 - $230 |
| Savings | $650 - $675 | $395 | $255 - $280 |

In the first three months of 2016, the Company has continued to execute existing projects as well as initiate new activities relating to Project Renewal as follows:

- Ongoing reconfiguration and consolidation of the Company's manufacturing footprint and distribution centers to reduce overhead, improve operational efficiencies and better utilize existing assets, including the ongoing implementation of projects to better align the Writing segment's worldwide supply chain footprint.

- Ongoing evaluations of the Company's overhead structure, supply chain organization and processes, customer development organization alignment, and pricing structure to optimize and transform processes, simplify the organization and reduce costs, including the implementation of technology-based solutions to better manage pricing initiatives and merchandising support.

- Initiated a project to enhance the Baby & Parenting segment's route-to-market in certain parts of North America.

- Continued implementing plans to relocate the Company’s corporate headquarters from 3 Glenlake Parkway in Atlanta, Georgia, to 6655 Peachtree Dunwoody Road in Atlanta, Georgia in early 2016. The Company moved into the new headquarters building in April 2016.

*One Newell*

The Company strives to leverage common business activities and best practices to build functional capabilities and to build one common culture of shared values with a focus on collaboration and teamwork. Through this initiative, the Company has established regional shared service centers to leverage nonmarket-facing functional capabilities to reduce costs. In addition, the Company has expanded its focus on leveraging common business activities and best practices by reorganizing the business around two of the critical elements of the Growth Game Plan - Brand & Category Development and Market Execution & Delivery, enhancing its Customer Development and Global Supply Chain organizations, and consolidating activities into centers of excellence for design and innovation capabilities and marketing capabilities.

The Company is also migrating multiple legacy systems and users to a common SAP global information platform in a phased, multi-year rollout. SAP is expected to enable the Company to integrate and manage its worldwide business and reporting processes more efficiently. Substantially all of the North American, Latin American and European operations are live on SAP. In April 2016, certain operations in the Asia Pacific region went live on SAP, and the Company is planning for substantially all of the remaining operations in the Asia Pacific region to go live on SAP later in 2016.

**Venezuelan Operations**

As of December 31, 2015, the Company determined it could no longer exercise control over its Venezuelan operations because the availability of U.S. Dollars had declined significantly over the past several years in each of Venezuela’s three exchange mechanisms, and the Company concluded that an other-than-temporary lack of exchangeability between the Venezuelan Bolivar and the U.S. Dollar existed as of December 31, 2015. Furthermore, increasingly restrictive governmental regulations in Venezuela related to prices that could be charged for products, distribution channels into which products could be sold, product labeling requirements, importation of raw materials and sourced products which must be purchased in U.S. Dollars, and labor matters restricted the Company’s ability to make and execute decisions related to its Venezuelan operations. As a result, the Company concluded it could no longer make key operational and financial decisions regarding its Venezuelan operations and deconsolidated its Venezuelan operations as of December 31, 2015.

As a result of the deconsolidation of Venezuelan operations, the Company’s results of operations and statement of cash flows for the three months ended March 31, 2016 do not include the results of the Venezuelan operations, and the Company’s balance sheets as of March 31, 2016 and December 31, 2015 do not include assets and liabilities of the Venezuelan operations. During the three months ended March 31, 2015, the Company’s Venezuelan operations generated $21.9 million of net sales and $7.5 million of operating income, which is included in the Company’s Condensed Consolidated Statement of Operations for the three months ended March 31, 2015.

**Results of Operations**

The following table sets forth for the periods indicated items from the Condensed Consolidated Statements of Operations as reported and as a percentage of net sales (*in millions, except percentages*):

| | Three Months Ended March 31, | | | |
|---|---|---|---|---|
| | 2016 | | 2015 | |
| Net sales | $ 1,314.9 | 100.0 % | $ 1,264.0 | 100.0 % |
| Cost of products sold | 809.3 | 61.5 | 776.5 | 61.4 |
| Gross margin | 505.6 | 38.5 | 487.5 | 38.6 |
| Selling, general and administrative expenses | 362.5 | 27.6 | 362.0 | 28.6 |
| Restructuring costs | 17.7 | 1.3 | 27.3 | 2.2 |
| Operating income | 125.4 | 9.5 | 98.2 | 7.8 |
| Nonoperating expenses: | | | | |
| Interest expense, net | 29.4 | 2.2 | 19.2 | 1.5 |
| Loss on termination of credit facility | 45.9 | 3.5 | — | — |
| Other (income) expense, net | (1.5) | (0.1) | 0.1 | — |
| Net nonoperating expenses | 73.8 | 5.6 | 19.3 | 1.5 |
| Income before income taxes | 51.6 | 3.9 | 78.9 | 6.2 |
| Income tax expense | 11.3 | 0.9 | 22.0 | 1.7 |
| Income from continuing operations | 40.3 | 3.1 | 56.9 | 4.5 |
| Income (loss) from discontinued operations | 0.2 | — | (2.8) | (0.2) |
| Net income | $ 40.5 | 3.1 % | $ 54.1 | 4.3 % |

**Three Months Ended March 31, 2016 vs. Three Months Ended March 31, 2015**

**Consolidated Operating Results:**

Net sales for the three months ended March 31, 2016 were $1,314.9 million, representing an increase of $50.9 million, or 4.0%, from $1,264.0 million for the three months ended March 31, 2015. Core sales increased 5.6%, which excludes a negative foreign currency impact of 2.3%, the negative impact of deconsolidating the Venezuelan operations of 1.7% and the positive net impact of acquisitions and completed and planned divestitures of 2.4%. The following table sets forth an analysis of changes in consolidated net sales for the three months ended March 31, 2016 as compared to the three months ended March 31, 2015 (*in millions, except percentages*):

| | | |
|---|---|---|
| Core sales | $ 64.7 | 5.6 % |
| Acquisitions | 44.9 | 3.6 |
| Completed and planned divestitures | (9.3) | (1.2) |
| Deconsolidation of Venezuelan operations | (20.9) | (1.7) |
| Foreign currency | (28.5) | (2.3) |
| Total change in net sales | $ 50.9 | 4.0 % |

Core sales grew in all five of the Company’s segments and all four geographic regions, with core sales growth of 5.8% and 5.2% in the Company’s North American and international businesses, respectively. Asia Pacific led with core sales growth of 7.4%, mainly attributable to volume growth in the Baby & Parenting, Tools and Commercial Products segments. North America generated 5.8% core sales growth, mainly attributable to the Writing and Baby & Parenting segments. The Writing and Baby & Parenting segments’ core sales increases in North America were driven by new product launches, continued advertising and promotion support and timing of innovation and shipments. Latin America core sales grew 5.5% as a result of pricing in the region, new customers and overall volume increases, particularly in the Writing segment, partially offset by continuing challenges in the Tools segment due to macroeconomic factors in Brazil. EMEA core sales increased 3.6% led by the Tools and Commercial Products segments, driven by new product launches in Tools and volume and pricing gains in Commercial Products. The Company’s core sales growth in the first quarter of 2016 was favorably impacted by additional sell-in in advance of advertising and marketing support planned for later in 2016.

Gross margin, as a percentage of net sales, for the three months ended March 31, 2016 was 38.5%, or $505.6 million, compared to 38.6%, or $487.5 million, for the three months ended March 31, 2015. The 10 basis point decline was driven by the negative impact of foreign currency, mix from the deconsolidation of Venezuela and mix from acquisitions partially offset by the benefits of productivity, input cost deflation and pricing.

SG&A expenses for the three months ended March 31, 2016 were 27.6% of net sales, or $362.5 million, versus 28.6% of net sales, or $362.0 million, for the three months ended March 31, 2015. The $0.5 million increase was driven by a $6.3 million increase in advertising and promotion investment, $12.7 million of costs during the three months ended March 31, 2016 associated with the acquisition and planned integration of Jarden and an increase in incentive-related compensation costs. These increases were partially offset by overhead cost savings from Project Renewal, $10.2 million of SG&A costs associated with the Graco product recall during the three months ended March 31, 2015, a $0.8 million decrease in Project Renewal-related SG&A costs, which decreased from $13.7 million for the three months ended March 31, 2015 to $12.9 million for the three months ended March 31, 2016, and the impacts of foreign currency.

The Company recorded restructuring costs of $17.7 million and $27.3 million for the three months ended March 31, 2016 and 2014, respectively. Restructuring costs for the first quarter of 2016 primarily include costs associated with projects initiated and implemented in North America. The restructuring costs for the three months ended March 31, 2016 primarily related to Project Renewal and consisted of $0.3 million of facility and other exit costs, including impairments, $5.1 million of employee severance, termination benefits and employee relocation costs and $12.3 million of exited contractual commitments and other restructuring costs. The restructuring costs for the three months ended March 31, 2015 related to Project Renewal and consisted of $0.3 million of facility and other exit costs, including impairments, $18.9 million of employee severance, termination benefits and employee relocation costs and $8.1 million of exited contractual commitments and other restructuring costs. See Footnote 5 of the Notes to Condensed Consolidated Financial Statements for further information.

Operating income for the three months ended March 31, 2016 was $125.4 million, or 9.5% of net sales, versus $98.2 million, or 7.8% of net sales, for the three months ended March 31, 2015. The 170 basis point increase in operating margin was attributable to an 100 basis point reduction in SG&A as a percentage of net sales and lower restructuring costs. The decline in SG&A as a percentage of net sales was primarily due to overhead cost savings and the increase in net sales.

Net nonoperating expenses for the three months ended March 31, 2016 were $73.8 million versus $19.3 million for the three months ended March 31, 2015. Interest expense for the three months ended March 31, 2016 was $29.4 million, compared to $19.2 million for the three months ended March 31, 2015, reflecting the impact of higher overall borrowings used to finance the acquisition of Elmer’s in the fourth quarter of 2015 and $4.0 million of interest costs associated with financing arrangements for the Jarden Acquisition. Nonoperating expenses for the three months ended March 31, 2016 include $45.9 million of costs associated with the termination of the Jarden Bridge Facility.

The Company recognized an income tax rate of 21.9% for the three months ended March 31, 2016, which compared to an effective income tax rate of 27.9% for the three months ended March 31, 2015. The Company’s effective tax rates for the three months ended March 31, 2016 and March 31, 2015 are impacted by the geographical mix of earnings and the tax benefit related to costs associated with the termination of the Jarden Bridge Facility.

During the three months ended March 31, 2016, the Company recorded income of $0.2 million, net of tax, associated with discontinued operations. The loss associated with discontinued operations of $2.8 million during the three months ended March 31, 2015 primarily relates to costs associated with the Company’s decision to cease operations in the Culinary electrics and retail businesses. See Footnote 3 of the Notes to Condensed Consolidated Financial Statements for further information.

**Business Segment Operating Results:**

Net sales by segment were as follows for the three months ended March 31, (*in millions, except percentages*):

| | 2016 | 2015 | % Change |
|---|---|---|---|
| Writing | $ 378.8 | $ 341.8 | 10.8 % |
| Home Solutions | 372.1 | 364.5 | 2.1 |
| Tools | 179.7 | 180.4 | (0.4) |
| Commercial Products | 174.5 | 185.2 | (5.8) |
| Baby & Parenting | 209.8 | 192.1 | 9.2 |
| Total net sales | $ 1,314.9 | $ 1,264.0 | 4.0 % |

The following table sets forth an analysis of changes in net sales in each segment for the three months ended March 31, 2016 as compared to the three months ended March 31, 2015:

| | Writing | Home Solutions | Tools | Commercial Products | Baby & Parenting |
|---|---|---|---|---|---|
| Core sales | 8.8 % | 3.6 % | 4.0 % | 0.9 % | 9.3 % |
| Acquisitions | 13.4 | — | — | — | — |
| Completed and planned divestitures | — | (0.6) | — | (5.4) | — |
| Deconsolidation of Venezuelan operations | (6.8) | — | — | — | — |
| Foreign currency | (4.6) | (0.9) | (4.4) | (1.3) | (0.1) |
| Total change in net sales | 10.8 % | 2.1 % | (0.4)% | (5.8)% | 9.2 % |

Operating income by segment was as follows for the three months ended March 31, (*in millions, except percentages*):

| | 2016 | 2015 | % Change |
|---|---|---|---|
| Writing (1) (2) (3) | $ 83.8 | $ 82.4 | 1.7 % |
| Home Solutions (1) (3) | 36.1 | 38.5 | (6.2) |
| Tools (1) | 18.7 | 22.2 | (15.8) |
| Commercial Products (1) | 22.4 | 17.0 | 31.8 |
| Baby & Parenting (3) (4) | 23.1 | 0.5 | NMF |
| Restructuring costs | (17.7) | (27.3) | 35.2 |
| Corporate (1) (3) | (41.0) | (35.1) | (16.8) |
| Total operating income | $ 125.4 | $ 98.2 | 27.7 % |

NMF - Not meaningful

(1) Includes Project Renewal-related costs of $2.4 million, $0.9 million, $0.7 million, $0.2 million and $10.8 million in Writing, Home Solutions, Tools, Commercial Products and Corporate, respectively, for the three months ended March 31, 2016. Writing, Commercial Products and Corporate operating income include Project Renewal-related costs of $0.3 million, $0.6 million and $14.0 million, respectively, for the three months ended March 31, 2015.

(2) Includes $0.3 million of costs for the three months ended March 31, 2015 in Writing relating to inventory charges from the devaluation of the Venezuelan Bolivar.

(3) Includes $12.7 million of acquisition and integration planning costs in Corporate for the three months ended March 31, 2016. Home Solutions operating income for the three months ended March 31, 2016 includes $1.0 million of divestiture costs associated with the planned divestiture of Décor. Home Solutions and Baby & Parenting operating income for the three months ended March 31, 2015 include $0.1 million and $1.6 million, respectively, of acquisition and integration costs.

(4) Includes $10.2 million of costs in Baby & Parenting for the three months ended March 31, 2015 related to the Graco harness buckle recall in the U.S.

**Writing**

Net sales for the three months ended March 31, 2016 were $378.8 million, an increase of $37.0 million, or 10.8%, from $341.8 million for the three months ended March 31, 2015. Core sales increased 8.8%, reflecting double-digit growth in North America and Latin America attributable to increased advertising and promotion and robust merchandising efforts, overall innovation-led growth and volume and distribution gains. The acquisition of Elmer’s contributed 13.4% of the increase in net sales, and the deconsolidation of the Venezuelan operations and foreign currency negatively impacted the Writing segment’s net sales by 6.8% and 4.6%, respectively.

Operating income for the three months ended March 31, 2016 was $83.8 million, or 22.1% of net sales, an increase of $1.4 million, or 1.7%, from $82.4 million, or 24.1% of net sales, for the three months ended March 31, 2015. The 200 basis point decline in operating margin is primarily the result of the mix effect of the seasonal Elmer’s business with its relatively low sales contribution in the first quarter compared to its incremental fixed costs. SG&A decreased 130 basis points as a percentage of net sales due to leverage of SG&A with the increase in net sales partially offset by an increase in advertising and promotion investment.

**Home Solutions**

Net sales for the three months ended March 31, 2016 were $372.1 million, an increase of $7.6 million, or 2.1%, from $364.5 million for the three months ended March 31, 2015. Core sales increased 3.6%, due to continuing strong growth in the Rubbermaid food storage and beverageware businesses, partially offset by continued planned contraction of the lower margin Rubbermaid

Consumer Storage business. The Décor business negatively impacted the Home Solutions segment's net sales growth by 0.6%. Foreign currency had an unfavorable impact of 0.9% on net sales for the Home Solutions segment.

Operating income for the three months ended March 31, 2016 was $36.1 million, or 9.7% of net sales, a decrease of $2.4 million, or 6.2%, from $38.5 million, or 10.6% of net sales, for the three months ended March 31, 2015. The 90 basis point decline in operating margin is primarily due to an increase in advertising and promotion investment to support the launches of Rubbermaid® FreshWorks™ and Rubbermaid® Fasten+Go™ partially offset by the benefits of productivity and lower input costs. SG&A increased 70 basis points as a percentage of net sales due to the increased advertising and promotion investment and costs associated with the planned divestiture of Décor.

**Tools**

Net sales for the three months ended March 31, 2016 were $179.7 million, a decrease of $0.7 million, or 0.4%, from $180.4 million for the three months ended March 31, 2015. Core sales increased 4.0% with mid single-digit core sales growth in North America and EMEA and solid growth in Asia Pacific, partially offset by a core sales decline in Latin America due to continuing macroeconomic challenges in Brazil and pricing action taken by the Company. Foreign currency had an unfavorable impact of 4.4% on net sales for the Tools segment.

Operating income for the three months ended March 31, 2016 was $18.7 million, or 10.4% of net sales, a decrease of $3.5 million, or 15.8%, from $22.2 million, or 12.3% of net sales, for the three months ended March 31, 2015. The 190 basis point decrease in operating margin was primarily attributable to the impact of negative foreign currency more than offsetting productivity and pricing. SG&A decreased 10 basis points as a percentage of net sales, as the modest increase in advertising and promotion spending was more than offset by overhead cost savings.

**Commercial Products**

Net sales for the three months ended March 31, 2016 were $174.5 million, a decrease of $10.7 million, or 5.8%, from $185.2 million for the three months ended March 31, 2015. Core sales increased 0.9% driven by pricing and volume growth in EMEA and Asia Pacific. The divested Rubbermaid medical cart business negatively impacted the Commercial Products segment's net sales by 5.4%. Foreign currency had an unfavorable impact of 1.3% on net sales for the Commercial Products segment.

Operating income for the three months ended March 31, 2016 was $22.4 million, or 12.8% of net sales, an increase of $5.4 million, or 31.8%, from $17.0 million, or 9.2% of net sales, for the three months ended March 31, 2015. The 360 basis point increase in operating margin was primarily driven by pricing, productivity, input cost benefits and overhead cost savings from Project Renewal. SG&A decreased 130 basis points as a percentage of net sales due to overhead cost savings.

**Baby & Parenting**

Net sales for the three months ended March 31, 2016 were $209.8 million, an increase of $17.7 million, or 9.2%, from $192.1 million for the three months ended March 31, 2015. Core sales increased 9.3%, driven by high-single-digit growth in North America and Asia Pacific due to new product launches and advertising and promotion investment. Foreign currency had an unfavorable impact of 0.1% on net sales for the Baby & Parenting segment.

Operating income for the three months ended March 31, 2016 was $23.1 million, or 11.0% of net sales, an increase of $22.6 million, from $0.5 million, or 0.3% of net sales, for the three months ended March 31, 2015. Baby & Parenting's operating margin increased due to the leverage of fixed costs with the increase in net sales, productivity, product mix and Graco product recall and acquisition costs incurred in the prior year quarter. The leverage of fixed costs and the Graco product recall costs in the prior year quarter contributed to SG&A decreasing 750 basis points as a percentage of net sales.

**Non-GAAP Financial Measures**

The Management's Discussion and Analysis of Financial Condition and Results of Operations in this Form 10-Q contains non-GAAP financial measures. The Company uses certain non-GAAP financial measures in explaining its results and in its internal evaluation and management of its businesses. The Company's management believes these non-GAAP financial measures are useful since these measures (a) permit users of the financial information to view the Company's performance using the same tools that management uses to evaluate the Company's past performance, reportable business segments and prospects for future performance and (b) determine certain elements of management's incentive compensation.

The Company's management believes that core sales is useful because it reflects the performance of the ongoing core business by excluding the effects of foreign currency, acquisitions and completed and planned divestitures from changes in reported sales. Core sales is determined by applying a fixed exchange rate, calculated as the 12-month average in the prior year, to the current and prior year local currency sales amounts (excluding sales in the current year associated with acquisitions completed in the preceding twelve months and sales associated with completed and planned divestitures), with the difference equal to changes in core sales, and the difference between the change in reported sales and the change in total constant-currency sales, calculated using the 12-month average exchange rate in 2015, being attributable to currency. The Company uses core sales as one of the three performance criteria in its management cash bonus plan and performance-based equity compensation program.

While the Company believes that non-GAAP financial measures are useful in evaluating performance, this information should be considered as supplemental in nature and not as a substitute for or superior to the related financial information prepared in accordance with GAAP. Additionally, non-GAAP financial measures may differ from similar measures presented by other companies.

The following table provides a reconciliation of changes in core sales to changes in reported net sales by geographic region:

| | Three Months Ended March 31, 2016 | | | | | |
|---|---|---|---|---|---|---|
| | North America | Europe, Middle East and Africa | Latin America | Asia Pacific | Total International | Total Company |
| Core sales | 5.8 % | 3.6 % | 5.5 % | 7.4 % | 5.2 % | 5.6 % |
| Acquisitions | 4.7 | — | — | — | — | 3.6 |
| Completed and planned divestitures | (1.5) | — | — | — | — | (1.2) |
| Deconsolidation of Venezuelan operations | — | — | (26.6) | — | (7.6) | (1.7) |
| Foreign currency | (0.6) | (3.6) | (16.5) | (2.9) | (7.5) | (2.3) |
| Total change in net sales | 8.4 % | 0.0 % | (37.6)% | 4.5 % | (9.9)% | 4.0 % |

Reconciliations of changes in core sales to changes in reported net sales on a consolidated basis and by segment are provided earlier in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Liquidity and Capital Resources**

Cash and cash equivalents increased (decreased) as follows for the three months ended March 31, (*in millions*):

| | 2016 | 2015 |
|---|---|---|
| Cash used in operating activities | $ (270.9) | $ (154.3) |
| Cash used in investing activities | (70.0) | (49.1) |
| Cash provided by financing activities | 8,248.1 | 218.2 |
| Currency effect on cash and cash equivalents | (1.1) | 1.2 |
| Increase in cash and cash equivalents | $ 7,906.1 | $ 16.0 |

In the cash flow statement, the changes in operating assets and liabilities are presented excluding the effects of changes in foreign currency and the effects of acquisitions and divestitures. Accordingly, the amounts in the cash flow statement differ from changes in the operating assets and liabilities that are presented in the balance sheet.

*Sources*

Historically, the Company's primary sources of liquidity and capital resources have included cash provided by operations, proceeds from divestitures, issuance of debt and use of available borrowing facilities.

During the three months ended March 31, 2016, the Company received net proceeds of $378.7 million from short-term borrowing arrangements, which primarily represents commercial paper borrowings, compared to net proceeds of $343.4 million received during the three months ended March 31, 2015.

In March 2016, the Company completed the offering and sale of $8 billion principal amount of unsecured senior notes, consisting of $1.0 billion of aggregate principal amount of 2.600% notes due 2019 (the "2019 Notes"), $1.0 billion of aggregate principal amount of 3.150% notes due 2021 (the "2021 Notes"), $1.75 billion of aggregate principal amount of 3.850% notes due 2023 (the "2023 Notes"), $2.0 billion of aggregate principal amount of 4.200% notes due 2026 (the "2026 Notes"), $500.0 million of aggregate principal amount of 5.375% notes due 2036 (the "2036 Notes") and $1.75 billion of aggregate principal amount of 5.500% notes due 2046 (the "2046 Notes" and together with the 2019 notes, the 2021 notes, the 2023 notes, the 2026 notes and the 2036 notes, the "Notes"). The aggregate net proceeds from the issuance of the Notes of $7.9 billion were used in April 2016 to pay the cash portion of the merger consideration in the Jarden Acquisition and to repay certain of Jarden's outstanding debt at closing.

*Uses*

Historically, the Company’s primary uses of liquidity and capital resources have included seasonal working capital investments, capital expenditures, payments on debt, dividend payments, share repurchases and acquisitions.

Cash used in operating activities for the three months ended March 31, 2016 was $270.9 million compared to cash used in operating activities for the three months ended March 31, 2015 of $154.3 million, with the year-over-year increase in cash used for operating activities largely attributable to a $58.0 million income tax payment made during the first quarter of 2016 associated with the gain on the divestiture of Endicia in the fourth quarter of 2015, $91.2 million of payments during the first quarter of 2016 associated with the settlement of forward-starting interest rate swaps used to hedge benchmark treasury rates for the $8.0 billion public debt issuance in March 2016 and $31.8 million of higher annual incentive compensation paid in March 2016 relating to the Company’s 2015 performance, partially offset by a $70.0 million voluntary contribution to the Company’s primary U.S. pension plan during the first quarter of 2015. The Company generally uses cash for operations in its first quarter to fund increases in inventory in anticipation of seasonally stronger sales during the remainder of the year and to fund annual customer program and annual performance-based compensation payments.

Capital expenditures were $51.6 million and $50.9 million for the three months ended March 31, 2016 and 2015, respectively. Capital expenditures in the first quarter of 2016 included amounts for the build-out of the Company’s new headquarters building in Atlanta, Georgia, the implementation of SAP in the Asia Pacific region and investments in the Writing segment’s worldwide supply chain network. Capital expenditures in the first quarter of 2015 were largely attributable to purchases of equipment at manufacturing facilities in the U.S. as a result of the consolidation of plants and product lines in the Commercial Products segment, as well as investments in assets to improve the quality and efficiency of the Company’s resin manufacturing network in the Home Solutions and Commercial Products segments.

Aggregate dividends paid were $53.3 million and $53.2 million for the three months ended March 31, 2016 and 2015, respectively.

The Company suspended its repurchase of shares during the fourth quarter of 2015 due to the cash requirements associated with the Jarden Acquisition, so the Company did not repurchase shares pursuant to its $1.1 billion stock repurchase plan (the “SRP”) during the three months ended March 31, 2016. During the three months ended March 31, 2015, the Company repurchased and retired 1.9 million shares pursuant to the SRP for $73.6 million. As of March 31, 2016, the Company had $255.9 million of authorized repurchases remaining under the SRP.

Cash paid for restructuring activities was $15.0 million and $14.7 million for the three months ended March 31, 2016 and 2015, respectively, and is included in the net cash used in operating activities. These payments primarily relate to employee severance, termination benefits and relocation costs, and exited contractual commitments and other charges.

**Cash Conversion Cycle**

The Company defines its cash conversion cycle as the sum of inventory and accounts receivable days outstanding (based on cost of products sold and net sales, respectively, for the most recent three-month period, including discontinued operations) minus accounts payable days outstanding (based on cost of products sold for the most recent three-month period, including discontinued operations) at the end of the quarter.

The following table depicts the Company’s cash conversion cycle for the periods presented (*in number of days*):

| | March 31, 2016 | December 31, 2015 | March 31, 2015 |
|---|---|---|---|
| Accounts receivable | 82 | 73 | 75 |
| Inventory | 102 | 71 | 100 |
| Accounts payable | (79) | (64) | (72) |
| Cash conversion cycle | 105 | 80 | 103 |

The Company’s cash conversion cycle is impacted by the seasonality of its businesses and generally tends to be longer in the first and second quarters due to inventory build-ups early in the year for seasonal sales activity and credit terms provided to customers. The increase in accounts receivable days from March 31, 2015 to March 31, 2016 is attributable to the timing of sales in the first quarter of 2016 compared to the first quarter of 2015 and credit terms provided to customers. The increase in accounts payable days from March 31, 2015 to March 31, 2016 is attributable to the timing and management of purchases and payments in the first quarter of 2016 compared to the first quarter of 2015.

**Financial Position**

The Company is committed to maintaining a strong financial position through maintaining sufficient levels of available liquidity, managing working capital, and monitoring the Company’s overall capitalization.

- Cash and cash equivalents at March 31, 2016 were $8,180.9 million, and the Company had $816.5 million of total available borrowing capacity under the $1.25 billion unsecured syndicated revolving credit facility and $97.2 million of borrowing capacity under the $400.0 million receivables facility. Cash and cash equivalents as of March 31, 2016 includes the $7.9 billion net proceeds from the March 2016 issuance of the Notes used in connection with the closing of the Jarden transaction.

- Working capital at March 31, 2016 was $8,294.0 million compared to $504.9 million at December 31, 2015, and the current ratio at March 31, 2016 was 4.78:1 compared to 1.25:1 at December 31, 2015. The improvement in working capital and the current ratio is primarily attributable to increased long-term borrowings in the first three months of 2016 to finance the cash requirements associated with the Jarden Acquisition.

- The Company monitors its overall capitalization by evaluating net debt to total capitalization. Net debt to total capitalization is defined as the sum of short- and long-term debt, less cash, divided by the sum of total debt and stockholders’ equity, less cash. Net debt to total capitalization increased to 0.64:1 at March 31, 2016 from 0.60:1 at December 31, 2015. The increase in net debt to total capitalization is primarily attributable to increased short-term borrowings to finance seasonal working capital requirements and payments of $91.2 million associated with the settlement of forward-starting interest rate swaps, which was recorded in accumulated other comprehensive loss, net of tax.

The Company has from time to time refinanced, redeemed or repurchased its debt and taken other steps to reduce its debt or lease obligations or otherwise improve its overall financial position and balance sheet. Going forward, depending on market conditions, its cash positions and other considerations, the Company may continue to take such actions.

**Borrowing Arrangements**

In January 2016, the Company entered into a five-year revolving credit agreement (the “Revolving Credit Agreement”) with a syndicate of banks. The Revolving Credit Agreement amends and restates the Company’s previous revolving credit facility. The Revolving Credit Agreement provides for an unsecured syndicated revolving credit facility with a maturity date of January 2021, and an aggregate commitment at any time outstanding of up to $1.25 billion (the “Facility”). The Company may from time to time request increases in the aggregate commitment to up to $1.75 billion upon the satisfaction of certain conditions. The Facility is intended to be used for general corporate purposes and, in addition, provides the committed backup liquidity required to issue commercial paper. Accordingly, commercial paper may be issued only up to the amount available for borrowing under the Facility. The Facility also provides for the issuance of up to $100.0 million of letters of credit, so long as there is a sufficient amount available for borrowing under the Facility. As of March 31, 2016, there were no borrowings outstanding or standby letters of credit issued under the Facility, and the Company had commercial paper obligations outstanding of $433.5 million, resulting in $816.5 million of borrowing capacity available under the Facility.

In addition to the committed portion of the Facility, the Revolving Credit Agreement provides for extensions of competitive bid loans from one or more lenders (at the lenders’ discretion) of up to $500.0 million, which is not a utilization of the amount available for borrowing under the Facility.

As extended in August 2015, the Company’s receivables facility provides for available borrowings to up to $400.0 million and expires in August 2016. As of March 31, 2016, the Company had $300.0 million of outstanding borrowings under the receivables facility at a weighted average interest rate of 1.3%.

Prior to completion of the Jarden Acquisition in April 2016, Jarden maintained a $500.0 million receivables purchase agreement (the “Securitization Facility”) that matures in October 2016. Upon completion of the Jarden Acquisition, Jarden’s Securitization Facility was amended to provide for borrowings to a subsidiary of the Company on terms substantially similar to those under Jarden’s Securitization Facility. As of April 15, 2016, the closing date of the Jarden Acquisition, there were $443.0 million of borrowings outstanding under the Securitization Facility.

The following table presents the maximum and average daily borrowings outstanding under the Company's short-term borrowing arrangements during the three months ended March 31, (*in millions*):

| | 2016 | | 2015 | |
|---|---|---|---|---|
| **Short-term Borrowing Arrangement** | **Maximum** | **Average** | **Maximum** | **Average** |
| Commercial paper | $ 433.5 | $ 123.1 | $ 497.6 | $ 266.3 |
| Receivables facility | 350.0 | 324.7 | 350.0 | 306.7 |

In connection with the Jarden Acquisition, the Company entered into a commitment letter, pursuant to which the lender committed to provide a bridge credit facility (the "Jarden Bridge Facility"). The availability under the Jarden Bridge Facility was subject to reduction in equivalent amounts upon the completion of any issuance of debt securities by the Company and upon other specified events. As a result of the Company issuing the Notes and entering into other financing arrangements, the Jarden Bridge Facility was terminated, and the Company recorded a $45.9 million loss on termination of credit facility during the three months ended March 31, 2016.

The indentures governing the Company's medium-term and long-term notes contain usual and customary nonfinancial covenants. The Company's borrowing arrangements other than the medium-term and long-term notes contain usual and customary nonfinancial covenants and certain financial covenants, including minimum interest coverage and maximum debt-to-total-capitalization ratios. As defined by the agreements governing these other borrowing arrangements, minimum interest coverage ratio is computed as adjusted Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA") divided by adjusted interest expense for the four most recent quarterly periods. Generally, maximum debt-to-total-capitalization is calculated as the sum of short-term and long-term debt divided by the sum of (i) total debt, (ii) total stockholders' equity, (iii) $750.0 million related to impairment charges incurred by the Company (amended under the Revolving Credit Agreement to add an additional $250.0 million of charges incurred after January 1, 2015) and (iv) up to $1.0 billion related to the component of accumulated other comprehensive income (loss) for all foreign currency translation and the cumulative foreign exchange gains (losses) incurred since January 1, 2015 arising from (i) the appreciation or depreciation of the Venezuelan Bolivar relative to the U.S. Dollar due to the highly inflationary accounting for Venezuela and (ii) the cumulative gains or losses resulting from the deconsolidation of a foreign entity. For purposes of calculating debt-to-total capitalization, the Company's borrowing arrangements, as amended, provide for the exclusion of any debt incurred to finance the Jarden Acquisition from the calculation until after the closing of the Jarden Acquisition. As of March 31, 2016, the Company had complied with all covenants under the indentures and its other borrowing arrangements, and the Company could access the full borrowing capacity available under the Facility and the receivables facility and utilize the $913.7 million to fund operating activities, working capital requirements, capital expenditures and/or acquisitions without exceeding the debt-to-total-capitalization limit in its financial covenants. A failure to maintain the financial covenants would impair the Company's ability to borrow under the Facility and the receivables facility and may result in the acceleration of the repayment of certain indebtedness.

**Debt**

The Company has varying needs for short-term working capital financing as a result of the seasonal nature of its business. The volume and timing of production impacts the Company's cash flows and has historically involved increased production in the first quarter of the year to meet increased customer demand through the remainder of the year. Working capital fluctuations have historically been financed through short-term financing arrangements, such as commercial paper or borrowings under the Facility or receivables facility.

Total debt was $11.4 billion as of March 31, 2016 and $3.1 billion as of December 31, 2015, an increase of $8.3 billion due to the issuance of $8.0 billion of Notes for the Jarden Acquisition and borrowings under the Company's short-term borrowing arrangements, including commercial paper, to finance seasonable working capital requirements.

As of March 31, 2016, the current portion of long-term debt and short-term debt totaled $768.7 million, including $433.5 million of commercial paper obligations and $300.0 million of borrowings under the receivables facility.

The following table presents the average outstanding debt and weighted average interest rates (*in millions, except percentages*):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Average outstanding debt | $ 3,336.8 | $ 2,664.2 |
| Average interest rate (1), (2) | 3.2% | 3.0% |

(1) The average interest rate includes the impacts of fixed-for-floating interest rate swaps.
(2) Average interest rate for the three months ended March 31, 2016 excludes interest costs associated with the Jarden Bridge Facility and other Jarden Acquisition-related financing arrangements because there were no borrowings under these arrangements during the first quarter of 2016.

The Company's floating-rate debt, which includes medium-term notes that are subject to outstanding fixed-for-floating interest rate swaps, was 12.1% and 31.7% of total debt as of March 31, 2016 and December 31, 2015, respectively. The decrease in floating-rate debt is due to the issuance of the Notes in March 2016 which have fixed interest rates. See Footnote 7 of the Notes to Condensed Consolidated Financial Statements for further information.

On January 26, 2016, the Company entered into a credit agreement (the "Term Loan Credit Agreement") for a $1.5 billion senior unsecured term loan facility with a syndicate of banks. In April 2016, the Company borrowed $1.5 billion pursuant to the Term Loan Credit Agreement, and the borrowings were used to pay a portion of the cash portion of the merger consideration in connection with the Jarden Acquisition. The Term Loan Credit Agreement provides for a maturity date of three years from the closing date of the Jarden Acquisition and requires the Company to repay 5% of the initial borrowings by each of April 2017 and April 2018 and the remaining 90% of the borrowings by April 2019. At the Company's election, borrowings under the Term Loan Credit Agreement bear interest either at (i) the eurodollar rate plus an applicable margin, or (ii) the base rate plus an applicable margin.

In March 2016, the Company completed the offering and sale of the Notes for aggregate net proceeds of $7.9 billion, which were used to pay the cash portion of the merger consideration in the Jarden Acquisition and to repay certain outstanding debt of Jarden at closing. The weighted average term of the Notes is 12.8 years, and the weighted-average interest rate, including amortization of issuance costs and the settled forward-starting interest rate swaps, is 4.38%.

In March 2016, the Company commenced exchange offers (the "Exchange Offers") pursuant to which the Company offered to issue new senior notes (the "Newell Notes") in exchange for €300 million aggregate principal amount of the outstanding 3.75% senior notes due October 2021 issued by Jarden and of the $300 million aggregate principal amount of the outstanding 5% senior notes due November 2023 issued by Jarden (collectively, the "Existing Jarden Notes"). The Exchange Offers expired and were settled in April 2016. The aggregate principal amount of each series of Newell Notes issued in the Exchange Offers totaled €271.9 million of 3.75% senior notes due October 2021 and $295.1 million 5% senior notes due November 2023. Following the completion of the Exchange Offers and the Jarden Acquisition, a subsidiary of the Company assumed debt obligations associated with the Existing Jarden Notes (as modified) that were not tendered in the Exchange Offers, which included €28.1 million in aggregate principal amount of 3.75% senior notes due October 2021 and $4.9 million in aggregate principal amount of 5% senior notes due November 2023.

**Pension and Other Obligations**

The Company has adopted and sponsors pension plans in the U.S. and in various other countries. The Company's ongoing funding requirements for its pension plans are largely dependent on the value of each of the plan's assets and the investment returns realized on plan assets as well as prevailing market rates of interest. As a result, future increases or decreases in pension liabilities and required cash contributions are highly dependent on changes in interest rates, the actual return on plan assets and various estimates regarding the timing and amount of future benefit payments.

The Company made a voluntary cash contribution of $70.0 million to its primary U.S. defined pension plan in January 2015 to improve the overall funded status of the plan.

The Company determines its plan asset investment mix, in part, on the duration of each plan's liabilities. To the extent each plan's assets decline in value or do not generate the returns expected by the Company or interest rates decline further, the Company may be required to make contributions to the pension plans to ensure the pension obligations are adequately funded as required by law or mandate.

In connection with the completion of the Jarden Acquisition, the Company assumed Jarden's worldwide pension obligations. The Company intends to make contributions to these pension plans to ensure the pension obligations are adequately funded as required by law or mandate.

**Dividends**

The Company's quarterly dividend is $0.19 per share. The Company intends to maintain dividends at a level such that operating cash flows can be used to fund growth initiatives, restructuring activities and repay debt. The payment of dividends to holders of the Company's common stock remains at the discretion of the Board of Directors and will depend upon many factors, including the Company's financial condition, earnings, legal requirements, payout ratio and other factors the Board of Directors deems relevant.

**Share Repurchase Program**

Under the SRP, the Company may repurchase its own shares of common stock through a combination of 10b5-1 automatic trading plans, discretionary market purchases or in privately negotiated transactions. As expanded and extended, the Company may repurchase a total of up to $1.1 billion of its own stock through the end of 2017 pursuant to the SRP, and as of March 31, 2016, the Company had $255.9 million of authorized repurchases remaining under the SRP. The Company suspended its repurchase of shares during the fourth quarter of 2015 due to the cash requirements associated with the Jarden Acquisition, so the Company did not repurchase shares pursuant to the SRP during the three months ended March 31, 2016. The repurchase of additional shares will depend upon many factors, including the Company's financial condition, liquidity and legal requirements. Although the SRP authorizes the Company to repurchase shares through the end of 2017, the Company may execute such repurchases at any time and from time to time and may accelerate and complete authorized repurchases under the SRP sooner than the scheduled expiration.

**Credit Ratings**

The Company's credit ratings are periodically reviewed by rating agencies. The Company's current senior and short-term debt credit ratings from three major credit rating agencies are listed below:

| | Senior Debt Credit Rating | Short-term Debt Credit Rating | Outlook |
|---|---|---|---|
| Moody's Investors Service | Baa3 | P-3 | Stable |
| Standard & Poor's | BBB- | A-3 | Negative |
| Fitch Ratings | BBB- | F-3 | Stable |

**Outlook**

The Company financed the cash requirements for the Jarden Acquisition, which included $5.4 billion of merger consideration and the repayment of $4.1 billion of certain of Jarden's outstanding debt obligations, with a combination of $7.9 billion of proceeds from the Notes and $1.5 billion of borrowings under the Term Loan Credit Agreement. In addition, the Company assumed debt obligations totaling $1.1 billion associated with the completion of the Exchange Offers and amending Jarden's Securitization Facility. Upon completion of the Jarden Acquisition on April 15, 2016 and assuming conversion of all of Jarden's convertible notes, Newell Brands' total indebtedness was approximately $13.9 billion.

Overall, the Company believes that available cash and cash equivalents, cash flows generated from future operations, access to capital markets, and availability under the Facility, the receivables facility and the Securitization Facility will be adequate to support the cash needs of Newell Brands. The Company plans to use available cash, borrowing capacity, cash flows from future operations and alternative financing arrangements to repay debt maturities as they come due, including short-term debt of $762.8 million as of March 31, 2016, which includes the Company's outstanding commercial paper obligations and borrowings under the receivables facility.

**Contractual Obligations, Commitments and Off-Balance Sheet Arrangements**

The Company has outstanding debt obligations maturing at various dates through 2046. During the three months ended March 31, 2016, the Company completed the offering and sale of $8.0 billion principal amount of the Notes. In addition, the Company borrowed $1.5 billion pursuant to the Term Loan Credit Agreement in April 2016. In addition, the Company also completed exchange offers and otherwise assumed two tranches of Jarden notes with principal amounts of €300 million and $300 million in April 2016. Additional details regarding the debt obligations are provided in Footnote 7 of the Notes to Condensed Consolidated Financial Statements.

The following table summarizes the effect the Company's outstanding debt obligations, including those obligations that were assumed or otherwise incurred in April 2016 in connection with the Jarden Acquisition, are expected to have on the Company's cash flows in the indicated period as well as the timing of interest payments on borrowings outstanding *(in millions)*:

| | Payments Due in Year Ending December 31, | | | | |
|---|---|---|---|---|---|
| | Total | 2016 (1) | 2017 - 2018 | 2019 - 2020 | 2021 and Later |
| Debt (2) | $ 13,948.3 | $ 1,257.7 | $ 1,654.7 | $ 2,393.2 | $ 8,642.7 |
| Interest on debt (3) | $ 5,812.5 | $ 310.2 | $ 951.9 | $ 820.9 | $ 3,729.5 |

(1) Represents amounts due for the remainder of 2016, including $433.5 million of commercial paper outstanding at March 31, 2016, $300.0 million outstanding under the receivables facility at March 31, 2016 and $443.0 million outstanding under the Securitization Facility that was assumed in April 2016 upon completion of the Jarden Acquisition.

(2) Amounts represent contractual obligations based on the earliest date the obligation may become due, excluding interest, based on borrowings outstanding as of March 31, 2016 and borrowings incurred in April 2016 in connection with the Jarden Acquisition. For further information relating to these obligations, see Footnote 7 of the Notes to Condensed Consolidated Financial Statements.

(3) Amounts represent estimated interest payable on borrowings outstanding as of March 31, 2016 and borrowings incurred in April 2016 in connection with the Jarden Acquisition, excluding the impact of interest rate swaps that adjust the fixed rate to a floating rate for $596.0 million of medium-term notes. Interest on floating-rate debt was estimated using the rate in effect as of March 31, 2016. For further information, see Footnote 7 of the Notes to Condensed Consolidated Financial Statements.

There were no material changes to the Company's other commitments and obligations, including lease commitments and purchase obligations, during the three months ended March 31, 2016.

## Critical Accounting Policies

There have been no significant changes to the Company's critical accounting policies since the filing of its Annual Report on Form 10-K for the year ended December 31, 2015 (the "2015 Form 10-K").

## Forward-Looking Statements

Forward-looking statements in this Report are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may relate to, but are not limited to, information or assumptions about the effects of sales (including pricing), income/(loss), earnings per share, return on equity, return on invested capital, operating income, operating margin or gross margin improvements or declines, Project Renewal, capital and other expenditures, working capital, cash flow, dividends, capital structure, debt to capitalization ratios, debt ratings, availability of financing, interest rates, restructuring and other project osts, impairment and other charges, potential losses on divestitures, impacts of changes in accounting standards, pending legal proceedings and claims (including environmental matters), future economic performance, costs and cost savings, inflation or deflation with respect to raw materials and sourced products (particularly oil and resin), productivity and streamlining, synergies, changes in foreign exchange rates, product recalls, expected benefits and synergies and financial results from recently completed acquisitions and planned divestitures, and management's plans, goals and objectives for future operations, performance and growth or the assumptions relating to any of the forward-looking statements. These statements generally are accompanied by words such as "intend," "anticipate," "believe," "estimate," "project," "target," "plan," "expect," "will," "should," "would" or similar statements. The Company cautions that forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, the Company's dependence on the strength of retail, commercial and industrial sectors of the economy in light of the continuation or escalation of the global economic slowdown or regional sovereign debt issues; currency fluctuations; competition with other manufacturers and distributors of consumer products; major retailers' strong bargaining power and consolidation of the Company's retail customers; changes in the prices of raw materials and sourced products and the Company's ability to obtain raw materials and sourced products in a timely manner from suppliers; the Company's ability to develop innovative new products and to develop, maintain and strengthen its end-user brands, including the ability to realize anticipated benefits of increased advertising and promotion spend; product liability, product recalls or regulatory actions; the Company's ability to expeditiously close facilities and move operations while managing foreign regulations and other impediments; a failure of one of the Company's key information technology systems or related controls; the potential inability to attract, retain and motivate key employees; future events that could adversely affect the value of the Company's assets and require impairment charges; the Company's ability to improve productivity and streamline operations; changes to the Company's credit ratings; significant increases in the funding obligations related to the Company's pension plans due to declining asset values, declining interest rates or otherwise; the imposition of tax liabilities greater than the Company's provisions for such matters; the risks inherent in the Company's foreign operations, including exchange controls and pricing restrictions; the Company's ability to complete planned divestitures; the Company's ability to successfully integrate acquired businesses, including the recently acquired Jarden business; the Company's ability to realize the expected benefits and financial results from its recently acquired businesses and planned divestitures; and those matters set forth in this Report generally and Exhibit 99.1 to this Report. The information contained in this Report is as of the date indicated. The Company assumes no obligation to update any forward-looking statements contained in this Report as a result of new information or future events or developments. In addition, there can be no assurance that the Company has correctly identified and assessed all of the factors affecting the Company or that the publicly available and other information the Company receives with respect to these factors is complete or correct.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

The Company has no material changes to the disclosure on this matter made in its 2015 Form 10-K with respect to foreign currency exchange rates and commodity prices.

*Interest Rates*

Interest rate risk is present with both fixed- and floating-rate debt. The Company manages its interest rate exposure through its mix of fixed- and floating-rate debt. Interest rate swap agreements designated as fair value hedges are used to mitigate the Company’s exposure to changes in the fair value of fixed-rate debt resulting from fluctuations in benchmark interest rates. Accordingly, benchmark interest rate fluctuations impact the fair value of the Company’s fixed-rate debt, which are offset by corresponding changes in the fair value of the swap agreements. Interest rate swaps may also be used to adjust interest rate exposures when appropriate, based on market conditions, and for qualifying hedges, the interest differential of swaps is included in interest expense. Excluding debt for which a fixed rate has been swapped for a floating rate, fixed-rate debt represented approximately 68.3% and 87.9% of the Company’s total debt as of December 31, 2015 and March 31, 2016, respectively.

*Value at Risk*

The amounts shown below represent the estimated potential economic loss that the Company could incur from adverse changes in interest rates using the value-at-risk estimation model. The value-at-risk model uses historical interest rates to estimate the volatility and correlation of these rates in future periods. It estimates a loss in fair market value using statistical modeling techniques that are based on a variance/covariance approach and includes substantially all market risk exposures (specifically excluding cost and equity method investments). The fair value losses shown in the table below represent the Company’s estimate of the maximum loss that could arise in one day. The amounts presented in the table are shown as an illustration of the impact of potential adverse changes in interest rates. The following table sets forth the one-day value-at-risk as of December 31, 2015 and March 31, 2016 *(in millions, except percentages)*:

| | December 31, 2015 | March 31, 2016 | Confidence Level |
|---|---|---|---|
| Interest Rate Risk | $ 7.3 | $ 66.1 | 95% |

The increase in value at risk associated with interest rates is primarily due to the increase in total debt as of March 31, 2016 compared to December 31, 2015. The 95% confidence interval signifies the Company’s degree of confidence that actual losses would not exceed the estimated losses shown above. The amounts shown here disregard the possibility that interest rates could move in the Company’s favor. The value-at-risk model assumes that all movements in these rates will be adverse. Actual experience has shown that gains and losses tend to offset each other over time, and it is highly unlikely that the Company could experience losses such as these over an extended period of time. These amounts should not be considered projections of future losses, because actual results may differ significantly depending upon activity in the global financial markets.

**Item 4. Controls and Procedures**

As of March 31, 2016, an evaluation was performed by the Company’s management, under the supervision and with the participation of the Company’s chief executive officer and chief financial officer, of the effectiveness of the Company’s disclosure controls and procedures. Based on that evaluation, the chief executive officer and the chief financial officer concluded that the Company’s disclosure controls and procedures were effective.

There were no changes in the Company’s internal control over financial reporting that occurred during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting. The Company is in the process of replacing various business information systems worldwide with an enterprise resource planning system from SAP. Implementation will continue to occur in phases, primarily focused on geographic region and segment. This activity involves the migration of multiple legacy systems and users to a common SAP information platform. In addition, this conversion will impact certain interfaces with the Company’s customers and suppliers, resulting in changes to the tools the Company uses to take orders, procure materials, schedule production, remit billings, make payments and perform other business functions.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

Information required under this Item is contained above in Part I. Financial Information, Item 1 and is incorporated herein by reference.

### Item 1A. Risk Factors

The information presented below supplements the risk factors set forth in Part I, “Item 1A. Risk Factors,” of the 2015 Form 10-K. Except as set forth below, for additional risk factors that could cause actual results to differ materially from those anticipated, please refer to Part I, “Item 1A. Risk Factors,” of the 2015 Form 10-K.

**The Company incurred substantial additional indebtedness in connection with the Jarden acquisition which could materially adversely affect the Company and its financial position, including decreasing its business flexibility, increasing its borrowing costs and resulting in a reduction of its credit ratings**.

Following completion of the Jarden acquisition, the Company substantially increased its debt compared to its recent historical levels. The Company incurred an additional $6.1 billion of debt (excluding approximately $4.1 billion of Jarden debt refinanced in connection with the acquisition), assuming all of Jarden’s convertible notes are converted into shares of Jarden common stock entitled to receive the merger consideration in connection with the completion of the acquisition. This increased level of debt will increase the Company’s interest expense and could have the effect, among other things, of reducing the Company’s flexibility to respond to changing business and economic conditions. In addition, if the Company is unable to timely reduce its level of indebtedness, the Company will be subject to increased demands on its cash resources, which could increase its total debt-to-capitalization ratios, decrease its interest coverage ratios, result in a breach of covenants or otherwise adversely affect the business and financial results of the Company.

The Company’s credit ratings impact the cost and availability of future borrowings and, accordingly, the Company’s cost of capital. The Company’s credit ratings reflect each rating organization’s opinion of its financial strength, operating performance and ability to meet its debt obligations. There can be no assurance any of the rating agencies will not downgrade the Company’s credit rating following the Jarden acquisition, and any reduction in the Company’s credit ratings, either on a corporate basis or any one or more debt issuances or otherwise, may limit the Company’s ability to borrow at interest rates consistent with the interest rates currently available or available to the Company prior to the Jarden acquisition.

The following risk factors have been removed from the risk factors set forth in the Company’s 2015 Form 10-K:

**The Company is subject to various risks related to the proposed merger transactions with Jarden.**

**The future results of the Company following the Proposed Merger Transactions will suffer if Newell Brands does not effectively manage its expanded operations or successfully integrate the businesses of Newell Rubbermaid and Jarden.**

**Uncertainties associated with the Proposed Merger Transactions may cause a loss of management personnel and other key employees which could affect the future business and operations of the Company following the Proposed Merger Transactions.**

**Newell Rubbermaid may encounter difficulties or high costs associated with securing financing necessary to pay the cash portion of the merger consideration.**

**The Proposed Merger Transactions are subject to a number of conditions to the obligations of both Newell Rubbermaid and Jarden to complete the Proposed Merger Transactions, which, if not fulfilled, or not fulfilled in a timely manner, may result in termination of the Merger Agreement.**

**Failure to complete the Proposed Merger Transactions could negatively impact Newell Rubbermaid’s or Jarden’s stock price and have a material adverse effect on their results of operations, cash flows and financial position.**

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**ISSUER PURCHASES OF EQUITY SECURITIES**

The following table provides information about the Company’s purchases of equity securities during the quarter ended March 31, 2016:

| Calendar Month | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1) | Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1) |
|---|---|---|---|---|
| January | 531 (2) | $ 36.56 | — | $ 255,912,171 |
| February | 562,368 (2) | 34.26 | — | 255,912,171 |
| March | 3,810 (2) | 39.51 | — | 255,912,171 |
| Total | 566,709 | $ 34.30 | — | |

(1) Under the Company’s share repurchase program (the “SRP”), the Company may repurchase its own shares of common stock through a combination of 10b5-1 automatic trading plans, discretionary market purchases or in privately negotiated transactions. The Company suspended its repurchase of shares during the fourth quarter of 2015 due to the cash requirements associated with the Jarden transaction, so the Company did not repurchase shares pursuant to the SRP during the three months ended March 31, 2016.

(2) All shares purchased by the Company during the quarter ended March 31, 2016 were acquired to satisfy employees' tax withholding and payment obligations in connection with the vesting of awards of restricted stock units, which are repurchased by the Company based on their fair market value on the vesting date.

**Item 6. Exhibits**

| Exhibit Number | Description of Exhibit |
|---|---|
| 3.1 | Restated Certificate of Incorporation of Newell Brands 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 15, 2016). |
| 3.2 | By-Laws of Newell Brands Inc., as amended April 15, 2016 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K dated April 15, 2016). |
| 4.1 | Specimen Stock Certificate for Newell Brands Inc. |
| 4.2 | Form of 2.600% note due 2019 (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K dated March 18, 2016). |
| 4.3 | Form of 3.150% note due 2021(incorporated by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K dated March 18, 2016). |
| 4.4 | Form of 3.850% note due 2023 (incorporated by reference to Exhibit 4.3 to the Company’s Current Report on Form 8-K dated March 18, 2016). |
| 4.5 | Form of 4.200% note due 2026 (incorporated by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K dated March 18, 2016). |
| 4.6 | Form of 5.375% note due 2036 (incorporated by reference to Exhibit 4.5 to the Company’s Current Report on Form 8-K dated March 18, 2016). |
| 4.7 | Form of 5.500% note due 2046 (incorporated by reference to Exhibit 4.6 to the Company’s Current Report on Form 8-K dated March 18, 2016). |
| 10.1 | Advisory Services Agreement, dated as of December 13, 2015, by and among Newell Rubbermaid Inc. and Mariposa Capital, LLC (incorporated by reference to Exhibit 10.2 of Amendment No. 1 to Newell’s Registration Statement on Form S-4/A filed on February 17, 2016). |
| 10.2 | Credit Agreement dated as of January 26, 2016 among Newell Rubbermaid Inc., the subsidiary borrowers party thereto, the guarantors party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K dated January 27, 2016). |
| 10.3 | Term Loan Credit Agreement dated as of January 26, 2016 among Newell Rubbermaid Inc., the guarantors party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K dated January 27, 2016). |
| 10.4 | Amendment No.3 dated as of March 2, 2016 to the Amended and Restated Loan and Servicing Agreement, dated as of September 6, 2013, among EXPO Inc., as Borrower, the Company, as Servicer, the Conduit Lenders, the Committed Lenders and the Managing Agents named therein, and PNC Bank, National Association, as the Administrative Agent. |
| 10.5 | Separation Agreement and General Release, dated as of March 10, 2016, by and between Newell Rubbermaid Inc. and Paula Larson (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K dated March 10, 2016). |
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.1 | Safe Harbor Statement |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase |

**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, thereunto duly authorized.

NEWELL BRANDS INC.
Registrant

| | | |
|---|---|---|
| Date: | May 9, 2016 | /s/ John K. Stipancich |
| | | John K. Stipancich |
| | | Executive Vice President, Chief Financial Officer |
| Date: | May 9, 2016 | /s/ Scott H. Garber |
| | | Scott H. Garber |
| | | Vice President – Corporate Controller and Chief Accounting Officer |

ZQ|CERT#|COY|CLS|RGSTRY|ACCT#|TRANSTYPE|RUN#|TRANS#

newell
BRANDS

PO BOX 43004, Providence, RI 02940-3004

MR A SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4

| | |
|---|---|
| CUSIP | XXXXXX XX X |
| Holder ID | XXXXXXXXXX |
| Insurance Value | 1,000,000.00 |
| Number of Shares | 123456 |
| DTC | 12345678 123456789012345 |

| Certificate Numbers | Num/No. | Denom. | Total |
|---|---|---|---|
| 1234567890/1234567890 | 1 | 1 | 1 |
| 1234567890/1234567890 | 2 | 2 | 2 |
| 1234567890/1234567890 | 3 | 3 | 3 |
| 1234567890/1234567890 | 4 | 4 | 4 |
| 1234567890/1234567890 | 5 | 5 | 5 |
| 1234567890/1234567890 | 6 | 6 | 6 |
| Total Transaction | | | 7 |

**COMMON STOCK**

PAR VALUE $1.00

**COMMON STOCK**

THIS CERTIFICATE IS TRANSFERABLE IN CANTON, MA, JERSEY CITY, NJ AND COLLEGE STATION, TX

**Certificate Number**

ZQ00000000

newell
BRANDS

**Shares**

**000000*****************
***000000****************
****000000***************
*****000000**************
******000000*************

## NEWELL BRANDS INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT

MR. SAMPLE & MRS. SAMPLE &
MR. SAMPLE & MRS. SAMPLE

CUSIP 651229 10 6

SEE REVERSE FOR CERTAIN DEFINITIONS

is the owner of

***ZERO HUNDRED THOUSAND
ZERO HUNDRED AND ZERO***

FULLY-PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK $1.00 PAR VALUE OF

**Newell Brands Inc. (hereinafter called the "Company")**, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This Certificate and the shares represented hereby are issued under and shall be subject to all of the provisions of the Certificate of Incorporation and the By-Laws of the Corporation and any amendments thereto, copies of which are on file with the Corporation and the Transfer Agent, to all of which the holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

**Witness** the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.

DATED DD-MMM-YYYY

Chief Executive Officer

NEWELL BRANDS INC.
CORPORATE
SEAL
DELAWARE

COUNTERSIGNED AND REGISTERED:
**COMPUTERSHARE TRUST COMPANY, N.A.**
TRANSFER AGENT AND REGISTRAR,

Chief Legal Officer and Corporate Secretary

By ______________________________
AUTHORIZED SIGNATURE

SECURITY INSTRUCTIONS ON REVERSE

12345

**NEWELL BRANDS INC.**

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

| | | | |
|---|---|---|---|
| TEN COM | - as tenants in common | UNIF GIFT MIN ACT- | . . . . . . . . . .Custodian . . . . . . . . . . . . . . . (Cust) (Minor) |
| TEN ENT | - as tenants by the entireties | | under Uniform Gifts to Minors Act . . . . . . . . . . . . (State) |
| JT TEN | - as joint tenants with right of survivorship and not as tenants in common | UNIF TRF MIN ACT | . . . . . . . . . . . . . . .Custodian (until age. . . ). . . . . . . . . . . (Cust) (Minor) under Uniform Transfers to Minors Act. . . . . . . . . . (State) |

Additional abbreviations may also be used though not in the above list.

For value received, ___________________________hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

_______________________________________________

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_______________________________________________

_______________________________________________

_______________________________________________ Shares

of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_______________________________________________ Attorney

to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated: ______________________________________20_________________

Signature: ___________________________________________________

Signature: ___________________________________________________

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15.



The IRS requires that the named transfer agent ("we") report the cost basis of certain shares or units acquired after January 1, 2011. If your shares or units are covered by the legislation, and you requested to sell or transfer the shares or units using a specific cost basis calculation method, then we have processed as you requested. If you did not specify a cost basis calculation method, then we have defaulted to the first in, first out (FIFO) method. Please consult your tax advisor if you need additional information about cost basis.

**If you do not keep in contact with the issuer or do not have any activity in your account for the time period specified by state law, your property may become subject to state unclaimed property laws and transferred to the appropriate state.**

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**AMENDMENT NO. 3 TO**
**AMENDED AND RESTATED LOAN AND SERVICING AGREEMENT**

**THIS AMENDMENT NO. 3 TO AMENDED AND RESTATED LOAN AND SERVICING AGREEMENT** (this "Amendment"), dated as of March 2, 2016, is by and among **EXPO Inc.**, a Delaware corporation (the "SPV"), **NEWELL RUBBERMAID INC.**, a Delaware corporation, as servicer (in such capacity, the "Servicer"), the entities party hereto as Conduit Lenders (the "Conduit Lenders"), the entities party hereto as Committed Lenders (the "Committed Lenders" and, together with the Conduit Lenders, the "Lenders"), the entities party hereto as Managing Agents (the "Managing Agents"), **PNC Bank, NATIONAL ASSOCIATION**, a national banking association, as the Administrative Agent for the Lenders (the "Administrative Agent"). Capitalized terms used herein and not otherwise defined herein shall have the meaning given to such terms in the Loan and Servicing Agreement (defined below).

WHEREAS, the SPV, the Servicer, the Conduit Lenders, the Committed Lenders, the Managing Agents and the Administrative Agent are parties to that certain Amended and Restated Loan and Servicing Agreement dated as of September 6, 2013 (as heretofore amended, restated, supplemented or otherwise modified, the "Loan and Servicing Agreement"); and

WHEREAS, the parties to the Loan and Servicing Agreement have agreed to amend the Loan and Servicing Agreement on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises set forth above, the terms and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Section 1. Amendment to the Loan and Servicing Agreement. Effective as of the Effective Date, subject to the satisfaction of the conditions precedent set forth in Section 2 below, the Loan and Servicing Agreement is hereby amended as follows:

1.1 Section 1.01 of the Loan and Servicing Agreement is amended to insert the following new definitions in appropriate alphabetical order therein:

"Decor Business Sale" means the sale by Newell, Newell Operating Company, a Delaware corporation ("NOC") and certain other Subsidiaries of Newell (collectively, the "Decor Sellers") to unrelated third parties of the Decor Business through the sale, assignment, transfer and delivery (a) by NOC of all of the issued and outstanding equity interests of Newell Window Furnishings, Inc., a Delaware corporation ("NWF"), and (b) by the Decor Sellers of their respective rights, titles and interests in and to the assets, properties, rights, contracts and claims that relate to, are used by or are held for use in connection with, the Decor Business, but excluding Receivables originated by NOC or NWF in connection with the Decor Business which exist as of the date of the Decor Business Sale, and all Collections and Related Security with respect thereto.

"Decor Business" means the design, manufacture, marketing and/or sale by the Decor Sellers of the following: window blinds, window shades and decorative and basic drapery hardware.

1.2 The definitions of "Rubbermaid Medical Business" and "Rubbermaid Medical Business Sale" appearing in Section 1.01 of the Loan and Servicing Agreement are deleted in their entireties.

1.3 Each instance of the term "Rubbermaid Medical Business" appearing in Sections 5.02(h) and 6.06 of the Loan and Servicing Agreement is deleted and the term "Decor Business" is inserted in the place of each such reference.

1.4 Each instance of the term "Rubbermaid Medical Business Sale" appearing in Sections 5.02(h) and 6.06 of the Loan and Servicing Agreement is deleted and the term "Decor Business Sale" is inserted in the place of each such reference.

1.5 The phrase "one hundred twenty (120) days" appearing in (1) clause (ii) of the first sentence of Section 5.02(h) of the Loan and Servicing Agreement, and (2) the first sentence of Section 6.06 of the Loan and Servicing Agreement is deleted and the phrase "fifteen (15) months" is inserted in the place of each such reference.

1.6 The sixth sentence of Section 4.01(l) of the Loan and Servicing Agreement is amended and restated in its entirety to read as follows: "Except for (x) amounts owing to Newell Puerto Rico, Ltd. (which shall be electronically swept or otherwise transferred out of such Deposit Account within one (1) Business Day of being identified as such in accordance with Section 5.01(j)), (y) for a period not to exceed fifteen (15) months after the consummation of the Decor Business Sale, collections of accounts receivable relating to the Decor Business (which shall be electronically swept or otherwise transferred out of such Deposit Account within ten (10) Business Days of being deposited therein) and (z) amounts deposited in the Collection Account in error, so long as the Servicer withdraws such amounts as contemplated in Section 6.06, no funds other than the proceeds of Receivables are deposited to any Deposit Account."

1.7 Clause (2)(y) of the second sentence of Section 5.01(j) of the Loan and Servicing Agreement is amended and restated in its entirety to read as follows: "(y) for a period not to exceed fifteen (15) months after the consummation of the Decor Business Sale, in the case of collections of accounts receivable relating to the Decor Business, within ten (10) Business Days of being deposited therein".

1.8 Schedule IV to the Loan and Servicing Agreement is amended and restated in its entirety as set forth on Exhibit A to this Amendment.

Section 2. Conditions Precedent. This Amendment shall become effective as of the date hereof (the "Effective Date") upon the receipt by (x) the Administrative Agent of (i) this Amendment duly executed by the parties hereto and (ii) that certain Amendment No. 3 to Receivables Sale Agreement of even date herewith by and among the SPV, the Originators and the Administrative Agent, duly executed by each of the parties thereto, and (y) the Administrative Agent, the Managing Agents and the Lenders of payment by wire transfer of immediately available funds of all amounts due and payable thereunder as of the date hereof.

Section 3. Representations and Warranties. Each of the SPV and the Servicer hereby represents and warrants that:

3.1 This Amendment and the Loan and Servicing Agreement, as amended hereby, constitute legal, valid and binding obligations of such parties and are enforceable against such parties in accordance with their terms.

3.2 Upon the effectiveness of this Amendment and after giving effect hereto, the covenants, representations and warranties of each such party, respectively, set forth in Article IV of the Loan and Servicing Agreement, as amended hereby, are true and correct in all material respects as of the date hereof.

3.3 Upon the effectiveness of this Amendment, no event or circumstance has occurred and is continuing which constitutes an Event of Termination or an Incipient Event of Termination.

Section 4. Reference to and Effect on the Loan and Servicing Agreement.

4.1 Upon the effectiveness of this Amendment hereof, on and after the date hereof, each reference in the Loan and Servicing Agreement to "this Agreement," "hereunder," "hereof," "herein" or words of like import shall mean and be a reference to the Loan and Servicing Agreement and its amendments, as amended hereby.

4.2 The Loan and Servicing Agreement, as amended hereby, and all other amendments, documents, instruments and agreements executed and/or delivered in connection therewith, shall remain in full force and effect, and are hereby ratified and confirmed.

4.3 Except as expressly provided herein, the execution, delivery and effectiveness of this Amendment shall not operate as a waiver of any right, power or remedy of the Conduit Lenders, the Committed Lenders, the Managing Agents or the Administrative Agent, nor constitute a waiver of any provision of the Loan and Servicing Agreement, any Transaction Document or any other documents, instruments and agreements executed and/or delivered in connection therewith.

Section 5. Governing Law. **THIS Amendment and the obligations hereunder, shall in all RESPECTS, including matters of construction, validity and performance, BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK (WITHOUT REFERENCE TO THE CONFLICTS OF LAW PRINCIPLES THEREOF OTHER THAN SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW).**

Section 6. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

Section 7. Counterparts; Facsimile Signatures. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same Amendment. Delivery by facsimile of an executed signature page of this Amendment shall be effective as delivery of an executed counterpart hereof.

Section 8. Entire Agreement. The parties hereto hereby agree that this Amendment constitutes the entire agreement concerning the subject matter hereof and supersedes any and all written and/or oral prior agreements, negotiations, correspondence, understandings and communications.

Section 9. Fees, Costs and Expenses. Newell shall pay on demand all reasonable and invoiced fees and out-of-pocket expenses of Sidley Austin LLP, counsel for the Administrative Agent and the Managing Agents, incurred in connection with the preparation, negotiation, execution and delivery of this Amendment.

**In Witness Whereof**, the parties hereto have executed and delivered this Amendment as of the date first written above.

**EXPO INC.,**
as SPV

By: /s/ John B. Ellis
Name: John B. Ellis
Title: Vice President, Treasurer and Finance Operations

**NEWELL RUBBERMAID INC.,**
as Servicer

By: /s/ John B. Ellis
Name: John B. Ellis

**PNC BANK, NATIONAL ASSOCIATION**,
as Administrative Agent, as a Managing Agent and as a Committed Lender

By: /s/ Eric Bruno
Name: Eric Bruno
Title: Senior Vice President

**VICTORY RECEIVABLES CORPORATION,**
as a Conduit Lender

By: /s/ David V. DeAngelis
Name: David V. DeAngelis
Title: Vice President

**THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.,**
**NEW YORK BRANCH,**
as a Managing Agent

By: /s/ Akira Kawashima
Name: Akria Kawashima
Title: Authorized Signatory

**THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.,**
**NEW YORK BRANCH,**
as a Committed Lender

By: /s/ Akira Kawashima
Name: Akria Kawashima
Title: Authorized Signatory

**THUNDER BAY FUNDING LLC,**
as a Conduit Lender

By: /s/ Veronica L. Gallagher
Name: Veronica L. Gallagher
Title: Authorized Signatory

**ROYAL BANK OF CANADA,**
as a Managing Agent and a Committed Lender

By: /s/ Janine D. Marsini
Name: Janine D. Marsini
Title: Authorized Signatory

By: /s/ Veronica L. Gallagher
Name: Veronica L. Gallagher
Title: Authorized Signatory

**EXHIBIT A to**
**Amendment No. 3 to**
**Amended and Restated Loan and Servicing Agreement**

[see attached]

FINANCIAL COVENANT

Interest Coverage Ratio. Newell shall not permit the Interest Coverage Ratio as at the last day of any fiscal quarter to be less than 4.00 to 1.00.

Notwithstanding anything to the contrary set forth herein, until the earlier of (A) the Jarden Acquisition Closing Date and (B) the date on which the Jarden Acquisition Agreement terminates or expires, any Indebtedness incurred by Newell to finance the Jarden Acquisition shall be disregarded for the purpose of determining compliance with the above financial covenant to the extent that, and so long as, the cash proceeds of such Indebtedness are either held in escrow on customary terms or are held by Newell as unrestricted cash or cash equivalents.

For purposes of the foregoing financial covenant, the following terms shall have the meanings set forth below. Capitalized terms used in this Schedule but not defined herein shall have the meanings set forth in Section 1.01.

"**Amendment and Restatement Effective Date**" means January 26, 2016.

"**Capital Lease Obligations**" of any Person means the obligations of such Person to pay rent or other amounts under any lease of (or other arrangement conveying the right to use) real or personal property, or a combination thereof, which obligations are required to be classified and accounted for as capital leases on a balance sheet of such Person under GAAP, and the amount of such obligations shall be the capitalized amount thereof determined in accordance with GAAP.

"**Consolidated EBITDA**" means, for any period, Consolidated Net Income for such period plus, without duplication and to the extent deducted in determining such Consolidated Net Income for such period, the sum of (a) income tax expense, (b) interest expense, amortization or writeoff of debt discount and debt issuance costs and commissions, discounts and other fees and charges associated with Indebtedness (including the Loans), (c) depreciation and amortization expense, (d) amortization of intangibles (including, but not limited to, goodwill) and organization costs, (e) non-cash extraordinary, unusual or non-recurring charges or losses (including restructuring charges) and (f) other cash restructuring charges not exceeding $200,000,000 in the aggregate incurred at any time from and after the Amendment and Restatement Effective Date, and minus, to the extent included in determining such Consolidated Net Income for such period, the sum of (a) interest income, (b) non-cash extraordinary, unusual or non-recurring income or gains (including, whether or not otherwise includable as a separate item in the statement of such Consolidated Net Income for such period, gains on the sales of assets outside of the ordinary course of business) and (c) any other non-cash income, all as determined on a consolidated basis. Notwithstanding the foregoing, for purposes of calculating the Interest Coverage Ratio, the Elmer's Transaction Expenses and the Jarden Transaction Expenses shall not be added back in calculating Consolidated EBITDA.

"**Consolidated Interest Expense**" means, for any period and without duplication, total interest expense (including that attributable to Capital Lease Obligations) of Newell and its Subsidiaries for such period with respect to all outstanding Indebtedness of Newell and its Subsidiaries accrued or capitalized during such period (whether or not actually paid during such period) (including all commissions, discounts and other fees and charges owed with respect to standby letters of credit and bankers' acceptance financing and net costs under Swap Agreements in respect of interest rates to the extent such net costs are allocable to such period in accordance with GAAP), but excluding any interest expense for such period relating to quarterly or monthly income preferred securities, quarterly income capital securities or other similar securities. Notwithstanding the foregoing, for purposes of calculating the Interest Coverage Ratio, Consolidated Interest Expense shall not include the Elmer's Transaction Expenses or the Jarden Transaction Expenses.

Notwithstanding the foregoing, Consolidated Interest Expense shall be calculated as follows for the following periods: (a) for the period ending on the end of the first full fiscal quarter beginning after the Jarden Acquisition Closing Date, the product of Consolidated Interest Expense during the fiscal quarter ending on such date *multiplied by* four, (b) for the period ending on the end of the second full fiscal quarter beginning after the Jarden Acquisition Closing Date, the product of Consolidated Interest Expense during such two fiscal quarter period ending on such date *multiplied by* two, and (c) for the period ending on the end of the third full fiscal quarter beginning after the Jarden Acquisition Closing Date, the product of Consolidated Interest Expense during such three fiscal quarter period ending on such date *multiplied by* four thirds.

"**Consolidated Net Income**" means, for any period, the consolidated net income (or loss) of Newell and its Subsidiaries, determined on a consolidated basis in accordance with GAAP; *provided* that there shall be excluded (a) the income (or deficit) of any Person accrued prior to the date it becomes a Subsidiary of Newell or is merged into or consolidated with Newell or any of its Subsidiaries, (b) the income (or deficit) of any Person (other than a Subsidiary of Newell) in which Newell or any of its Subsidiaries has an ownership interest, except to the extent that any such income is actually received by Newell or such Subsidiary in the form of dividends or similar distributions and (c) the undistributed earnings of any Subsidiary of Newell to the extent that the declaration or payment of dividends or similar distributions by such Subsidiary is not at the time permitted by the terms of any security issued by Newell or any of its Subsidiaries or of any agreement, instrument or other undertaking to which Newell or any of its Subsidiaries is a party or by which any of them or their respective property is bound (other than under the Revolving Credit Agreement) or Requirement of Law applicable to such Subsidiary.

"**Control**" means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a Person, whether through the ability to exercise voting power, by contract or otherwise. "**Controlling**" and "**Controlled**" have meanings correlative thereto.

"**Elmer's**" means Elmer's Products, Inc., a Delaware corporation.

"**Elmer's Acquisition**" means the acquisition by Newell, directly or indirectly, of all of the outstanding Equity Interests of Elmer's pursuant to that certain Share Purchase Agreement, dated as of October 2, 2015, by and among Newell, Elmer's and Berwind Consumer Products LLC, a Delaware limited liability company.

"**Elmer's Transaction Expenses**" means the transaction expenses related to the Elmer's Acquisition and the related transactions (including, without limitation, structuring fees, upfront fees and professional fees in connection with the associated bridge financing).

"**Equity Interests**" means shares of capital stock, partnership interests, membership interests in a limited liability company, beneficial interests in a trust or other equity ownership interests in a Person, and any warrants, options or other rights entitling the holder thereof to purchase or acquire any such equity interest.

"**Indebtedness**" means, as to any Person at any date (without duplication): (a) indebtedness created, issued, incurred or assumed by such Person for borrowed money or evidenced by bonds, debentures, notes or similar instruments; (b) all obligations of such Person to pay the deferred purchase price of property or services, excluding, however, trade accounts payable (other than for borrowed money) arising in, and accrued expenses incurred in, the ordinary course of business of such Person so long as such trade accounts payable are paid within 120 days of the date the respective goods are delivered or the services are rendered; (c) all Indebtedness of others secured by a Lien on any asset of such Person, whether or not such Indebtedness is assumed by such Person; (d) all Indebtedness of others guaranteed by such Person; (e) all Capital Lease Obligations; (f) reimbursement obligations of such Person (whether contingent or otherwise) in respect of bankers acceptances, surety or other bonds and similar instruments (other than commercial, standby or performance letters of credit); (g) unpaid reimbursement obligations of such Person (other than contingent obligations) in respect of commercial, standby or performance letters of credit; and (h) debt securities or obligations (including preferred debt securities) issued in connection with Permitted Securitizations included as indebtedness in accordance with GAAP on a consolidated balance sheet of such Person.

"**Interest Coverage Ratio**" means, as at any date of determination thereof, the ratio of (a) Consolidated EBITDA for the period of four consecutive fiscal quarters ending on or most recently ended prior to such date to (b) Consolidated Interest Expense for such period; *provided* that for purposes of calculating the Interest Coverage Ratio, (x) the Elmer's Transaction Expenses and the Jarden Transaction Expenses shall not be added back in calculating

Consolidated EBITDA and (y) Consolidated Interest Expense shall not include the Elmer's Transaction Expenses or the Jarden Transaction Expenses.

"**Jarden Acquisition**" means the acquisition by Newell, directly or through a Wholly-Owned Subsidiary, of all of the outstanding Equity Interests of Jarden pursuant to the Jarden Acquisition Agreement.

"**Jarden Acquisition Agreement**" means the Agreement and Plan of Merger, dated as of December 13, 2015, among Jarden, Newell, NCPF Acquisition Corp. I, a Delaware corporation, and NCPF Acquisition Corp. II, a Delaware corporation, as amended from time to time.

"**Jarden Acquisition Closing Date**" means the date on which the Jarden Acquisition shall have been consummated.

"**Jarden Transaction Expenses**" means the transaction expenses related to the Jarden Acquisition and the related transactions (including, without limitation, structuring fees, upfront fees and professional fees in connection with the associated bridge financing).

"**Lien**" means, with respect to any asset, (a) any mortgage, deed of trust, lien, pledge, hypothecation, encumbrance, charge or security interest in, on or of such asset and (b) the interest of a vendor or a lessor under any conditional sale agreement, capital lease or title retention agreement (or any financing lease having substantially the same economic effect as any of the foregoing) relating to such asset.

"**Loan Parties**" means Newell, each "Subsidiary Borrower" party to the Revolving Credit Agreement and each "Guarantor" party to the Revolving Credit Agreement.

"**Permitted Securitization**" means one or more accounts receivable facilities, the obligations in respect of which are non-recourse (except for customary representations, warranties, covenants and indemnities made in connection with such facilities) to Newell and its Subsidiaries (other than a Receivables Subsidiary), pursuant to which Newell or a Subsidiary sells its accounts receivable to either (a) a Person that is not a Subsidiary or (b) a Receivables Subsidiary that in turn funds such purchase by purporting to sell its accounts receivable to a Person that is not a Subsidiary or by borrowing from such a Person or from another Receivables Subsidiary that in turn funds itself by borrowing from such a Person, in each case as amended, supplemented, amended and restated or otherwise modified from time to time.

"**Receivables Subsidiary**" means any Subsidiary formed for the purpose of facilitating or entering into one or more Permitted Securitizations and that in each case engages only in activities reasonably related or incidental thereto; *provided* that the Equity Interests of each Receivables Subsidiary shall at all times be 100% owned, directly or indirectly, by a Loan Party.

"**Requirement of Law**" means, as to any Person, the Certificate of Incorporation and By-Laws or other organizational or governing documents of such Person, and any law, treaty, rule or regulation or determination of an arbitrator or a court or other Governmental Authority, in each case applicable to or binding upon such Person or any of its property or to which such Person or any of its property is subject.

"**Revolving Credit Agreement**" means that certain Amended and Restated Credit Agreement dated as of January 26, 2016, by and among Newell, "Subsidiary Borrowers" party thereto, the "Guarantors" from time to time party thereto, the "Lenders" party thereto and JPMorgan Chase Bank, N.A., as "Administrative Agent".

"**subsidiary**" means, with respect to any Person (the "**parent**") at any date, any corporation, partnership, limited liability company or other entity of which at least a majority of the outstanding shares of stock or other ownership interests having by the terms thereof ordinary voting power to elect a majority of the board of directors or other persons performing similar functions of such corporation, partnership, limited liability company or other entity (irrespective of whether or not at the time stock or other ownership interests of any other class or classes of such corporation, partnership, limited liability company or other entity shall have or might have voting power by reason of the happening of any contingency) is at the time directly or indirectly owned or Controlled by such Person and/or one or more of the subsidiaries of such Person. "**Wholly-Owned Subsidiary**" means any such corporation, partnership, limited liability company or other entity of which all such shares or other ownership interests, other than directors' qualifying shares or shares held by nominees to satisfy any requirement as to minimum number of shareholders, are so owned or Controlled.

"**Subsidiary**" means any subsidiary of Newell.

"**Swap Agreement**" means any agreement with respect to any swap, forward, future or derivative transaction or option or similar agreement involving, or settled by reference to, one or more rates, currencies, commodities, equity or debt instruments or securities, or economic, financial or pricing indices or measures of economic, financial or pricing risk or value or any similar transaction or any combination of these transactions; provided that no phantom stock or similar plan providing for payments only on account of services provided by current or former directors, officers, employees or consultants of Newell or the Subsidiaries shall be a Swap Agreement.

EXHIBIT 31.1

**CERTIFICATION**

I, Michael B. Polk, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended March 31, 2016 of Newell Brands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2016 /s/ Michael B. Polk

Michael B. Polk
Chief Executive Officer

EXHIBIT 31.2

**CERTIFICATION**

I, John K. Stipancich, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended March 31, 2016 of Newell Brands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2016

/s/ John K. Stipancich

John K. Stipancich
Executive Vice President, Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Newell Brands Inc. (the “Company”) on Form 10-Q for the period ending March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael B. Polk, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael B. Polk

Michael B. Polk
Chief Executive Officer
May 9, 2016

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Newell Brands Inc. (the “Company”) on Form 10-Q for the period ending March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John K. Stipancich, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John K. Stipancich

John K. Stipancich
Executive Vice President, Chief Financial Officer
May 9, 2016

**NEWELL BRANDS INC. SAFE HARBOR STATEMENT**

The Company has made statements in its Annual Report on Form 10-K for the year ended December 31, 2015, as well as in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, and the documents incorporated by reference therein that constitute forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995. These statements are subject to risks and uncertainties. The statements relate to, and other forward-looking statements that may be made by the Company may relate to, but are not limited to, information or assumptions about the effects of sales (including pricing), income/(loss), earnings per share, operating income, operating margin or gross margin improvements or declines, Project Renewal, restructuring and other project-related costs, capital and other expenditures, cash flow, dividends, costs and cost savings, productivity and streamlining, synergies, inflation or deflation, particularly with respect to commodities such as oil and resin, debt ratings, capital structure, changes in foreign exchange rates, impacts of changes in accounting standards, expected benefits and financial results from the Jarden transaction and other recently completed acquisitions and planned divestitures and management's plans, goals and objectives for future operations, performance and growth or the assumptions relating to any of the forward-looking statements. These statements generally are accompanied by words such as "intend," "anticipate," "believe," "estimate," "project," "target," "plan," "expect," "will," "should," "would" or similar statements. Forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. The factors that are discussed below, as well as the matters that are set forth generally in the 2015 Form 10-K and the first quarter 2016 Form 10-Q and the documents incorporated by reference therein could cause actual results to differ. Some of these factors are described as criteria for success. The Company's failure to achieve, or limited success in achieving, these objectives could result in actual results differing materially from those expressed or implied in the forward-looking statements. In addition, there can be no assurance that the Company has correctly identified and assessed all of the factors affecting the Company or that the publicly available and other information the Company receives with respect to these factors is complete or correct.

**The Company is subject to risks related to its dependence on the strength of retail, commercial and industrial sectors of the economy in various parts of the world.**

The Company's business depends on the strength of the retail, commercial and industrial sectors of the economy in various parts of the world, primarily in North America, and to a lesser extent Europe, Latin America and Asia. These sectors of the economy are affected primarily by factors such as consumer demand and the condition of the retail industry, which, in turn, are affected by general economic conditions. With continuing challenging global economic conditions, particularly outside the U.S., there has been considerable pressure on consumer demand, and the resulting impact on consumer spending has had and may continue to have an adverse effect on demand for the Company's products, as well as its financial condition and results of operations. The Company could also be negatively impacted by economic crises in specific countries or regions, including the deterioration in the creditworthiness of, or a default by, the issuers of sovereign debt. Such events could negatively impact the Company's overall liquidity and/or create significant credit risks relative to its local customers and depository institutions. Consumer demand and the condition of these sectors of the economy may also be impacted by other external factors such as war, terrorism, geopolitical uncertainties, public health issues, natural disasters and other business interruptions. The impact of these external factors is difficult to predict, and one or more of these factors could adversely impact the Company's business.

**The Company is subject to intense competition in a marketplace dominated by large retailers and e-commerce companies.**

The Company competes with numerous other manufacturers and distributors of consumer and commercial products, many of which are large and well-established. The Company's principal customers are large mass merchandisers, such as discount stores, home centers, warehouse clubs, office superstores, commercial distributors and e-commerce companies. The dominant share of the market represented by these large mass merchandisers, together with changes in consumer shopping patterns, has contributed to the formation of dominant multi-category retailers and e-commerce companies that have strong negotiating power with suppliers. Current trends among retailers and e-commerce companies include fostering high levels of competition among suppliers, demanding innovative new products and products tailored to each of their unique requirements, requiring suppliers to maintain or reduce product prices in response to competitive, economic or other factors, and requiring product delivery with shorter lead times. Other trends are for retailers and e-commerce companies to import products directly from foreign sources and to source and sell products under their own private label brands, typically at lower prices, that compete with the Company's products.

The combination of these market influences and retailer consolidation has created an intensely competitive environment in which the Company's principal customers continuously evaluate which product suppliers to use, resulting in downward pricing pressures and the need for big, consumer-meaningful brands, the ongoing introduction and commercialization of innovative new products, continuing improvements in category management and customer service, and the maintenance of strong relationships with large, high-volume purchasers. The Company also faces the risk of changes in the strategy or structure of its major customers, such as overall store and inventory reductions. The intense competition in the retail and e-commerce sectors, combined with the overall economic environment, may result in a number of customers experiencing financial difficulty, or failing in the future. In particular, a loss of, or a failure by, one of the Company's large customers could adversely impact the Company's sales and operating cash flows. To address these challenges, the Company must be able to respond to competitive factors, and the failure to respond effectively could result in a loss of sales, reduced profitability and a limited ability to recover cost increases through price increases.

**The Company's customers may further consolidate, which could adversely affect its sales and margins.**

The Company's customers have steadily consolidated over the last two decades. In 2013, two of the Company's large customers, Office Depot and OfficeMax, completed their previously announced merger. In February 2015, Staples and Office Depot announced plans to merge. The Company currently expects any customers that consolidate will take actions to harmonize pricing from their suppliers, close retail outlets and rationalize their supply chain, which could negatively impact the Company's sales and margins and adversely affect the Company's business and results of operations. There can be no assurance that following consolidation, the Company's large customers will continue to buy from the Company across different product categories or geographic regions, or at the same levels as prior to consolidation, which could negatively impact the Company's financial results. Further, if the consolidation trend continues, it could result in future pressures that could reduce the Company's sales and margins and have a material adverse effect on the Company's business, results of operations and financial condition.

**The Company's plans to continue to improve productivity and reduce complexity and costs may not be successful, which would adversely affect its ability to compete.**

The Company's success depends on its ability to continuously improve its manufacturing operations to gain efficiencies, reduce supply chain costs and streamline or redeploy nonstrategic selling, general and administrative expenses in order to produce products at a best-cost position and allow the Company to invest in innovation and brand building, including advertising and promotion. The Company is currently in the process of implementing Project Renewal, a global initiative designed to reduce the complexity of the organization and increase investment in the Company's most significant growth platforms. Project Renewal may not be completed substantially as planned, may be more costly to implement than expected, or may not result in, in full or in part, the positive effects anticipated. In addition, such initiatives require the Company to implement a significant amount of organizational change, which could have a negative impact on employee engagement, divert management's attention from other concerns, and if not properly managed, impact the Company's ability to retain key employees, cause disruptions in the Company's day-to-day operations and have a negative impact on the Company's financial results. It is also possible that other major productivity and streamlining programs may be required in the future.

**If the Company is unable to commercialize a continuing stream of new products that create demand, the Company's ability to compete in the marketplace may be adversely impacted.**

The Company's strategy includes investment in new product development and a focus on innovation. Its long-term success in the competitive retail environment and the industrial and commercial markets depends on its ability to develop and commercialize a continuing stream of innovative new products and line extensions that create demand. New product development and commercialization efforts, including efforts to enter markets or product categories in which the Company has limited or no prior experience, have inherent risks. These risks include the costs involved, such as development and commercialization, product development or launch delays, and the failure of new products and line extensions to achieve anticipated levels of market acceptance or growth in sales or operating income. The Company also faces the risk that its competitors will introduce innovative new products that compete with the Company's products. In addition, sales generated by new products or line extensions could cause a decline in sales of the Company's existing products. If new product development and commercialization efforts are not successful, the Company's financial results could be adversely affected.

**If the Company does not continue to develop and maintain leading brands or realize the anticipated benefits of increased advertising and promotion spend, its operating results may suffer.**

The Company's ability to compete successfully also depends increasingly on its ability to develop and maintain leading brands so that the Company's retailer and other customers will need the Company's products to meet consumer demand. Leading brands allow the Company to realize economies of scale in its operations. The development and maintenance of such brands require significant investment in brand-building and marketing initiatives. While the Company plans to continue to increase its expenditures for advertising and promotion and other brand-building and marketing initiatives over the long term, the initiatives may not deliver the anticipated results and the results of such initiatives may not cover the costs of the increased investment.

**Price increases in raw materials and sourced products could harm the Company's financial results.**

The Company purchases raw materials, including resin, principally polyethylene, polypropylene and copolyester, corrugate, steel, gold, brass and aluminum, which are subject to price volatility and inflationary pressures. The Company's success is dependent, in part, on its continued ability to reduce its exposure to increases in those costs through a variety of programs, including periodic purchases, future delivery purchases, long-term contracts, sales price adjustments and certain derivative instruments, while maintaining and improving margins and market share. Also, the Company relies on third-party manufacturers as a source for its products. These manufacturers are also subject to price volatility and labor cost and other inflationary pressures, which may, in turn, result in an increase in the amount the Company pays for sourced products. Raw material and sourced product price increases may more than offset the Company's productivity gains and price increases and adversely impact the Company's financial results.

**If the Company is unable to make strategic acquisitions and to integrate its acquired businesses, the Company's future growth and profitability could be adversely impacted.**

The Company's ability to continue to make strategic acquisitions and to integrate the acquired businesses successfully remain important factors in the Company's future growth. In 2014, the Company completed the acquisitions of Ignite and Baby Jogger and the assets of bubba and in 2015, completed the acquisition of Elmer's Products, Inc. In April 2016, the Company completed the acquisition of Jarden Corporation, which had recently acquired Jostens, Inc. and Waddington Group Inc. The Company's ability to successfully integrate these or any other acquired business is dependent upon its ability to identify suitable acquisition candidates, integrate and manage product lines that have been acquired, obtain anticipated cost savings and operating income improvements within a reasonable period of time, assume unknown liabilities, known contingent liabilities that become realized or known liabilities that prove greater than anticipated, and manage unanticipated demands on the Company's management, operational resources and financial and internal control systems. Furthermore, the Company's ability to finance major acquisitions may be adversely affected by the Company's financial position and access to credit markets. In addition, significant additional borrowings would increase the Company's borrowing costs and could adversely affect its credit rating and could constrain the Company's future access to capital. The Company may not successfully manage these or other risks it may encounter in acquiring and integrating a business or product line, which could have a material adverse effect on its business.

**Circumstances associated with divestitures and product line exits could adversely affect the Company's results of operations and financial condition.**

The Company continually evaluates the performance and strategic fit of its businesses and products. In August 2015, the Company sold its Rubbermaid medical cart business, and in November 2015, the Company completed the sale of the Endicia on-line postage business. In October 2015, the Company announced that it intends to divest its Décor business, which comprises its Levolor® and Kirsch® window coverings brands. The Company may decide to sell or discontinue other businesses or products in the future based on an evaluation of performance and strategic fit. A decision to divest or discontinue a business or product may result in asset impairments, including those related to goodwill and other intangible assets, and losses upon disposition, both of which could have an adverse effect on the Company's results of operations and financial condition. In addition, the Company may encounter difficulty in finding buyers or executing alternative exit strategies at acceptable prices and terms and in a timely manner. In addition, prospective buyers may have difficulty obtaining financing. Divestitures and business discontinuations could involve additional risks, including the following:

- difficulties in the separation of operations, services, products and personnel;
- the diversion of management's attention from other business concerns;
- the retention of certain current or future liabilities in order to induce a buyer to complete a divestiture;
- the disruption of the Company's business; and
- the potential loss of key employees.

The Company may not be successful in managing these or any other significant risks that it may encounter in divesting or discontinuing a business or exiting product lines, which could have a material adverse effect on its business.

**The Company is subject to risks related to its international operations and sourcing model.**

International operations are important to the Company's business, and the Company's strategy emphasizes international growth. In addition, as the Company sources products in low-cost countries, particularly in Asia, it is exposed to additional risks and uncertainties. Foreign operations can be affected by factors such as currency devaluation; other currency fluctuations; tariffs; nationalization; exchange controls; price controls; labor inflation; interest rates; limitations on foreign investment in local business; compliance with U.S. laws affecting operations outside the United States, such as the Foreign Corrupt Practices Act; and other political, economic and regulatory risks and difficulties. The Company also faces risks due to the transportation and logistical complexities inherent in reliance on foreign sourcing.

**The Company has foreign currency translation and transaction risks that may materially adversely affect the Company's operating results, financial condition and liquidity.**

The financial position and results of operations of many of the Company's international subsidiaries are initially recorded in various foreign currencies and then translated into U.S. Dollars at the applicable exchange rate for inclusion in the Company's financial statements. The strengthening of the U.S. Dollar against these foreign currencies ordinarily has a negative impact on the Company's reported sales, operating margin and operating income (and conversely, the weakening of the U.S. Dollar has a positive impact). For the year ended December 31, 2015, foreign currency unfavorably affected reported sales by $331 million compared to the year ended December 31, 2014. The volatility of foreign exchange rates may materially adversely affect the Company's operating results.

The margin impacts from changes in foreign currency are because the Company's costs for produced and sourced products are largely denominated in U.S. Dollars, and the Company's international operations generally sell the Company's products at prices denominated in local currencies. When local currencies decline in value relative to the U.S. Dollar in the regions in which the Company sells products whose costs are denominated in U.S. Dollars, the Company's international businesses would need to increase the local currency sales prices of the products and/or reduce costs through productivity or other initiatives in order to maintain the same level of profitability. The Company may not be able to increase the selling prices of its products in its international businesses due to market dynamics, competition or otherwise and may not realize cost reductions through productivity or other initiatives. As a result, gross margins and overall operating results of the Company's international businesses would be adversely affected when the U.S. Dollar strengthens.

The Company has been adversely impacted by developments in Venezuela, including the significant devaluations of the Venezuelan Bolivar that have occurred in recent years, the declining availability of U.S. Dollars and the implementation of pricing and exchange controls in Venezuela. In 2014, the Venezuelan government issued a Law on Fair Pricing which established a maximum profit margin of 30%, thereby limiting the Company's ability to implement price increases, which had been one of the key mechanisms to offset the effects of continuing high inflation and the impact of currency devaluations. In 2015, the Venezuelan government adopted additional regulations requiring the Company to identify the ultimate retail price to consumers on products it sells and further limit maximum profit margins on certain products to 20%, both of which adversely affected the prices the Company charges to its distributor customers and its distribution channels and route-to-market. As a result of increasingly restrictive exchange control regulations and reduced access to U.S. Dollars through official currency exchange mechanisms, the Company concluded that an other-than-temporary lack of exchangeability between the Venezuelan Bolivar and the U.S. Dollar existed as of December 31, 2015. The exchange restrictions and other regulations have impacted the Company's ability to make key operational and financial decisions regarding its Venezuelan operations and benefit from the earnings of its Venezuelan operations. The Company determined that it no longer could exercise control over the operations of its Venezuela subsidiary. Accordingly, the Company deconsolidated its Venezuela subsidiary on December 31, 2015 and recorded a pretax charge of $172.7 million.

Future government actions, such as currency devaluations, import authorization controls, foreign exchange controls, price or profit controls or expropriation or other forms of government take-over, could adversely impact the Company's business, results of operations, cash flows and financial condition.

See Management's Discussion and Analysis of Financial Condition and Results of Operations and Footnote 1 of the Notes to Condensed Consolidated Financial Statements for further information.

**The inability to obtain raw materials and finished goods in a timely manner from suppliers would adversely affect the Company's ability to manufacture and market its products.**

The Company purchases raw materials to be used in manufacturing its products. In addition, the Company relies on third-party manufacturers as a source for finished goods. The Company typically does not enter into long-term contracts with its suppliers or sourcing partners. Most raw materials and sourced goods are obtained on a "purchase order" basis; however, in limited cases where the Company has supply contracts with fixed prices, the Company may be required to purchase raw materials at above-market prices, which could adversely impact gross margins. In addition, in some instances the Company maintains single-source or limited-source sourcing relationships, either because multiple sources are not available or the relationship is advantageous due to performance, quality, support, delivery, capacity or price considerations. In particular, the Company's Baby & Parenting business has a single source of supply for products that comprise a majority of Baby & Parenting's sales and which owns the intellectual property for many of those products. In addition, certain businesses in the Company's Home Solutions segment rely on a single source of supply for a majority of their products. Financial, operating or other difficulties encountered by the Company's suppliers and/or sourcing partners or changes in the Company's relationships with them could result in manufacturing or sourcing interruptions, delays and inefficiencies, and prevent the Company from manufacturing or obtaining the finished goods necessary to manufacture and market its products, which could have a material adverse effect on its business.

**A failure of one or more key information technology systems, networks, processes, associated sites or service providers could have a material adverse impact on the Company's business or reputation.**

The Company relies extensively on information technology (IT) systems, networks and services, including Internet sites, data hosting and processing facilities and tools and other hardware, software and technical applications and platforms, some of which are managed, hosted, provided and/or used by third parties or their vendors, to assist in conducting business. The various uses of these IT systems, networks and services include, but are not limited to:

- ordering and managing materials from suppliers;
- converting materials to finished products;
- shipping products to customers;
- marketing and selling products to consumers;
- collecting and storing customer, consumer, employee, investor and other stakeholder information and personal data;
- processing transactions;
- summarizing and reporting results of operations;
- hosting, processing and sharing confidential and proprietary research, business plans and financial information;
- complying with regulatory, legal or tax requirements;
- providing data security; and
- handling other processes necessary to manage the Company's business.

Increased IT security threats and more sophisticated computer crime, including advanced persistent threats, pose a potential risk to the security of the Company's IT systems, networks and services, as well as the confidentiality, availability and integrity of the Company's data. If the IT systems, networks or service providers relied upon fail to function properly, or if the Company suffers a loss or disclosure of business or stakeholder information, due to any number of causes, ranging from catastrophic events to power outages to security breaches, and business continuity plans do not effectively address these failures on a timely basis, the Company may suffer interruptions in its ability to manage operations and reputational, competitive and/or business harm, which may adversely impact the Company's results of operations and/or financial condition.

**Impairment charges could have a material adverse effect on the Company's financial results.**

Future events may occur that would adversely affect the reported value of the Company's assets and require impairment charges. Such events may include, but are not limited to, strategic decisions made in response to changes in economic and competitive conditions, the impact of the economic environment on the Company's sales and customer base, the unfavorable resolution of litigation, a material adverse change in the Company's relationship with significant customers or business partners, or a sustained decline in the Company's stock price. The Company continues to evaluate the impact of economic and other developments on the Company and its business units to assess whether impairment indicators are present. Accordingly, the Company may be required to perform impairment tests based on changes in the economic environment and other factors, and these tests could result in impairment charges in the future.

**The Company's businesses are subject to regulation in the U.S. and abroad.**

Changes in laws, regulations and related interpretations may alter the environment in which the Company does business. This includes changes in environmental, competitive and product-related laws, as well as changes in accounting standards, taxation and other regulations. Accordingly, the Company's ability to manage regulatory, tax and legal matters (including environmental, human resource, product liability, patent and intellectual property matters), and to resolve pending legal and environmental matters without significant liability could require the Company to record significant reserves in excess of amounts accrued to date or pay significant fines during a reporting period, which could materially impact the Company's results. In addition, new regulations may be enacted in the U.S. or abroad that may require the Company to incur additional personnel-related, environmental or other costs on an ongoing basis, significantly restrict the Company's ability to sell certain products, or incur fines or penalties for noncompliance, any of which could adversely affect the Company's results of operations. For example, the United States Consumer Product Safety Commission and Health Canada are advocating for more strict design standards for window blinds that if implemented, would require the Company to redesign a large number of window blinds products sold in the U.S. and Canada. For certain products, redesign may not be possible or practical, and as a result, the Company would lose revenues from the sales of such products.

As a U.S.-based multinational company, the Company is also subject to tax regulations in the U.S. and multiple foreign jurisdictions, some of which are interdependent. For example, certain income that is earned and taxed in countries outside the U.S. is not taxed in the U.S. until those earnings are actually repatriated or deemed repatriated. If these or other tax regulations should change, the Company’s financial results could be impacted.

**The Company may not be able to attract, retain and develop key personnel.**

The Company’s success at implementing Project Renewal and the Growth Game Plan and its future performance depends in significant part upon the continued service of its executive officers and other key personnel. The loss of the services of one or more executive officers or other key employees could have a material adverse effect on the Company’s business, prospects, financial condition and results of operations. The Company’s success also depends, in part, on its continuing ability to attract, retain and develop highly qualified personnel. Competition for such personnel is intense, and there can be no assurance that the Company can retain its key employees or attract, assimilate and retain other highly qualified personnel in the future.

**The resolution of the Company’s tax contingencies may result in additional tax liabilities, which could adversely impact the Company’s cash flows and results of operations.**

The Company is subject to income tax in the U.S. and numerous jurisdictions outside the U.S. Significant estimation and judgment are required in determining the Company’s worldwide provision for income taxes. In the ordinary course of the Company’s business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by various worldwide tax authorities. Although the Company believes its tax estimates are reasonable, the final outcome of tax audits and related litigation could be materially different than that reflected in its historical income tax provisions and accruals. There can be no assurance that the resolution of any audits or litigation will not have an adverse effect on future operating results.

**Product liability claims or regulatory actions could adversely affect the Company’s financial results or harm its reputation or the value of its end-user brands.**

Claims for losses or injuries purportedly caused by some of the Company’s products arise in the ordinary course of the Company’s business. In addition to the risk of substantial monetary judgments or fines or penalties that may result from any governmental investigations, product liability claims or regulatory actions could result in negative publicity that could harm the Company’s reputation in the marketplace, adversely impact the value of its end-user brands, or result in an increase in the cost of producing the Company’s products. The Company could also be required to recall possibly defective products, which could result in adverse publicity and significant expenses. Although the Company maintains product liability insurance coverage, potential product liability claims are subject to a self-insured deductible and may exceed the amount of insurance coverage, while certain costs, such as recall expenses and government fines, are outside the scope of the Company's insurance coverage.

**A reduction in the Company’s credit ratings could materially and adversely affect its business, financial condition and results of operations.**

The Company cannot be sure that any of its current ratings will remain in effect for any given period of time or that a rating will not be lowered by a rating agency if, in its judgment, circumstances in the future so warrant. A downgrade by Moody’s or Standard & Poor’s, which would reduce the Company’s senior debt below investment-grade, would increase the Company’s borrowing costs, which would adversely affect the Company’s financial results. The Company would likely be required to pay a higher interest rate in future financings, and its potential pool of investors and funding sources could decrease. If the Company’s short-term ratings were to be lowered, it would limit, or eliminate entirely, the Company’s access to the commercial paper market. The ratings from credit agencies are not recommendations to buy, sell or hold the Company’s securities, and each rating should be evaluated independently of any other rating.

**The level of returns on pension and post-retirement plan assets and the actuarial assumptions used for valuation purposes could affect the Company’s earnings and cash flows in future periods. Changes in government regulations could also affect the Company’s pension and post-retirement plan expenses and funding requirements.**

The funding obligations for the Company’s pension plans are impacted by the performance of the financial markets, particularly the equity markets, and interest rates. Funding obligations are determined under government regulations and are measured each year based on the value of assets and liabilities on a specific date. If the financial markets do not provide the long-term returns that are expected under the governmental funding calculations, the Company could be required to make larger contributions. The equity markets can be, and recently have been, very volatile, and therefore the Company’s estimate of future contribution requirements can change dramatically in relatively short periods of time. Similarly, changes in interest rates and legislation enacted by governmental authorities can impact the timing and amounts of contribution requirements. An adverse change in the funded status of the plans could significantly increase the Company's required contributions in the future and adversely impact its liquidity.

Assumptions used in determining projected benefit obligations and the fair value of plan assets for the Company's pension and other post-retirement benefit plans are determined by the Company in consultation with outside actuaries. In the event that the Company determines that changes are warranted in the assumptions used, such as the discount rate, expected long-term rate of return on assets, expected health care costs, or mortality rates, the Company's future pension and post-retirement benefit expenses could increase or decrease. Due to changing market conditions or changes in the participant population, the assumptions that the Company uses may differ from actual results, which could have a significant impact on the Company's pension and post-retirement liabilities and related costs and funding requirements.

**The Company incurred substantial additional indebtedness in connection with the Jarden acquisition which could materially adversely affect the Company and its financial position, including decreasing its business flexibility, increasing its borrowing costs and resulting in a reduction of its credit ratings**.

Following completion of the Jarden acquisition, the Company substantially increased its debt compared to its recent historical levels. The Company incurred an additional $6.1 billion of debt (excluding approximately $4.1 billion of Jarden debt refinanced in connection with the acquisition), assuming all of Jarden's convertible notes are converted into shares of Jarden common stock entitled to receive the merger consideration in connection with the completion of the acquisition. This increased level of debt will increase the Company's interest expense and could have the effect, among other things, of reducing the Company's flexibility to respond to changing business and economic conditions. In addition, if the Company is unable to timely reduce its level of indebtedness, the Company will be subject to increased demands on its cash resources, which could increase its total debt-to-capitalization ratios, decrease its interest coverage ratios, result in a breach of covenants or otherwise adversely affect the business and financial results of the Company.

The Company's credit ratings impact the cost and availability of future borrowings and, accordingly, the Company's cost of capital. The Company's credit ratings reflect each rating organization's opinion of its financial strength, operating performance and ability to meet its debt obligations. There can be no assurance any of the rating agencies will not downgrade the Company's credit rating following the Jarden acquisition, and any reduction in the Company's credit ratings, either on a corporate basis or any one or more debt issuances or otherwise, may limit the Company's ability to borrow at interest rates consistent with the interest rates currently available or available to the Company prior to the Jarden acquisition.