SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LOPEZ GERARDO I	NEWELL BRANDS INC [NWL]	X Director 10% Owner

(Last)	(First)	(Middle)

C/O NEWELL BRANDS INC.

221 RIVER STREET

(Street)

HOBOKEN	NJ	07030

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

Officer (give title below)   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X   Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	05/07/2019		A		9,085		(2)	(3)	Common Stock	9,085	$0	9,085	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Newell Brands Inc. common stock.

2. The reporting person shall become fully vested in his or her award upon the earlier of: (i) the first anniversary of the date of the grant of the award; or (ii) the date immediately preceding the date of the Company's 2020 annual meeting of its stockholders, provided he or she remains in continuous service on the Board until such date, but the award may vest earlier in the event of death, disability or retirement. If the Company pays a dividend on its common stock, upon vesting, the reporting person will receive an amount in cash equal in value to the dividends that the reporting person would have received had the reporting person been the actual owner of the number of shares of the Company's common stock represented by the restricted stock units.

3. N/A

Remarks:

/s/ Raj Dave, attorney-in-fact for Gerardo I. Lopez	05/09/2019
** Signature of Reporting Person	Date