

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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| 1. Name and Address of Reporting Person* <u>Geller Michal J.</u> (Last) (First) (Middle) NEWELL BRANDS INC. 6655 PEACHTREE DUNWOODY ROAD (Street) ATLANTA GA 30328 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NEWELL BRANDS INC. [NWL]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X President, eCommerce & Digital |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/04/2021 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (1) | 05/04/2021 | | A | | 12,473 | | (2) | (3) | Common Stock | 12,473 | \$0 | 12,473 | D | |
| Restricted Stock Units | (1) | 05/04/2021 | | A | | 4,704 | | (4) | (3) | Common Stock | 4,704 | \$0 | 4,704 | D | |
| Stock Option (Right to Buy) | \$28.06 | 05/04/2021 | | A | | 35,281 | | (5) | 05/04/2031 | Common Stock | 35,281 | \$0 | 35,281 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Newell Brands Inc. common stock.
- The award shall vest ratably in one-half increments on the first and second anniversaries of the award date, subject to the reporting person's continuous employment with the Company, but the award may vest earlier in whole or in part in the event of death, disability or retirement.
- N/A
- The award shall vest in full on the third anniversary of the award date, subject to the reporting person's continuous employment with the Company, but the award may vest earlier in whole or in part in the event of death, disability or retirement.
- The option vests ratably in one-third increments on the first, second, and third anniversaries of the grant date, subject to the reporting person's continuous employment with the Company.

Remarks:

/s/ Miriam Steinberg, attorney-in-fact for Michal J. Geller 05/06/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.