

NEWELL RUBBERMAID INC  
Form FWP  
October 14, 2015

**Filed Pursuant to Rule 433**

**Registration No. 333-194324**

**October 14, 2015**

**PRICING TERM SHEET**

Newell Rubbermaid Inc.

Title:	2.150% Notes due 2018	3.900% Notes due 2025
Issuer:	Newell Rubbermaid Inc.	Newell Rubbermaid Inc.
Principal Amount:	\$300,000,000	\$300,000,000
Denomination:	\$2,000 x \$1,000	\$2,000 x \$1,000
Maturity Date:	October 15, 2018	November 1, 2025
Coupon:	2.150%	3.900%
Interest Payment Dates:	April 15 and October 15, commencing April 15, 2016	May 1 and November 1, commencing May 1, 2016
Price to Public:	99.997%	99.686%
Benchmark Treasury:	0.875% due October 15, 2018	2.000% due August 15, 2025
Benchmark Treasury Yield:	0.851%	1.988%
Spread to Benchmark Treasury:	T + 130 bps	T + 195 bps
Yield to Maturity:	2.151%	3.938%
Optional Redemption:	At any time, at a make whole price equal to the greater of (a) 100% of the principal amount or (b) discounted present value of principal and interest at Treasury Rate plus 20 basis points, plus accrued interest to but excluding the redemption date.	At any time prior to August 1, 2025, at a make whole price equal to the greater of (a) 100% of the principal amount or (b) discounted present value of principal and interest that would be due if the notes matured on August 1, 2025 at Treasury Rate plus 30 basis points; and on or after August 1, 2025, at 100% of the principal; plus, in each case, accrued interest to but excluding the redemption date.

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Special Mandatory Redemption:	Upon the first to occur of either (i) June 28, 2016, if the acquisition of Elmer's Products, Inc. (the <u>Acquisition</u> ) is not consummated on or prior to such date, or (ii) the date on which the agreement relating to the Acquisition is terminated, all of the Notes will be subject to a special mandatory redemption. The special mandatory redemption price will be equal to 101% of the initial issue price of the Notes, plus accrued interest to but excluding the redemption date.	Upon the first to occur of either (i) June 28, 2016, if the Acquisition is not consummated on or prior to such date, or (ii) the date on which the agreement relating to the Acquisition is terminated, all of the Notes will be subject to a special mandatory redemption. The special mandatory redemption price will be equal to 101% of the initial issue price of the Notes, plus accrued interest to but excluding the redemption date.
Expected Settlement Date:	October 19, 2015	October 19, 2015
CUSIP/ISIN:	651229 AR7 / US651229AR79	651229 AS5 / US651229AS52
Anticipated Ratings* (Moody's, S&P, Fitch):	Baa3/BBB-/BBB+	Baa3/BBB-/BBB+

Joint Book-Running Managers:	Credit Suisse Securities (USA) LLC	Credit Suisse Securities (USA) LLC
	Citigroup Global Markets Inc.	Citigroup Global Markets Inc.
	J.P. Morgan Securities LLC	J.P. Morgan Securities LLC
Co-Managers:	Mitsubishi UFJ Securities (USA), Inc.	Mitsubishi UFJ Securities (USA), Inc.
	PNC Capital Markets LLC	PNC Capital Markets LLC
	Wells Fargo Securities, LLC	Wells Fargo Securities, LLC

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, or calling J.P. Morgan Securities LLC collect at 1-212-834-4533.

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