

POLK MICHAEL B  
Form 4  
August 28, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
POLK MICHAEL B

2. Issuer Name and Ticker or Trading Symbol  
NEWELL BRANDS INC [NWL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
221 RIVER STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/24/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

HOBOKEN, NJ 07030

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 08/24/2017                           |  | A                              | V 0 <sup>(1)</sup> A \$ 0   | 604,296 <sup>(1)</sup>  | D  |  |
| Common Stock                    |                                      |  |                                |   | 47,303  | I  | By Trust (spouse as trustee)                 |
| Common Stock                    |                                      |  |                                |   | 58,031  | I  | Michael B. Polk<br>December 2012 5-year GRAT |
|                                 |                                      |  |                                |   | 64,866  | I  |  |

|              |                       |   |  |  |  |   |
|--------------|-----------------------|---|--|--|--|---|
| Common Stock |                       |   |  |  |  | Michael B. Polk May 2015 3-year GRAT    |
| Common Stock | 64,600 <sup>(2)</sup> | I |  |  |  | Michael B. Polk August 2016 3-year GRAT |
| Common Stock | 79,200 <sup>(3)</sup> | I |  |  |  | Michael B. Polk August 2016 5-year GRAT |
| Common Stock | 85,150 <sup>(4)</sup> | I |  |  |  | Michael B. Polk August 2016 7-year GRAT |

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address     | Relationships |           |         |       |
|------------------------------------|---------------|-----------|---------|-------|
|                                    | Director      | 10% Owner | Officer | Other |
| POLK MICHAEL B<br>221 RIVER STREET | X             |           | CEO     |       |

HOBOKEN, NJ 07030

## Signatures

/s/ Leah Lower, Attorney in Fact for Michael B.  
Polk

08/28/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Reflects the distribution of shares of common stock from GRATs. The distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership.
- (2) Reflects the distribution of 27,900 shares of common stock from this GRAT to the Reporting Person. This distributions qualifies as only a change in the form of the Reporting Person's beneficial ownership.
- (3) Reflects the distribution of 13,300 shares of common stock from this GRAT to the Reporting Person. This distributions qualifies as only a change in the form of the Reporting Person's beneficial ownership.
- (4) Reflects the distribution of 7,350 shares of common stock from this GRAT to the Reporting Person. This distributions qualifies as only a change in the form of the Reporting Person's beneficial ownership.

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

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