

NEWELL BRANDS INC
Form 4
March 21, 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

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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 *
FRANKLIN MARTIN E

(Last) (First) (Middle)

C/O NEWELL BRANDS, 221 RIVER STREET

(Street)

HOBOKEN, NJ 07030

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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
Common Stock	03/17/2017		J/K ⁽¹⁾⁽²⁾		2,653,699	D	⁽¹⁾ <u>(2)</u>
					2,047,227	D	

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

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SEC 1474
(9-02)

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Call Option (obligation to sell)	(1) (2)	03/17/2017		J/K(1)(2)	2,979,961	03/17/2017	03/17/2017	Common Stock
Put option (right to sell)	(1) (2)	03/17/2017		J/K(1)(2)	2,979,961	03/17/2017	03/17/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN MARTIN E C/O NEWELL BRANDS 221 RIVER STREET HOBOKEN, NJ 07030		X		

Signatures

/s/ Michael Peterson, attorney-in-fact for Martin E. Franklin 03/21/2017

__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).

On March 17, 2017, the reporting person settled collar arrangements entered into the second quarter of 2016 pursuant to which he wrote a covered call option and purchased a put option. The collar arrangements obligated the reporting person to deliver to unaffiliated third party purchasers up to 2,979,961 shares of NWL common stock on the expiration date of the contracts. In exchange for assuming this

(1) obligation, the reporting person received a cash payment of \$182.7 million as of the date of settlement of the contracts. The reporting person pledged 2,979,961 shares of NWL common stock (the "Pledged Shares") to secure his obligation under the contracts, and retained dividend and voting rights in the Pledged Shares during the term of the pledge. On March 17, 2017, the settlement price of the NWL common stock was \$48.51.

(2) (continued from Footnote 1) Accordingly, the reporting person transferred to the purchasers 2,653,699 of the Pledged Shares, and the purchasers returned to the reporting person the remaining 326,262 Pledged Shares.

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

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