

NEWELL BRANDS INC
Form 8-K
December 04, 2018

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

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 4, 2018

NEWELL BRANDS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-9608
(Commission File Number)

36-3514169
(IRS Employer Identification
Number)

221 River Street
Hoboken, New Jersey 07030

Edgar Filing: NEWELL BRANDS INC - Form 8-K
(Address of principal executive offices including zip code)

(201) 610-6600

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On December 4, 2018, Newell Brands Inc. (the Company) issued a press release (the Tender Offers Press Release) announcing the commencement of cash tender offers (the Tender Offers) for (i) any and all (the Any and All Offer) of the Company s 3.150% Notes due 2021 (the Any and All Notes) and (ii) up to the Maximum Waterfall Tender Amount (as defined below) in aggregate principal amount of the Company s 5.500% Notes due 2046, 3.900% Notes due 2025, 5.375% Notes due 2036, 4.200% Notes due 2026 and 3.850% Notes due 2023. The Maximum Waterfall Tender Amount is an aggregate principal amount equal to \$1,500,000,000 less the aggregate principal amount of the Any and All Notes validly tendered and accepted for purchase in the Any and All Offer. The Tender Offers are being made solely pursuant to an offer to purchase dated December 4, 2018 and related letter of transmittal, which set forth the terms and conditions of the Tender Offers.

A copy of the Tender Offers Press Release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Current Report on Form 8-K shall not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Number | Exhibit |
|---------------|---|
| 99.1 | <u>Press Release of Newell Brands Inc., dated December 4, 2018.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWELL BRANDS INC.

Dated: December 4, 2018

By: /s/ Bradford R. Turner
Bradford R. Turner

Chief Legal and Administrative Officer and
Corporate Secretary