

NEWELL BRANDS INC  
Form 4  
April 25, 2016

**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 \*  
**CLARKE THOMAS E**

(Last) (First) (Middle)

**C/O NEWELL BRANDS INC., 6655 PEACHTREE DUNWOODY ROAD**

(Street)

**ATLANTA, GA 30328**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**04/15/2016**

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 04/15/2016                           |  | A                              | 1,508 A <u>(1)</u>  | 60,933  | D  |  |
| Common Stock                    | 04/15/2016                           |  | A                              | 366 A <u>(2)</u>  | 366   | I  | By Trust                                     |
| Common Stock                    | 04/15/2016                           |  | A                              | 64 A <u>(3)</u>   | 64  | I  | Clarke Family Foundation                     |

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CLARKE THOMAS E<br>C/O NEWELL BRANDS INC.<br>6655 PEACHTREE DUNWOODY ROAD<br>ATLANTA, GA 30328 |               | X         |         |       |

## Signatures

/s/ Michael R. Peterson, Attorney in Fact for Thomas E. Clarke  
Date: 04/25/2016

\_\_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) Received in exchange for 1750 shares of Jarden Corporation common stock in connection with the acquisition of Jarden Corporation by Newell Brands Inc. On the day prior to the effective date of the acquisition, the closing price of Jarden's common stock was \$58.99 per share, and the closing price of Newell's common stock was \$44.19 per share.
  - (2) Received in exchange for 425 shares of Jarden Corporation common stock in connection with the acquisition of Jarden Corporation by Newell Brands Inc. On the day prior to the effective date of the acquisition, the closing price of Jarden's common stock was \$58.99 per share, and the closing price of Newell's common stock was \$44.19 per share.
  - (3) Received in exchange for 75 shares of Jarden Corporation common stock in connection with the acquisition of Jarden Corporation by Newell Brands Inc. On the day prior to the effective date of the acquisition, the closing price of Jarden's common stock was \$58.99 per share, and the closing price of Newell's common stock was \$44.19 per share.

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.