

NEWELL BRANDS INC
Form 4
March 15, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
03/13/2017

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	03/13/2017		S ⁽¹⁾⁽²⁾		200,000	D	\$ 48.48
Common Stock	03/14/2017		S ⁽¹⁾⁽²⁾		140,000	D	\$ 48.13

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
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

03/15/2017

__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) On March 14, 2017, the reporting person reported the sale in an open market transaction of 340,000 shares, an amount estimated to be approximately equivalent to previously pledged shares that are expected to be returned to the reporting person pursuant to a previously disclosed collar arrangement entered into in the second quarter of 2016 scheduled to settle on March 17, 2017. The collar arrangement obligated the reporting person to deliver to unaffiliated third party purchasers up to 2,979,963 shares of NWL common stock on the expiration date of the contract. In exchange for assuming this obligation, the reporting person will receive a cash payment of \$128.7 million as of the date of settlement of the contract.

(2) (Continued from footnote 1) The reporting person pledged 2,979,963 shares of NWL common stock (the "Pledged Shares") to secure his obligation under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge. The reporting person estimated that approximately 2.64 million shares will be transferred to the purchasers on the settlement date and therefore requested that the remaining approximately 340,000 Pledged Shares be sold in an open market transaction.

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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