

NEWELL RUBBERMAID INC

Form 8-K

February 17, 2012

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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): February 17, 2012

NEWELL RUBBERMAID 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 No.)

Three Glenlake Parkway
Atlanta, Georgia
(Address of Principal Executive Offices)

30328
(Zip Code)

Registrant's Telephone Number, Including Area Code: (770) 418-7000

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 (see General Instruction A.2. below):

☐ 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)

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- “ 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))

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Item 2.02. Results of Operations and Financial Condition.

As previously disclosed, effective January 1, 2012, Newell Rubbermaid Inc. (the "Company") implemented changes to its organizational structure that resulted in the consolidation of the Company's three operating groups into two and of its 13 global business units ("GBUs") into nine. One of the two new operating groups will be primarily consumer facing ("Newell Consumer") while the other will be primarily commercial facing ("Newell Professional"). In addition, the Baby & Parenting Essentials GBU will operate as a stand-alone operating segment.

Newell Consumer will comprise four global business units: Home Organization & Style, Writing & Creative Expression, Fine Writing & Luxury Accessories, and Culinary Lifestyles. Newell Professional will also comprise four global business units: Commercial Products, Construction Tools & Accessories, Labeling Technology & Integrated Solutions, and Industrial Products & Services.

Going forward, the Company will report its segment information using the following three operating segments: Newell Consumer, Newell Professional and Baby & Parenting Essentials.

On February 17, 2012, the Company issued a press release to provide investors with financial data reflecting the change in the Company's reportable segments. The press release is attached hereto as Exhibit 99.1. While investors are being provided financial data reflecting the change in the Company's reportable segments described above, the Company has not in any way revised or restated its historical financial statements for any period.

The press release contains non-GAAP financial measures. For purposes of Securities and Exchange Commission Regulation G, a "non-GAAP financial measure" is a numerical measure of a registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of operations, balance sheet or statement of cash flows of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Operating and statistical measures and certain ratios and other statistical measures are not non-GAAP financial measures. For purposes of the definition, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, the Company has provided, as a part of the press release, a reconciliation of each of the non-GAAP financial measures to the most directly comparable GAAP financial measure.

The Company has used certain financial measures that are included in the press release both in presenting its results to stockholders and the investment community and in its internal evaluation and management of its businesses. The Company's management believes that these measures including those that are non-GAAP financial measures and the information they provide are useful to investors since these measures:

enable investors and analysts to compare the current non-GAAP measures with the corresponding non-GAAP measures used in the past, and

permit investors to view the Company's performance using the same tools that Company management uses to evaluate the Company's past performance, reportable business segments and prospects for future performance and to gauge the Company's progress in achieving its stated goals.

The Company's management believes that normalized operating income, which excludes restructuring charges, restructuring-related costs and one-time events such as impairment charges, is useful to investors because it permits investors to better understand year-over-year changes in underlying operating performance.

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The information in this Item 2.02, and the Exhibit attached to this Report, are furnished pursuant to Item 2.02 and 7.01 of Form 8-K. Consequently, such items are not deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. Such items may only be incorporated by reference in another filing under the Exchange Act or Securities Act of 1933 if such subsequent filing specifically references this Form 8-K.

Item 7.01. Regulation FD Disclosure.

The information responsive to this Item is set forth under Item 2.02 above.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit

<u>Number</u>	<u>Description</u>
99.1	Press Release Issued by the Company on February 17, 2012

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 RUBBERMAID INC.

Date: February 17, 2012

By: /s/ John K. Stipancich

John K. Stipancich
Senior Vice President, General

Counsel and Corporate Secretary

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated February 17, 2012, issued by Newell Rubbermaid Inc., and Additional Financial Information