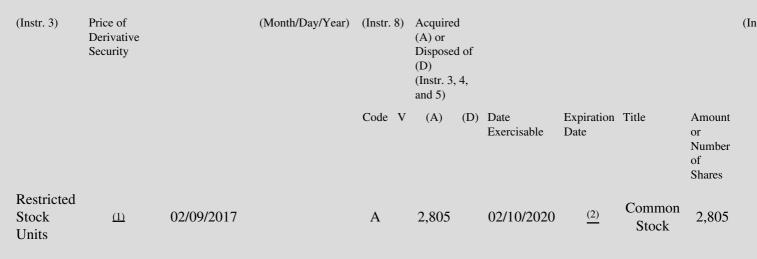
### Edgar Filing: NEWELL BRANDS INC - Form 4

NEWELL BRAND	OS INC									
Form 4										
February 13, 2017										
FORM 4									PPROVAL	
<b>CURIVI 4</b> UNITED STATES SECURITIES AN Washington, I								3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> 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						Estimated burden hou response	irs per		
(Print or Type Respons	ses)									
1. Name and Address of Reporting Person <u>*</u> Cunningham James L III			2. Issuer Name <b>and</b> Ticker or Trading Symbol NEWELL BRANDS INC [NWL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. I			3 Date o	. Date of Earliest Transaction			(Check an applicable)			
C/O NEWELL BE PEACHTREE DU			(Month/I	Day/Year)			Director X Officer (giv below) SVP, Chi		6 Owner er (specify Dfficer	
(Street)			4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check			
ATLANTA, GA 3	80328		Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (St	tate)	(Zip)	Tab	la I Non I	Dorivotivo	Socurities A	cquired, Disposed	of or Bonoficio	lly Ownod	
	saction Date	-	ed Date, if	3. Transactic Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	es (A) or of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Pamindar: Danart an a	congrete line	for each al	of car	urities hare	ficially or	ad directly	or indirectly			
Reminder: Report on a	i separate iine		158 01 SEC	unnes dene	Perso inform requir	ns who rest ation cont ed to respo ys a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
I	Director	10% Owner	Officer	Other			
Cunningham James L III C/O NEWELL BRANDS INC. 6655 PEACHTREE DUNWOODY ROAD ATLANTA, GA 30328			SVP, Chief Accounting Officer				
Signatures							
/s/ Leah Lower, attorney-in-fact for James L. Cunningham, III		02/13/2017					
<u>**</u> Signature of Reporting Person		Date					
Evaluation of Decanonace							

### **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) Each restricted stock unit is the economic equivalent of one share of Newell Brands Inc. common stock.

(2) N/A

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.