

NEWELL BRANDS INC  
Form DFAN14A  
April 11, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule  
14a-12

NEWELL BRANDS INC.  
(Name of Registrant as Specified in Its Charter)

STARBOARD VALUE LP

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

STARBOARD VALUE AND OPPORTUNITY S LLC

STARBOARD VALUE AND OPPORTUNITY C LP

STARBOARD LEADERS QUEBEC LLC

STARBOARD LEADERS SELECT FUND LP

STARBOARD T FUND LP

STARBOARD LEADERS SELECT N MASTER FUND LP

STARBOARD VALUE R LP

STARBOARD VALUE R GP LLC

STARBOARD LEADERS FUND LP

STARBOARD LEADERS SELECT V GP LLC

STARBOARD VALUE A LP

STARBOARD VALUE A GP LLC

STARBOARD VALUE GP LLC

STARBOARD PRINCIPAL CO LP

STARBOARD PRINCIPAL CO GP LLC

JEFFREY C. SMITH

MARK R. MITCHELL

PETER A. FELD

PAULINE J. BROWN

GERARDO I. LOPEZ

BRIDGET RYAN BERMAN

ROBERT A. STEELE

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Starboard Value LP, together with its affiliates (collectively, “Starboard”), has filed a definitive proxy statement and accompanying BLUE proxy card with the Securities and Exchange Commission to be used to solicit proxies for the election of its slate of director nominees at the 2018 annual meeting of stockholders of Newell Brands Inc., a Delaware corporation (the “Company”).

Item 1: On April 11, 2018, Starboard issued a public letter that it is mailing to the Company’s stockholders. The full text of the letter is attached hereto as Exhibit 1 and is incorporated herein by reference.

Item 2: On April 11, 2018, Starboard issued the following press release:

**STARBOARD FILES DEFINITIVE PROXY MATERIALS TO ELECT FOUR HIGHLY QUALIFIED DIRECTOR NOMINEES TO THE NEWELL BOARD OF DIRECTORS AT THE UPCOMING 2018 ANNUAL MEETING**

*Mails Letter to Newell Shareholders*

*Seeking the Right Change to Benefit All Newell Shareholders*

*Urges Shareholders to vote the **BLUE** Proxy Card to Elect All Four of Starboard’s Highly-Qualified Nominees – Pauline J. Brown, Gerardo I. Lopez, Bridget Ryan Berman and Robert A. Steele*

**NEW YORK, NY - April 11, 2018** /PRNewswire/ -- Starboard Value LP (together with its affiliates, “Starboard”), a significant shareholder of Newell Brands Inc. (“Newell” or the “Company”) (NYSE:NWL) with beneficial ownership of approximately 3.8% of the Company’s outstanding shares, announced today that it has filed definitive proxy materials, including a BLUE proxy card, for the election of four highly-qualified director nominees at the Company’s 2018 Annual Meeting scheduled to be held on May 15, 2018 and mailed a letter to shareholders.

Starboard is urging shareholders to support real change at Newell by voting the BLUE proxy to elect its diverse slate of four experienced nominees, Pauline J. Brown, Gerardo I. Lopez, Bridget Ryan Berman and Robert A. Steele, at the 2018 Annual Meeting.

The full text of the letter Starboard is mailing to Newell shareholders can be viewed at the following link:

[http://www.transformingnewell.com/content/uploads/2018/04/Starboard\\_Value\\_LP\\_Letter\\_to\\_NWL\\_Shareholders\\_04.11.2018.pdf](http://www.transformingnewell.com/content/uploads/2018/04/Starboard_Value_LP_Letter_to_NWL_Shareholders_04.11.2018.pdf)

**The time for real change is now** – Starboard urges all shareholders to vote the **BLUE** proxy card today!

### **About Starboard Value LP**

Starboard Value LP is a New York-based investment adviser with a focused and differentiated fundamental approach to investing primarily in publicly traded U.S. companies. Starboard invests in deeply undervalued companies and actively engages with management teams and boards of directors to identify and execute on opportunities to unlock value for the benefit of all shareholders.

### **Investor contacts:**

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Okapi Partners

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(212) 297-0720

Item 3: On April 11, 2018, Starboard launched a website to communicate with the Company's stockholders. The website address is [www.transformingnewell.com](http://www.transformingnewell.com). The following materials were posted by Starboard to [www.transformingnewell.com](http://www.transformingnewell.com):