

FENNE STEIN OVE
 Form 4
 November 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
 FENNE STEIN OVE

2. Issuer Name and Ticker or Trading Symbol
 TUPPERWARE BRANDS CORP
 [TUP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O TUPPERWARE BRANDS CORPORATION, 14901 S ORANGE BLOSSOM TRAIL
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2018

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Group President

ORLANDO, FL 32837
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/01/2018 ⁽¹⁾		A	2,692 A \$ 0	18,867	D	
Common Stock	11/02/2018		F ⁽²⁾	173 D \$ 38.41	18,694	D	

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

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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)
Stock Option	\$ 37.16	11/01/2018		A	17,065	11/01/2019 ⁽³⁾ 10/31/2028	Common Stock 17,065

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FENNE STEIN OVE
C/O TUPPERWARE BRANDS CORPORATION
14901 S ORANGE BLOSSOM TRAIL
ORLANDO, FL 32837

Group President

Signatures

/s/ Susan C. Chiono, attorney-in-fact for Mr. Fenne

11/05/2018

**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) Restricted Stock Unit award vests in three equal annual installments beginning on November 1, 2019.

Shares were withheld by the issuer upon the one-third vesting of the reporting person's November 2, 2017 restricted stock unit award to cover the resulting tax liability. On November 2, 2017, the reporting person was granted 2,126 restricted stock units, with a vesting schedule of three equal annual installments beginning on the first anniversary of the grant date.

(3) The option vests in three equal annual installments beginning on November 1, 2019.

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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