SPRIESER JUDITH A

Form 4 May 17, 2018

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

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

2. Issuer Name and Ticker or Trading

NEWELL BRANDS INC [NWL]

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SPRIESER JUDITH A

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/15/2018

Symbol

C/O NEWELL BRANDS INC., 221 RIVER STREET

(Street)

HOBOKEN, NJ 07030

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Following

5. Amount of

Securities

Owned

Beneficially

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

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

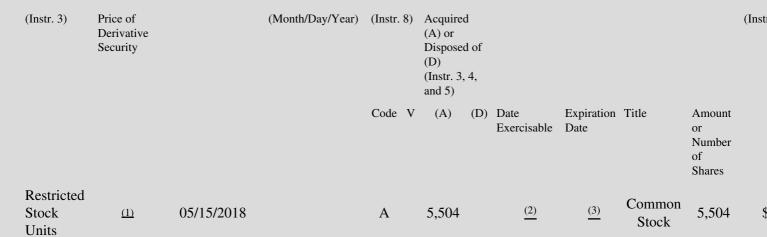
Estimated average

burden hours per

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SPRIESER JUDITH A C/O NEWELL BRANDS INC. 221 RIVER STREET HOBOKEN, NJ 07030

X

Signatures

/s/ Leah Lower, attorney-in-fact for Judith Sprieser

05/17/2018

**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) Each restricted stock unit represents a contingent right to receive one share of Newell Brands Inc. common stock.
 - The reporting person shall become fully vested in his or her award upon the earlier of: (i) the first anniversary of the date of the grant of the award; or (ii) the date immediately preceding the date of the Company's 2019 annual meeting of shareholders, provided he or she
- remains in continuous service on the Board until such date, but the award may vest earlier in the event of death, disability or retirement. If the Company pays a dividend on its common stock, upon vesting, the reporting person will receive an amount in cash equal in value to the dividends that the reporting person would have received had the reporting person been the actual owner of the number of shares of Company common stock represented by the restricted stock units.
- (3) 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.

Reporting Owners 2