

NEWELL BRANDS INC  
Form 3  
April 27, 2016

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â FRANKLIN MARTIN E

(Last) (First) (Middle)

C/O NEWELL BRANDS  
INC.,Â 6655 PEACHTREE  
DUNWOODY ROAD

(Street)

ATLANTA,Â GAÂ 30328

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

04/22/2016

3. Issuer Name **and** Ticker or Trading Symbol  
NEWELL BRANDS INC [NWL]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)

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 Beneficially Owned

1.Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

4,529,415

D Â

Common Stock

511,511

D <sup>(1)</sup> Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security

4. Conversion  
or Exercise

5. Ownership  
Form of

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

FRANKLIN MARTIN E  
C/O NEWELL BRANDS INC.  
6655 PEACHTREE DUNWOODY ROAD  
ATLANTA, GA 30328

^ X ^ ^ ^

## Signatures

/s/ Michael R. Peterson, Attorney in Fact for Martin E.  
Franklin

04/27/2016

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Represents restricted stock awards that shall become vested on the last day of any five consecutive trading day period during which the average closing price of Newell Brands common stock equals or exceeds \$46.28 per share (provided that such vesting must occur, if at all, prior to December 31, 2020). Prior to vesting of the award, if the Company pays a dividend on its common stock, the reporting person will be entitled to receive, upon vesting of the award, an amount in cash equal in value to the dividends that the reporting person would have otherwise received at the time such dividend was paid to all other holders of Newell Brands common stock.

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### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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