

NEWELL BRANDS INC
Form 4
March 15, 2017

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 *
ASHKEN IAN G H

(Last) (First) (Middle)

C/O NEWELL BRANDS, 221
RIVER STREET

(Street)

HOBOKEN, NJ 07030

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/13/2017		S(1)(2)	D	\$ 48.47	30,000	962,909 D
Common Stock	03/14/2017		S(1)(2)	D	\$ 47.99	21,000	941,909 D
Common Stock	03/14/2017		J/K(1)(2)	D	(1) (2)	430,535	511,374 D

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 (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 Security (Instr. 3 and 4)
Call Option (obligation to sell)	(1) (2)	03/14/2017		J/K(1)(2)	481,852	03/14/2017 03/14/2017	Common Stock 4
Put option (right to sell)	(1) (2)	03/14/2017		J/K(1)(2)	481,852	03/14/2017 03/14/2017	Common Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHKEN IAN G H C/O NEWELL BRANDS 221 RIVER STREET HOBOKEN, NJ 07030		X		

Signatures

/s/ Michael Peterson, attorney-in-fact for Ian G.H.
Ashken 03/15/2017

__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) On March 14, 2017, the reporting person settled a collar arrangement entered into in the second quarter of 2016 pursuant to which he wrote a covered call option and purchased a put option. The collar arrangement obligated the reporting person to deliver to an unaffiliated third party purchaser up to 481,852 shares of NWL common stock on the expiration date of the contract. In exchange for assuming this obligation, the reporting person received a cash payment of \$20.8 million as of the date of settlement of the contract. The reporting person pledged 481,852 shares of NWL common stock (the "Pledged Shares") to secure his obligation under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge.

(2) (Continued from Footnote 1) On March 14, 2017, the settlement price of the NWL common stock was \$48.369. Accordingly, the reporting person transferred to the purchaser 430,535 of the Pledged Shares, and the reporting person requested that the remaining approximately 51,000 Pledged Shares be sold in an open market transaction.

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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