

FRANKLIN MARTIN E  
Form 4/A  
December 19, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
FRANKLIN MARTIN E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O NEWELL BRANDS, 221 RIVER STREET

3. Date of Earliest Transaction (Month/Day/Year)  
10/02/2017

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

(Street)  
HOBOKEN, NJ 07030

4. If Amendment, Date Original Filed (Month/Day/Year)  
10/03/2017

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/02/2017		S		2,047,022	D	\$ 29.6
							2,047,227 <sup>(1)</sup>
							<u>(2)</u>
							I <u>(1)</u> <u>(2)</u>
							By MEF Holdings, LLLP <u>(1)</u> <u>(2)</u>

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu...
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN MARTIN E C/O NEWELL BRANDS 221 RIVER STREET HOBOKEN, NJ 07030	X			

**Signatures**

/s/ Leah Lower as attorney  
in fact  
\*\*Signature of Reporting Person

12/19/2017  
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) Prior to the sale transaction reported herein, through a series of direct and indirect transfers for estate planning purposes, all of which were exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") pursuant to Rule 16a-13 promulgated thereunder, the reporting person transferred all of his interest in the shares previously reported as owned by the reporting person to a newly formed limited liability limited partnership, MEF Holdings, LLLP (the "LLLP"), of which the reporting person was, at the time of such transfer, the indirect general partner and holder of all general partnership interests of the LLLP and the indirect sole limited partner and holder of all limited partnership interests of LLLP (such limited partnership interests being the "LP Interests").
  - (2) Following the sale transaction reported herein, the reporting person will continue to control the general partner of the LLLP. As a result of the foregoing, the reporting person may be deemed to have beneficial ownership (as determined under Section 16 of the Exchange Act) of the shares held by the LLLP to the extent of his pecuniary interest therein.
  - (3) On October 2, 2017, the reporting person sold the LP Interest to a trust for an installment note as further described in footnote 4 below.
  - (4) The reported price is the portion of the fair market value of the LP Interest for federal gift tax purposes representing the value of the shares reported as sold herein, as determined pursuant to a third-party appraisal.

**Remarks:**

The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest

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EXPLANATORY NOTE: THIS AMENDMENT ON FORM 4/A IS BEING FILED TO AMEND THE FORM 4 FILED ON

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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