

NEWELL BRANDS INC
Form S-4
September 16, 2016
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As Filed with the Securities and Exchange Commission on September 16, 2016

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

NEWELL BRANDS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

3089
(Primary Standard Industrial
Classification Code Number)
6655 Peachtree Dunwoody Road

36-3514169
(I.R.S. Employer
Identification Number)

Atlanta, Georgia 30328

(770) 418-7000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Bradford R. Turner

Chief Legal Officer and Corporate Secretary

6655 Peachtree Dunwoody Road

Atlanta, Georgia 30328

(770) 418-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Joel T. May

Jones Day

1420 Peachtree Street, N.E.

Suite 800

Atlanta, Georgia 30309

Telephone: (404) 521-3939

Facsimile: (404) 581-8330

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effective date of this registration statement.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller Reporting company
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount Registered to be	Proposed	Proposed	Amount of
		Maximum Offering Price Per Unit	Maximum Aggregate Offering Price (1)	
3 3/4% Senior Notes Due October 1, 2021	271,851,000	100%	271,851,000	\$30,699
5% Senior Notes Due November 15, 2023	\$295,122,000	100%	\$295,122,000	\$29,719

- (1) Estimated in accordance with Rule 457(f) under the Securities Act of 1933, solely for purposes of calculating the registration fee.
- (2) The amount of registration fees for securities denominated in euros was calculated on the basis of the most recently available market exchange rate of 1.00 = \$1.1214, on September 9, 2016 as published by the U.S. Federal Reserve Board.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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This information in this prospectus is not complete and may be changed. We may not sell or offer these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 16, 2016

PRELIMINARY PROSPECTUS

Newell Brands Inc.

Offers To Exchange up to

271,851,000 Registered $3\frac{3}{4}\%$ Senior Notes Due October 1, 2021 For Any and All

Outstanding $3\frac{3}{4}\%$ Senior Notes Due October 1, 2021

\$295,122,000 Registered 5% Senior Notes Due November 15, 2023 For Any and All

Outstanding 5% Senior Notes Due November 15, 2023

THESE EXCHANGE OFFERS WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME,

ON , 2016, UNLESS EXTENDED

We are offering to exchange (the Exchange Offers) up to (1) 271,851,000 aggregate principal amount of our registered $3\frac{3}{4}\%$ Senior Notes due October 1, 2021 (ISIN XS1389996882) (the Exchange Euro Notes) for an equivalent principal amount of our outstanding, unregistered $3\frac{3}{4}\%$ Senior Notes due October 1, 2021 (ISINs XS1388994896 and XS1388994540) (the Original Euro Notes) and (2) \$295,122,000 aggregate principal amount of our registered 5% Senior Notes due November 15, 2023 (CUSIP No. 651229BA3; ISIN US651229BA36) (the Exchange Dollar Notes) for an equivalent principal amount of our outstanding, unregistered 5% Senior Notes due November 15, 2023 (CUSIP Nos. 651229AZ9 and U6415RAA1; ISINs US651229AZ95 and USU6415RAA15) (the Original Dollar Notes). We refer to the Exchange Euro Notes and Exchange Dollar Notes collectively as the Exchange Notes and we refer to the Original Euro Notes and Original Dollar Notes collectively as the Original Notes. The Original Notes were issued in private offerings on April 20, 2016 in exchange for certain outstanding senior notes originally issued by Jarden

Corporation (Jarden).

The terms of the Exchange Euro Notes and Exchange Dollar Notes are substantially identical to the terms of the Original Euro Notes and Original Dollar Notes, respectively, except that the Exchange Notes have been registered under the Securities Act of 1933, as amended (the Securities Act), and the transfer restrictions, registration rights and certain rights to additional interest currently applicable to the Original Notes do not apply to the Exchange Notes. For a more detailed description of the Exchange Notes, see Description of Notes beginning on page 28 of this prospectus.

We do not intend to list the Exchange Notes on any securities exchange or to seek approval through any automated quotation system.

You should carefully consider the risk factors beginning on page 10 of this prospectus before deciding whether to participate in the Exchange Offers.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED WHETHER THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is , 2016.

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We are responsible for the information contained or incorporated by reference in this prospectus. We have not authorized any person to provide you with any other information or represent anything about us or this offering that is not contained or incorporated by reference in this prospectus. We take no responsibility for, and can provide no assurance as to the accuracy of, any other information that others may give you. We are not making an offer to sell the Exchange Notes in any jurisdiction where an offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date of the document containing the information.

Rather than repeat certain information in this prospectus that we have already included in reports filed with the Securities and Exchange Commission (the SEC), this prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. We will provide this information to you at no charge upon written or oral request directed to: Newell Brands Inc., 6655 Peachtree Dunwoody Road, Atlanta, Georgia 30328, Attention: Office of Investor Relations, Telephone: (800) 424-1941. In order to receive timely delivery of any requested documents in advance of the expiration date, you should make your request no later than [redacted], 2016, which is five full business days before you must make a decision regarding the Exchange Offers.

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Unless otherwise specified or unless the context otherwise requires, the terms Newell Brands, Company, we, us and our refer to Newell Brands Inc. and its consolidated subsidiaries.

This prospectus may only be used where it is legal to make the Exchange Offers and by a broker-dealer for resales of Exchange Notes acquired in the Exchange Offers where it is legal to do so.

This prospectus and the information incorporated by reference summarize documents and other information in a manner we believe to be accurate, but we refer you to the actual documents for a more complete understanding of the information we discuss in this prospectus and the information incorporated by reference. In making an investment decision, you must rely on your own examination of such documents, our business and the terms of the offering and the Exchange Notes, including the merits and risks involved.

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We make no representation to you that the Exchange Notes are a legal investment for you. You should not consider any information in this prospectus to be legal, business or tax advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the Exchange Notes. Neither the delivery of this prospectus nor any exchange made pursuant to this prospectus implies that any information set forth in or incorporated by reference in this prospectus is correct as of any date after the date of this prospectus.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the Exchange Offers must acknowledge that it will deliver a prospectus in connection with any resale of Exchange Notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Original Notes where the Original Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period ending on the earlier of (i) 180 days after the expiration of the Exchange Offers and (ii) the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities, we will make this prospectus available to any broker-dealer for use in connection with these resales. See Plan of Distribution.

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This prospectus and the documents incorporated by reference herein contain or incorporate by reference forward-looking statements. Such forward-looking statements may relate to, but are not limited to, information or assumptions about the effects of sales (including pricing), income/(loss), earnings per share, return on equity, return on invested capital, operating income, operating margin or gross margin improvements or declines, Project Renewal, capital and other expenditures, working capital, cash flow, dividends, capital structure, debt to capitalization ratios, debt ratings, availability of financing, interest rates, restructuring and other project costs, impairment and other charges, potential losses on divestitures, impacts of changes in accounting standards, pending legal proceedings and claims (including environmental matters), future economic performance, costs and cost savings, inflation or deflation with respect to raw materials and sourced products (particularly oil and resin), productivity and streamlining, synergies, changes in foreign exchange rates, product recalls, expected benefits, synergies and financial results from recently completed acquisitions, including the acquisition of Jarden, and planned divestitures, and management's plans, goals and objectives for future operations, performance and growth or the assumptions relating to any of the forward-looking statements. These statements generally are accompanied by words such as intend, anticipate, believe, estimate, project, target, plan, expect, will, should, would or similar statements. We caution that forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, our dependence on the strength of retail, commercial and industrial sectors of the economy in light of the continuation or escalation of the global economic slowdown or regional sovereign debt issues; currency fluctuations; competition with other manufacturers and distributors of consumer products; major retailers' strong bargaining power and consolidation of our retail customers; changes in the prices of raw materials and sourced products and our ability to obtain raw materials and sourced products in a timely manner from suppliers; our ability to develop innovative new products and to develop, maintain and strengthen our end-user brands, including the ability to realize anticipated benefits of increased advertising and promotion spend; product liability, product recalls or regulatory actions; our ability to expeditiously close facilities and move operations while managing foreign regulations and other impediments; a failure of one of our key information technology systems or related controls; the potential inability to attract, retain and motivate key employees; future events that could adversely affect the value of our assets and require impairment charges; our ability to improve productivity and streamline operations; changes to our credit ratings; significant increases in the funding obligations related to our pension plans due to declining asset values, declining interest rates or otherwise; the imposition of tax liabilities greater than our provisions for such matters; the risks inherent in our foreign operations, including exchange controls and pricing restrictions; our ability to complete planned divestitures; our ability to successfully integrate acquired businesses, including the recently acquired Jarden business; our ability to realize the expected benefits and financial results from our acquired businesses and planned divestitures; and those factors listed in our most recently filed Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the SEC. The information contained in this prospectus is as of the date indicated. We assume no obligation to update any forward-looking statements contained in this prospectus as a result of new information or future events or developments. In addition, there can be no assurance that we have correctly identified and assessed all of the factors affecting us or that the publicly available and other information we receive with respect to these factors is complete or correct.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act). We file annual, quarterly and current reports and other information with the SEC. You can read and copy these materials at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You can obtain information about the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. The

SEC also maintains an Internet site that contains information Newell

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Brands has filed electronically with the SEC, which you can access over the Internet at <http://www.sec.gov>. You can also obtain information about Newell Brands at our website at <http://www.newellbrands.com>. We do not intend for information contained on our website to be part of this prospectus, other than documents that we file with the SEC that are incorporated by reference in this prospectus.

We have filed with the SEC a registration statement on Form S-4 relating to the exchange of Original Notes for Exchange Notes. This prospectus is part of the registration statement and does not contain all the information in the registration statement. Whenever a reference is made in this prospectus to a contract or other document, please be aware that the reference is not necessarily complete and that you should refer to the exhibits that are part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement at the SEC's public reference room in Washington, D.C. as well as through the SEC's Internet site noted above.

INFORMATION WE INCORPORATE BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus the information in documents we have filed with the SEC, which means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is considered to be a part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in or omitted from this prospectus, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We incorporate by reference the following documents into this prospectus:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the Initial Form 10-K) filed with the SEC on February 29, 2016;

Amendment No. 1 to the Initial Form 10-K on Form 10-K/A filed with the SEC on March 7, 2016 (together with the Initial Form 10-K, the Form 10-K);

our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016 filed with the SEC on May 9, 2016;

our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016, filed with the SEC on August 9, 2016;

our Current Reports on Form 8-K and Form 8-K/A, as applicable, filed with the SEC on January 27, 2016, February 11, 2016, March 11, 2016, March 15, 2016, March 21, 2016, March 30, 2016, April 4, 2016, April 15, 2016, April 18, 2016, April 21, 2016, May 10, 2016, May 13, 2016 and August 1, 2016;

the audited consolidated financial statements of Jarden as of December 31, 2015 and 2014 and for each of the three years in the period ended December 31, 2015, contained in Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on March 15, 2016;

the unaudited pro forma condensed combined financial statements for the year ended December 31, 2015, contained in Exhibit 99.2 to our Current Report on Form 8-K filed with the SEC on March 15, 2016; and

the unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2016, contained in Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on September 9, 2016.

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We are also incorporating by reference additional documents we may file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding information denied to be furnished and not filed with the SEC) (1) after the date of the initial filing of this registration statement, of which this prospectus forms a part, and prior to the effectiveness of this registration statement and (2) after the date of this prospectus until the Exchange Offers have been completed. We do not and will not, however, incorporate by reference in this prospectus any documents or portions thereof that are not deemed filed with the SEC, including any information furnished pursuant to Item 2.02 or Item 7.01 of our Current Reports on Form 8-K unless, and except to the extent, specified in such Current Reports on Form 8-K.

You may request a copy of these filings, other than an exhibit to these filings unless we have specifically incorporated that exhibit by reference into the filing, at no cost, by writing or telephoning Newell Brands at the following address:

Newell Brands Inc.

6655 Peachtree Dunwoody Road

Atlanta, Georgia 30328

Attention: Office of Investor Relations

Telephone: (800) 424-1941

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SUMMARY

This summary highlights significant aspects of our business and these Exchange Offers, but it is not complete and may not contain all of the information that may be important to you. For a more complete understanding of our Company, we encourage you to read this entire prospectus carefully, including the information incorporated by reference herein and the other documents to which we have referred. In particular, we encourage you to read the historical financial statements and related notes incorporated by reference in this prospectus. Investing in the Exchange Notes involves significant risks, as described in the Risk Factors section.

Newell Brands Inc.

Newell Brands is a global marketer of consumer and commercial products that help people get more out of life every day, where they live, learn, work and play. Our products are marketed under a strong portfolio of leading brands, including Paper Mate[®], Sharpie[®], Dymo[®], EXPO[®], Parker[®], Elmer[®], Coleman[®], Jostens[®], Marmot[®], Rawlings[®], Irwin[®], Lenox[®], Oster[®], Sunbeam[®], FoodSaver[®], Mr. Coffee[®], Rubbermaid Commercial Products[®], Graco[®], Baby Jogger[®], NUK[®], Calphalon[®], Rubbermaid[®], Contigo[®], First Alert[®], Waddington and Yankee Candle[®].

Business Strategy

Prior to the Jarden Acquisition (as defined and described below), the Company was executing its Growth Game Plan, a strategy to simplify the organization and free up resources to invest in growth initiatives and strengthened capabilities in support of our brands. The Company considered the changes implemented in the execution of the Growth Game Plan to be key enablers to building a bigger, faster-growing, more global and more profitable company. The changes that have been implemented were the foundation of Project Renewal and included simplifying and aligning the businesses around two key activities, Brand & Category Development and Market Execution & Delivery; simplifying and streamlining the supply chain and overhead and partnering functions to align with the new structure; and optimizing the selling and trade marketing functions.

The Company is in the process of developing a new strategy for Newell Brands, which includes evaluating the choices that need to be made with respect to portfolio roles and category and geographic priorities. The insights generated from this evaluation are intended to frame resource allocation and organizational design decisions. Historically, the Company's strategy has been to allocate resources to its businesses relative to each business' growth potential and, in particular, those businesses with the greater right to win in the marketplace. The Company expects its new strategic framework to be finalized later in 2016, and the strategy is expected to shape the Company's activities and investment choices from 2017 forward. The Company will assess the new strategy's impact on its organizational structure as the strategy is finalized and implemented.

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The Company's nine business segments, including four legacy Jarden segments (Branded Consumables, Consumer Solutions, Outdoor Solutions and Process Solutions), as of June 30, 2016 and the key brands included in each segment are as follows:

Segment	Key Brands	Description of Primary Products
Writing	Sharpie [®] , Paper Mate [®] , Expo [®] , Prismacolor [®] , Mr. Sketch [®] , Elmer [®] , X-Acto [®] , Parker [®] , Waterman [®] , Dymo [®] Office	Writing instruments, including markers and highlighters, pens and pencils; art products; activity-based adhesive and cutting products; fine writing instruments; labeling solutions
Home Solutions	Rubbermaid [®] , Contigo [®] , bubba [®] , Calphalon [®] , Goody [®]	Indoor/outdoor organization, food storage and home storage products; durable beverage containers; gourmet cookware, bakeware and cutlery; hair care accessories
Tools	Irwin [®] , Lenox [®] , hilmor [®] , Dym [®] Industrial	Hand tools and power tool accessories; industrial bandsaw blades; tools for HVAC systems; label makers and printers for industrial use
Commercial Products	Rubbermaid Commercial Products [®]	Cleaning and refuse products; hygiene systems; material handling solutions
Baby & Parenting	Graco [®] , Baby Jogger [®] , Aprica [®] , Teutonia [®]	Infant and juvenile products such as car seats, strollers, highchairs and playards
Braded Consumerables	Yankee Candle [®] , Waddington, Ball [®] , Diamond [®] , First Alert [®] , NUK [®] , Pine Mountain [®]	Branded consumer products; consumable and fundamental household staples
Consumer Solutions	Crock-Pot [®] , FoodSaver [®] , Holmes [®] , Mr. Coffee [®] , Oster [®] , Rainbow [®] , Sunbeam [®]	Household products, including kitchen appliances and home environment products
Outdoor Solutions	Coleman [®] , Jostens [®] , Berkley [®] , Shakespeare [®] , Rawlings [®] , Völkl [®] , K2 [®] , Marmot [®]	Products for outdoor and outdoor-related activities
Process Solutions	Jarden Plastic Solutions, Jarden Applied Materials, Jarden Zinc Products	Plastic products including closures, contact lens packaging, medical disposables, plastic cutlery and rigid packaging

We are a Delaware corporation. Our principal executive offices are located at 6655 Peachtree Dunwoody Road, Atlanta, Georgia 30328, and our telephone number is (770) 418-7000.

The Jarden Transactions***The Jarden Acquisition***

On April 15, 2016, Jarden became a direct wholly-owned subsidiary of Newell Brands, as a result of a series of merger transactions (the Jarden Acquisition). Pursuant to a merger agreement, each share of Jarden common stock was converted into the right to receive and became exchangeable for merger consideration consisting of (1) 0.862 of a share of the Company's common stock plus (2) \$21.00 in cash. On April 15, 2016, the Company

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provided for the issuance of up to 189.4 million shares of common stock and the payment of up to \$4.6 billion for 100% of the outstanding equity interests of Jarden, which consisted of 219.7 million shares of Jarden common stock outstanding and eligible to receive the merger consideration. Based on the closing price of a share of the Company's common stock on April 15, 2016 of \$44.33 per share and after conversion of substantially all of Jarden's convertible notes, the total consideration paid or payable for shares of Jarden common stock was approximately \$15.3 billion, including \$5.4 billion of cash and \$9.9 billion of common stock. Stockholders of the Company and stockholders and convertible note holders of Jarden immediately before the merger owned 55% and 45%, respectively, of Newell Brands upon completion of the merger. In addition, on April 15, 2016, the Company paid \$4.1 billion to repay certain of Jarden's outstanding debt obligations.

The Jarden Notes and the Private Exchange Offers

In March 2016, the Company commenced (1) private offers to exchange any and all (to the extent held by eligible holders) of \$300 million aggregate principal amount of the outstanding $\frac{3}{4}\%$ Senior Notes due October 2021 issued by Jarden (the Jarden Euro Notes) and \$300 million aggregate principal amount of the outstanding 5% senior notes due November 2023 issued by Jarden (the Jarden Dollar Notes) and, together with the Jarden Euro Notes, the Existing Jarden Notes) for the Original Notes and (2) concurrently solicited consents from the eligible holders of the Existing Jarden Notes to amend the related indentures. The private exchange offers and consent solicitations expired and were settled in April 2016. Approximately 90.6%, or 271,851,000, of the Jarden Euro Notes, and approximately 98.4%, or \$295,122,000, of the Jarden Dollar Notes, were tendered and accepted in the private exchange offers for the Original Notes. The remaining Existing Jarden Notes that were not tendered in the private exchange offers are the senior unsecured obligations of the wholly-owned subsidiary of the Company into which Jarden merged pursuant to the merger agreement.

The private exchange offers were not registered under the Securities Act, and as a result, the Original Notes may not be offered or sold in the U.S. absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state laws. In connection with the completion of the private exchange offers, we entered into a registration rights agreement with the dealer manager for the private exchange offers, pursuant to which we agreed, among other things, to use our commercially reasonable efforts to complete an exchange offer registered under the Securities Act for the Original Notes following their issuance. The offering of Exchange Notes pursuant to this prospectus is being made in fulfillment of that agreement.

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The Exchange Offers

The following summary contains basic information about the Exchange Offers. It does not contain all of the information that may be important to you. For a more complete description of the terms of the Exchange Offers, see The Exchange Offers.

The Exchange Offers

We are offering to exchange up to (1) 271,851,000 aggregate principal amount of newly issued and registered Exchange Euro Notes for an equivalent principal amount of our outstanding, unregistered Original Euro Notes and (2) \$295,122,000 aggregate principal amount of newly issued and registered Exchange Dollar Notes for an equivalent principal amount of our outstanding, unregistered Original Dollar Notes. The terms of the Exchange Euro Notes and Exchange Dollar Notes are substantially identical to the terms of the Original Euro Notes and Original Dollar Notes, respectively, except that the Exchange Notes have been registered under the Securities Act, and the transfer restrictions, registration rights and certain rights to additional interest currently applicable to the Original Notes do not apply to the Exchange Notes.

Purpose of Exchange Offers

On April 20, 2016, we issued the Original Notes pursuant to private exchange offers. In connection with the private exchange offers, we entered into a registration rights agreement with the dealer manager for the private exchange offers, pursuant to which we agreed, among other things, to use our commercially reasonable efforts to complete an exchange offer registered under the Securities Act for the Original Notes following their issuance. The Exchange Notes are being offered to satisfy our obligations under the registration rights agreement.

If the Exchange Offers are not completed by January 15, 2017, then we will pay additional interest to the holders of the Original Notes until the Exchange Offers are completed.

Expiration Date; Withdrawal of Tenders; Return of Original Notes not Accepted for Exchange Each of the Exchange Offers will expire at 11:59 p.m., New York City time, on _____, 2016, or a later date and time to which we extend it (the Expiration Date). Tenders of Original Notes in the Exchange Offers may be withdrawn at any time prior to 11:59 p.m., New York City time, on the Expiration Date. We will exchange the Exchange Notes for validly tendered Original Notes that are not properly withdrawn promptly following the Expiration Date. Any Original Notes that are not accepted for exchange for any reason will be returned by us, at our expense, to the tendering holder promptly after the expiration or termination of the Exchange Offers.

Resale of Exchange Notes

Based on existing interpretations of the Securities Act by the SEC staff set forth in *Exxon Capital Holdings Corporation* (available May 13, 1998), *Morgan Stanley & Co., Inc.* (available June 5, 1991), and *Shearman & Sterling* (available July 2, 1993), and subject to the immediately following sentence, we believe the Exchange Notes may be offered for resale, resold and otherwise transferred by the holders

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thereof (other than holders that are broker-dealers) without further compliance with the registration and prospectus delivery requirements of the Securities Act. However, any holder of Original Notes that is an affiliate of ours or that intends to participate in the Exchange Offers for the purpose of distributing any of the Exchange Notes, or any broker-dealer that purchased any of the Original Notes from us for resale pursuant to Rule 144A or any other available exemption under the Securities Act, (i) will not be able to rely on the interpretations of the SEC staff set forth in the above mentioned no-action letters, (ii) will not be entitled to tender its Original Notes in the Exchange Offers and (iii) must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or transfer of the Original Notes unless such sale or transfer is made pursuant to an exemption from such requirements.

Any broker-dealer that will receive Exchange Notes for its own account in exchange for Original Notes that were acquired as a result of market-making activities or other trading activities must deliver a prospectus (or to the extent permitted by law, make available a prospectus) to purchasers in connection with any resale of such Exchange Notes.

Procedures for Tendering Original Notes The procedures for tendering Original Notes are as described below under *The Exchange Offers Procedures for Tendering Original Notes Held with DTC* and *The Exchange Offers Procedures for Tendering Original Notes Held with Euroclear or Clearstream*.

Conditions to the Exchange Offers The Exchange Offers are not conditioned upon any minimum aggregate principal amount of Original Notes of either series being tendered or accepted for exchange. The Exchange Offers are subject to customary conditions, which may be waived by us in our discretion. See *The Exchange Offers Conditions to the Exchange Offers*.

Minimum Tender Amounts You may tender the Original Euro Notes only in minimum denominations of 100,000 and integral multiples of 1,000 in excess thereof and the Original Dollar Notes only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Consequences of Failure to Exchange the Original Notes Original Notes that are not tendered in the Exchange Offers or are not accepted for exchange will remain outstanding and continue to bear legends restricting their transfer. You will not be able to offer or sell the Original Notes unless:

an exemption from the requirements of the Securities Act is available to you; or

you sell the Original Notes outside the United States to non-U.S. persons in accordance with Regulation S under the Securities Act.

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In addition, you will no longer be entitled to any exchange or registration rights with respect to your outstanding Original Notes.

United States Federal Income Tax Considerations

Your exchange of an Original Note for an Exchange Note of the corresponding series will not constitute a taxable exchange and will not result in taxable income, gain or loss being recognized by you for U.S. federal income tax purposes. Immediately after the exchange, you will have the same adjusted basis and holding period in each Exchange Note received as you had immediately prior to the exchange in the corresponding series of Original Note surrendered. See Certain U.S. Federal Income Tax Considerations.

Use of Proceeds

We will not receive any proceeds from the issuance of the Exchange Notes in the Exchange Offers.

Exchange Agent

D.F. King & Co., Inc.

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The Exchange Notes

The following is a brief summary of the principal terms of the Exchange Notes and is provided solely for your convenience. It is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus. For a more detailed description of the Exchange Notes, see Description of Notes.

Issuer

Newell Brands Inc., a Delaware corporation

The Exchange Notes Offered

271,851,000 aggregate principal amount of $\frac{3}{4}\%$ Notes due October 1, 2021

\$295,122,000 aggregate principal amount of 5% Notes due November 15, 2023

The terms of the Exchange Notes are substantially identical to the terms of the Original Notes, except that:

the Exchange Notes will be registered under the Securities Act and therefore will not be subject to the restrictions on transfer that apply to the Original Notes, and the global securities representing the Exchange Notes will not bear transfer restriction legends;

the Exchange Notes will not be subject to the registration rights relating to the Original Notes and will not contain provisions for payment of additional interest in case of non-registration; and

the Exchange Notes will bear different CUSIP and ISIN numbers than the Original Notes of the same series.

Both the Original Euro Notes and the Original Dollar Notes are governed by the Indenture, dated as of November 19, 2014 between us and U.S. Bank National Association, as trustee (the Indenture).

Interest Rates; Interest Payment Dates; Maturity Dates

Each series of Exchange Notes to be issued in the Exchange Offers will have the same interest rate provisions, maturity dates and interest payment dates as the corresponding series of Original Notes for which they are being offered in exchange.

Generally, each series of Exchange Notes will bear interest from the most recent interest payment date on which interest has been paid on the corresponding series of Original Notes and such interest will be paid on the next interest payment date for such series of Exchange Notes succeeding the settlement of the Exchange Offers. Generally, holders of Original Notes whose Original Notes are accepted for exchange will be deemed to have waived the right to receive any payment of interest accrued from the date of the last interest payment in respect of their Original Notes until the settlement of the Exchange Offers.

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Interest Rates and Maturity Dates	Interest Payment Dates
3 ³ / ₄ % Notes due October 1, 2021	April 1 and October 1
5% Notes due November 15, 2023	May 15 and November 15

Ranking

The Exchange Notes will be our senior unsecured obligations, will rank equally in right of payment with our other existing and future senior unsecured indebtedness, including all other unsubordinated notes issued under the Indenture, from time to time outstanding, and will be structurally subordinated to the secured and unsecured debt of our subsidiaries, including any debt of Jarden that remains outstanding. The Exchange Notes will be exclusively our obligation, and not the obligation of any of our subsidiaries. Our rights and the rights of any holder of the Exchange Notes (or other of our creditors) to participate in the assets of any subsidiary upon that subsidiary's liquidation or recapitalization will be subject to the prior claims of the subsidiary's creditors, except to the extent that we may be a creditor with recognized claims against the subsidiary. See Description of Notes Ranking.

Optional Redemption

We may redeem any series of the Exchange Notes before their stated maturity in whole, or in part, from time to time, at a redemption price that includes accrued and unpaid interest and a make-whole premium (as applicable). For a more complete description of the redemption provisions of the Exchange Notes, see Description of Notes Optional Redemption.

Additional Amounts on Euro Notes

We will, subject to certain exceptions and limitations set forth herein, pay additional amounts on the Exchange Euro Notes as are necessary in order that the net payment by us of the principal of and interest on the Exchange Euro Notes to a holder who is not a United States person, after withholding or deduction for any present or future tax, assessment or other governmental charge imposed by the United States or a taxing authority in the United States will not be less than the amount provided in the Exchange Euro Notes to be then due and payable. See Description of Notes Payment of Additional Amounts on Euro Notes.

Redemption of Euro Notes for Tax Reasons

We may redeem all, but not part, of the Exchange Euro Notes at any time if the tax laws of the United States (or any taxing authority in the United States) change and we become obligated to pay additional amounts on the Exchange Euro Notes as described under Description of Notes Payment of Additional Amounts on Euro Notes, at par plus accrued and unpaid interest. See Description of Notes Redemption of Euro Notes for Tax Reasons.

Change of Control Triggering Event Offer

If a change of control triggering event occurs, the holders of the Exchange Notes will have the right to require us to repurchase the Exchange Notes, in whole or in part, at a purchase price of 101% of the principal amount thereof plus accrued and unpaid interest to the

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date of repurchase. For a more complete description of the change of control provisions of the Exchange Notes, see Description of Notes Change of Control Offer.

Certain Covenants

The Indenture contains covenants that include a limitation on liens and a restriction on changes of control and consolidation, merger and sale of assets. Each covenant is subject to a number of important exceptions, limitations and qualifications that are described under Description of Notes Consolidation, Merger and Sale of Assets and Description of Notes Limitation on Liens.

No Trading Market

Each series of the Exchange Notes constitutes a new issue of securities, for which there is no existing trading market. In addition, we do not intend to apply to list any of the Exchange Notes on any securities exchange or for quotation on any automated quotation system. We cannot provide you with any assurance regarding whether trading markets for any series of the Exchange Notes will develop, the ability of holders of the Exchange Notes to sell their notes or the prices at which holders may be able to sell their notes. If no active trading markets develop, you may be unable to resell the Exchange Notes at any price or at their fair market value or at all.

Risk Factors

For risks related to an investment in the Exchange Notes, please read the section entitled Risk Factors Risks Related to the Exchange Notes beginning on page 10 of this prospectus.

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RISK FACTORS

Risks Relating to the Exchange Notes

Active trading markets for the Exchange Notes may not develop.

Each series of Exchange Notes will constitute a new issue of securities for which there is no existing trading market. We do not intend to apply for listing of any of the Exchange Notes of any series on any securities exchange or any automated quotation system. Accordingly, there can be no assurance that a trading market for any series of Exchange Notes will ever develop or will be maintained. If a trading market does not develop or is not maintained, you may find it difficult or impossible to resell Exchange Notes of that series. Further, there can be no assurance as to the liquidity of any market that may develop for such Exchange Notes, your ability to sell such Exchange Notes or the price at which you will be able to sell such Exchange Notes. Future trading prices of the Exchange Notes will depend on many factors, including prevailing interest rates, our financial condition and results of operations, the then-current ratings assigned to the Exchange Notes and the markets for similar securities. Any trading market that develops would be affected by many factors independent of and in addition to the foregoing, including:

the number of holders of the Exchange Notes;

the interest of securities dealers in making a market for the Exchange Notes;

our credit ratings with major credit rating agencies; and

the level, direction and volatility of market interest rates generally.

The Indenture does not limit the amount of debt we may incur or restrict our ability to engage in other transactions that may adversely affect holders of our Exchange Notes.

The Indenture under which the Exchange Notes will be issued does not limit the amount of debt that we may incur. The Indenture does not contain any financial covenants or other provisions that would afford the holders of the Exchange Notes any substantial protection in the event we participate in a highly leveraged transaction. In addition, the Indenture does not limit our ability to pay dividends, make distributions or repurchase shares of our common stock. Any such transaction could adversely affect you.

We may be unable to generate the cash flow to service our debt obligations, including the Exchange Notes.

We cannot assure you that our business will generate sufficient cash flow to enable us to service our indebtedness, including the Exchange Notes, or to make anticipated capital expenditures. Our ability to pay our expenses and satisfy our debt obligations, refinance our debt obligations and fund planned capital expenditures will depend on our future performance, which will be affected by general economic, financial, competitive, legislative, regulatory and other factors beyond our control. Based upon current levels of operations, we believe cash flow from operations and available cash will be adequate for the foreseeable future to meet our anticipated requirements for working capital, capital expenditures and scheduled payments of principal and interest on our indebtedness, including the Exchange Notes. However, if we are unable to generate sufficient cash flow from operations or to borrow sufficient funds in the

future to service our debt, we may be required to sell assets, reduce capital expenditures, refinance all or a portion of our existing debt (including the Exchange Notes) or obtain additional financing. We cannot assure you that we will be able to refinance our debt, sell assets or incur additional indebtedness on terms acceptable to us, if at all.

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We have a substantial amount of indebtedness, which could limit our financing and other options and adversely affect our ability to make payments on the Exchange Notes.

We have a substantial amount of indebtedness. As of June 30, 2016, we had \$13.0 billion of total debt. Our level of indebtedness could have important consequences to holders of the Exchange Notes. For example, it may limit:

our ability to obtain additional financing for working capital, capital expenditures or general corporate purposes, particularly if the ratings assigned to our debt securities by rating organizations were revised downward; and

our flexibility to adjust to changing business and market conditions and make us more vulnerable to a downturn in general economic conditions as compared to our competitors.

There are various financial covenants and other restrictions in our debt instruments. If we fail to comply with any of these requirements, the related indebtedness (and other unrelated indebtedness) could become due and payable prior to its stated maturity, and we may not be able to repay the indebtedness that becomes due. A default under our debt instruments may also significantly affect our ability to obtain additional or alternative financing. Our ability to make scheduled payments or to refinance our obligations with respect to indebtedness will depend on our operating and financial performance, which in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control.

We may still be able to incur substantially more debt.

We may be able to incur substantial indebtedness in the future. The terms of the Indenture will not prohibit us from doing so. If we incur any additional indebtedness that ranks equally with the Exchange Notes, the holders of that debt will be entitled to share ratably with the holders of the Exchange Notes in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of our Company.

The Exchange Notes are our obligations exclusively and our operations are conducted through, and our consolidated assets are held by, our subsidiaries. The Exchange Notes will be structurally subordinated to any indebtedness of our subsidiaries. Structural subordination increases the risk that we will be unable to meet our obligations on the Exchange Notes.

The Exchange Notes are our obligations exclusively and are not guaranteed by any of our subsidiaries. Newell Brands is a holding company and conducts its business principally through its subsidiaries. Accordingly, our ability to service our debt, including the Exchange Notes, depends on the results of operations and cash flows of our subsidiaries and upon the ability of such subsidiaries to provide us with cash, whether in the form of dividends, loans or otherwise, to pay amounts due on our obligations, including the Exchange Notes. Our subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to make payments on the Exchange Notes or to make any funds available for that purpose. As a result, claims of holders of the Exchange Notes will be effectively subordinated to the indebtedness and other liabilities of our subsidiaries. In addition, dividends, loans or other distributions to us from such subsidiaries may be subject to contractual and other restrictions and are subject to other business considerations. In the event of a bankruptcy, liquidation or reorganization of any of our subsidiaries, creditors of our subsidiaries will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to us. Even if we were a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interests in the assets of our subsidiaries and any indebtedness of our subsidiaries

senior to that held by us and may otherwise be subordinated to other indebtedness and payables due to equitable or other considerations.

Table of Contents***We may not be able to purchase the Exchange Notes upon a change of control triggering event.***

Upon the occurrence of a change of control triggering event as defined under Description of Notes Change of Control Offer, we will be required to offer to purchase all outstanding notes at a purchase price in cash equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any, to, but not including, the date of repurchase. However, we may not be able to purchase the Exchange Notes upon a change of control triggering event because we may not have sufficient funds to do so, particularly if a change of control event triggers a similar repurchase requirement for, or results in the acceleration of, our other then-existing debt. Holders of our 2.05% Notes due 2017, 6.25% Notes due 2018, 2.150% Notes due 2018, 2.875% Notes due 2019, 2.600% notes due 2019, 4.70% Notes due 2020, 3.150% Notes due 2021, 4.00% Notes due 2022, 3.850% Notes due 2023, 4.00% Notes due 2024, 3.900% Notes due 2025, 4.200% Notes due 2026, 6.11% Notes due 2028, 5.375% Notes due 2036 and 5.500% Notes due 2046 may require us to repurchase such notes on the same change of control triggering event. In addition, certain changes of control are termination events under our receivables financing facility, which would permit the declaration of a termination date and result in the proceeds from all receivables under the facility paying off the facility.

The change of control offer covenant is limited to the transactions specified in Description of Notes Change of Control Offer. We have no present intention to engage in a transaction involving a change of control triggering event, although it is possible that we could decide to do so in the future. In the event we are required to purchase outstanding Exchange Notes pursuant to a change of control triggering event, we expect that we would seek third party financing to the extent we do not have available funds to meet our purchase obligations. However, we cannot assure you that we would be able to obtain such financing. In addition, our ability to purchase the Exchange Notes for cash may be limited by law or the terms of other agreements relating to our indebtedness outstanding at the time. Our failure to repurchase the Exchange Notes upon a change of control triggering event would cause a default under the Indenture, which could result in defaults under our other debt agreements and have material adverse consequences for us and the holders of the Exchange Notes.

Redemption may adversely affect your return on the Exchange Notes.

We have the right to redeem some or all of the Exchange Notes prior to maturity, as described under Description of Notes Optional Redemption in this prospectus. We may redeem the Exchange Notes at times when prevailing interest rates may be relatively low. Accordingly, you may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the Exchange Notes.

Risks Related to the Exchange Offers***If you are a broker-dealer, your ability to transfer the Exchange Notes may be restricted.***

Broker-dealers that acquired the Original Notes directly from Newell Brands, but not as a result of market-making activities or other trading activities, must comply with all applicable registration and prospectus delivery requirements of the Securities Act in connection with a resale of the Exchange Notes.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the Exchange Offers in exchange for Original Notes that it acquired as a result of market-making or other trading activities must comply with its prospectus delivery obligations in connection with any resale of the Exchange Notes. Our obligation to make this prospectus available to broker-dealers is limited. Consequently, we cannot guarantee that a proper prospectus will be available to broker-dealers wishing to resell their Exchange Notes.

You may not receive the Exchange Notes in the Exchange Offers if the procedures for the Exchange Offers are not followed.

We will issue the Exchange Notes in exchange for your Original Notes only if you tender your Original Notes and deliver a properly completed and