

NEWELL BRANDS INC
Form 8-K
May 11, 2017

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of report (Date of earliest event reported): May 11, 2017 (May 9, 2017)
NEWELL BRANDS INC.
(Exact name of registrant as specified in its charter)

| | | |
|----------|--------|------------|
| Delaware | 1-9608 | 36-3514169 |
|----------|--------|------------|

(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification Number)
221 River Street
Hoboken, New Jersey 07030
(Address of principal executive offices including zip code)
(201) 610-6600
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ..

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..

Item 5.07 Submission of Matters to a Vote of Security Holders.

Newell Brands Inc. (the “Company”) held its Annual Meeting of Stockholders on May 9, 2017. For more information on the proposals presented at the meeting, see the Company’s Proxy Statement, filed with the Securities and Exchange Commission on March 30, 2017, the relevant portions of which are incorporated herein by reference.

The stockholders elected each of the twelve nominees to the Board of Directors for a one-year term by a majority of the votes cast:

| Director | For | Against | Abstain | Broker Non-Votes |
|--------------------|-------------|------------|-----------|------------------|
| Ian G.H. Ashken | 402,986,976 | 7,201,415 | 466,734 | 30,154,760 |
| Thomas E. Clarke | 379,222,809 | 31,075,211 | 357,105 | 30,154,760 |
| Kevin C. Conroy | 384,650,789 | 25,639,818 | 364,518 | 30,154,760 |
| Scott S. Cowen | 380,390,102 | 29,904,253 | 360,770 | 30,154,760 |
| Michael T. Cowhig | 404,810,932 | 5,447,519 | 396,674 | 30,154,760 |
| Domenico De Sole | 382,264,887 | 28,041,014 | 349,224 | 30,154,760 |
| Martin E. Franklin | 401,418,202 | 8,735,169 | 501,754 | 30,154,760 |
| Ros L’Esperance | 408,980,879 | 1,229,629 | 444,617 | 30,154,760 |
| Michael B. Polk | 406,755,915 | 3,580,726 | 318,484 | 30,154,760 |
| Steven J. Strobel | 406,756,231 | 3,556,525 | 342,369 | 30,154,760 |
| Michael A. Todman | 406,229,333 | 2,331,410 | 2,094,382 | 30,154,760 |
| Raymond G. Viault | 401,506,848 | 8,805,318 | 342,959 | 30,154,760 |

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year 2017:

For 438,636,225
 Against 1,614,264
 Abstain 559,396

The stockholders approved the advisory resolution approving executive compensation:

For 350,807,074
 Against 58,802,230
 Abstain 1,045,821
 Broker Non-Votes 30,154,760

The stockholders voted to hold an advisory vote every year to approve executive compensation:

One Year 376,698,839
 Two Years 489,614
 Three Years 32,907,523
 Abstain 559,149
 Broker Non-Votes 30,154,760

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWELL BRANDS INC.

/s/ Bradford R. Turner_____

Dated: May 11, 2017 By: Bradford R. Turner

Chief Legal Officer and Corporate Secretary