

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 101808 / December 4, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-21766

In the Matter of	:	
	:	
NEWELL BRANDS INC. and	:	NOTICE OF PROPOSED PLAN OF
MICHAEL B. POLK,	:	DISTRIBUTION AND OPPORTUNITY
	:	FOR COMMENT
	:	
Respondents.	:	

Notice is hereby given, pursuant to Rule 1103 of the United States Securities and Exchange Commission’s (the “Commission”) Rules on Fair Fund and Disgorgement Plans (the “Commission’s Rules”), 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan of distribution (the “Proposed Plan”) for the distribution of monies paid in the above-captioned matter.

On September 29, 2023, the Commission issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (the “Order”)¹ against Newell Brands Inc. (“Newell”) and Michael B. Polk (“Polk”) (collectively, the “Respondents”). In the Order, the Commission found that Newell made misleading statements regarding non-GAAP financial measures, “core sales growth,” and “core sales,” which Newell described in its earnings releases as giving investors “a more complete understanding of underlying sales trends.” From the third quarter of 2016 through the second quarter of 2017, Newell announced publicly core sales growth rates that were higher than its actual underlying sales trends. The core sales growth rates were higher because of undisclosed actions taken by Newell and approved by Polk that were unrelated to its actual sales. Newell’s statements to investors were misleading and violated Securities Act of 1933 Sections 17(a)(2) and 17(a)(3); Securities Exchange Act of 1934 Sections 13(a) and 13(b) and various rules thereunder, and Rule 100(b) of Regulation G.

The Commission ordered Newell and Polk to pay \$12,500,000 and \$110,000 in civil money penalties, respectively, to the Commission. The Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalties collected can be distributed to harmed investors (the “Fair Fund”).

¹ Securities Act Rel. No. 11251 (Sept. 29, 2023).

The Fair Fund includes the \$12,610,000 paid by the Respondents. The assets of the Fair Fund are subject to the continuing jurisdiction and control of the Commission. The Fair Fund has been deposited in a Commission-designated account at the U.S. Department of the Treasury, and any interest accrued will be added to the Fair Fund.

OPPORTUNITY FOR COMMENT

Pursuant to this Notice, all interested persons are advised that they may obtain a copy of the Plan from the Commission's public website at <https://www.sec.gov/litigation/fairfundlist.htm>. Interested persons may also obtain a written copy of the Proposed Plan by submitting a written request to Jennifer Cardello via email at cardelloj@sec.gov. All persons who desire to comment on the Proposed Plan may submit their comments, in writing, no later than thirty (30) days from the date of this Notice:

1. to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090;
2. by using the Commission's Internet comment form (<https://www.sec.gov/litigation/admin.shtml>); or
3. by sending an e-mail to rule-comments@sec.gov.

Comments submitted by email or via the Commission's website should include "Administrative Proceeding File No. 3-21766" in the subject line. Comments received will be publicly available. Persons should submit only information they wish to make publicly available.

THE PROPOSED PLAN

The Net Available Fair Fund² is comprised of the \$12,610,000 in civil money penalties paid by the Respondents, plus any interest and income earned thereon, less taxes, fees, and expenses. The Proposed Plan provides for the distribution of the Net Available Fair Fund to investors who purchased or acquired shares of Newell common stock between October 28, 2016 and November 1, 2017, inclusive and suffered a Recognized Loss as calculated by the methodology used in the Plan of Allocation, attached as Exhibit A, to the Proposed Plan.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.³

Vanessa A. Countryman
Secretary

² All capitalized terms used herein but not defined shall have the same meanings ascribed to them in the Proposed Plan.

³ 17 C.F.R. § 200.30-4(a)(21)(iii).