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

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d)**
of the Securities Exchange Act of 1934

For the Quarterly Period Ended September 30, 2023

Commission File Number 1-9608

NEWELL BRANDS INC.

(Exact name of registrant as specified in its charter)

Delaware	36-3514169
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6655 Peachtree Dunwoody Road,
Atlanta, Georgia 30328
(Address of principal executive offices)
(Zip Code)
Registrant's telephone number, including area code: (770) 418-7000

Securities registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS	TRADING SYMBOL	NAME OF EXCHANGE ON WHICH REGISTERED
Common stock, $1 par value per share	NWL	Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large Accelerated Filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of shares of common stock outstanding (net of treasury shares) as of October 23, 2023: 414.2 million.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

NEWELL BRANDS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (Unaudited)
(Amounts in millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net sales	$ 2,048	$ 2,252	$ 6,057	$ 7,174
Cost of products sold	1,427	1,594	4,325	4,940
Gross profit	621	658	1,732	2,234
Selling, general and administrative expenses	501	467	1,457	1,489
Restructuring costs, net	16	3	76	12
Impairment of goodwill, intangibles and other assets	263	148	274	148
Operating income (loss)	(159)	40	(75)	585
Non-operating expenses:				
Interest expense, net	69	57	213	171
Other (income) expense, net	70	24	91	(73)
Income (loss) before income taxes	(298)	(41)	(379)	487
Income tax provision (benefit)	(80)	(60)	(77)	41
Net income (loss)	**$ (218)**	**$ 19**	**$ (302)**	**$ 446**
Weighted average common shares outstanding:				
Basic	414.2	413.6	414.1	416.4
Diluted	414.2	414.6	414.1	418.3
Earnings (loss) per share:				
Basic	$ (0.53)	$ 0.05	$ (0.73)	$ 1.07
Diluted	$ (0.53)	$ 0.05	$ (0.73)	$ 1.07
Comprehensive income (loss):				
Net income (loss)	$ (218)	$ 19	$ (302)	$ 446
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(16)	(94)	(8)	(172)
Pension and postretirement costs	53	8	52	20
Derivative financial instruments	9	8	(8)	19
Total other comprehensive income (loss), net of tax	46	(78)	36	(133)
Total comprehensive income (loss)	**$ (172)**	**$ (59)**	**$ (266)**	**$ 313**

See Notes to Condensed Consolidated Financial Statements (Unaudited).

NEWELL BRANDS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
(Amounts in millions, except par values)

	September 30, 2023	December 31, 2022
Assets:		
Cash and cash equivalents	$ 396	$ 287
Accounts receivable, net	1,212	1,250
Inventories	1,778	2,203
Prepaid expenses and other current assets	362	312
Total current assets	3,748	4,052
Property, plant and equipment, net	1,202	1,184
Operating lease assets	521	578
Goodwill	3,049	3,298
Other intangible assets, net	2,550	2,649
Deferred income taxes	783	810
Other assets	719	691
Total assets	**$ 12,572**	**$ 13,262**
Liabilities:		
Accounts payable	$ 1,084	$ 1,062
Accrued compensation	150	123
Other accrued liabilities	1,409	1,272
Short-term debt and current portion of long-term debt	376	621
Total current liabilities	3,019	3,078
Long-term debt	4,737	4,756
Deferred income taxes	393	520
Operating lease liabilities	458	512
Other noncurrent liabilities	839	877
Total liabilities	9,446	9,743
Commitments and contingencies (*Footnote 17*)		
Stockholders' equity:		
Preferred stock (10.0 authorized shares, $1.00 par value, no shares issued at September 30, 2023 and December 31, 2022)	—	—
Common stock (800.0 authorized shares, $1.00 par value, 439.5 shares and 438.6 shares issued at September 30, 2023 and December 31, 2022, respectively)	440	439
Treasury stock, at cost (25.3 shares and 25.0 shares at September 30, 2023 and December 31, 2022, respectively)	(627)	(623)
Additional paid-in capital	6,928	7,052
Retained deficit	(2,640)	(2,338)
Accumulated other comprehensive loss	(975)	(1,011)
Total stockholders' equity	3,126	3,519
Total liabilities and stockholders' equity	**$ 12,572**	**$ 13,262**

See Notes to Condensed Consolidated Financial Statements (Unaudited).

NEWELL BRANDS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(Amounts in millions)

	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Cash flows from operating activities:		
Net income (loss)	$ (302)	$ 446
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	240	222
Impairment of goodwill, intangibles and other assets	274	148
Gain from sale of business	—	(136)
Deferred income taxes	(108)	215
Stock based compensation expense	32	8
Pension settlement charge	66	—
Other, net	3	(2)
Changes in operating accounts excluding the effects of divestiture:		
Accounts receivable	26	(165)
Inventories	411	(754)
Accounts payable	31	(143)
Accrued liabilities and other	6	(406)
Net cash provided by (used in) operating activities	679	(567)
Cash flows from investing activities:		
Proceeds from sale of divested business	—	616
Capital expenditures	(209)	(221)
Other investing activities, net	62	25
Net cash provided by (used in) investing activities	(147)	420
Cash flows from financing activities:		
Net payments of short-term debt	(244)	—
Net proceeds from issuance of long-term debt	—	990
Payments on current portion of long-term debt	(2)	(2)
Repurchase of shares of common stock	—	(325)
Cash dividends	(155)	(290)
Equity compensation activity and other, net	(4)	(29)
Net cash provided by (used in) financing activities	(405)	344
Exchange rate effect on cash, cash equivalents and restricted cash	(8)	(13)
Increase in cash, cash equivalents and restricted cash	119	184
Cash, cash equivalents and restricted cash at beginning of period	303	477
Cash, cash equivalents and restricted cash at end of period	**$ 422**	**$ 661**
Supplemental disclosures:		
Restricted cash at beginning of period	$ 16	$ 37
Restricted cash at end of period	26	25

See Notes to Condensed Consolidated Financial Statements (Unaudited).

NEWELL BRANDS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (Unaudited)
(Amounts in millions, except per share amounts)

	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at June 30, 2023	$ 440	$ (627)	$ 6,945	$ (2,422)	$ (1,021)	$ 3,315
Comprehensive income (loss)	—	—	—	(218)	46	(172)
Dividends declared on common stock - $0.07 per share	—	—	(29)	—	—	(29)
Equity compensation, net of tax	—	—	12	—	—	12
Balance at September 30, 2023	**$ 440**	**$ (627)**	**$ 6,928**	**$ (2,640)**	**$ (975)**	**$ 3,126**
Balance at December 31, 2022	$ 439	$ (623)	$ 7,052	$ (2,338)	$ (1,011)	$ 3,519
Comprehensive income (loss)	—	—	—	(302)	36	(266)
Dividends declared on common stock - $0.37 per share	—	—	(155)	—	—	(155)
Equity compensation, net of tax	1	(4)	31	—	—	28
Balance at September 30, 2023	**$ 440**	**$ (627)**	**$ 6,928**	**$ (2,640)**	**$ (975)**	**$ 3,126**

	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance at June 30, 2022	$ 439	$ (623)	$ 7,251	$ (2,108)	$ (937)	$ 4,022
Comprehensive income (loss)	—	—	—	19	(78)	(59)
Dividends declared on common stock - $0.23 per share	—	—	(93)	—	—	(93)
Equity compensation, net of tax	—	—	(15)	—	—	(15)
Balance at September 30, 2022	**$ 439**	**$ (623)**	**$ 7,143**	**$ (2,089)**	**$ (1,015)**	**$ 3,855**
Balance at December 31, 2021	$ 450	$ (609)	$ 7,734	$ (2,535)	$ (882)	$ 4,158
Comprehensive income (loss)	—	—	—	446	(133)	313
Dividends declared on common stock - $0.69 per share	—	—	(285)	—	—	(285)
Equity compensation, net of tax	2	(14)	7	—	—	(5)
Common stock purchased and retired	(13)	—	(312)	—	—	(325)
Other	—	—	(1)	—	—	(1)
Balance at September 30, 2022	**$ 439**	**$ (623)**	**$ 7,143**	**$ (2,089)**	**$ (1,015)**	**$ 3,855**

See Notes to Condensed Consolidated Financial Statements (Unaudited).

NEWELL BRANDS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Footnote 1 — Basis of Presentation and Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements of Newell Brands Inc. (collectively with its subsidiaries, the “Company”) have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (the “SEC”) and do not include all of the information and footnotes required by U.S. generally accepted accounting principles (“U.S. GAAP”) for complete financial statements. In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments (including normal recurring accruals) considered necessary for a fair statement of the financial position and the results of operations of the Company. These unaudited condensed consolidated financial statements should be read in conjunction with the financial statements, and the footnotes thereto, included in the Company’s most recent Annual Report on Form 10-K. The Condensed Consolidated Balance Sheet at December 31, 2022 has been derived from the audited financial statements as of that date, but it does not include all the information and footnotes required by U.S. GAAP for a complete financial statement.

The condensed consolidated financial statements for all comparable prior periods presented have been retrospectively adjusted to reflect the following:

- Effective January 1, 2023, as a result of the implementation of a new operating model intended to drive further simplification and unlock additional efficiencies and synergies within the Company, the chief operating decision maker (“CODM”) now reviews the businesses as three operating segments: Home and Commercial Solutions, Learning and Development and Outdoor and Recreation. The Home and Commercial Solutions operating segment represents the combination of the previously reported Commercial Solutions, Home Appliances and Home Solutions operating segments. See *Footnote 16* for further information;
- A prior-year change in method of accounting for certain inventory in the U.S. from the last-in, first-out method to the first-in, first-out method resulted in a $5 million and $16 million reduction of cost of products sold and corresponding increase to operating income and income before income taxes, additional income tax provision of $1 million and $4 million and increase of $4 million and $12 million to net income in the Company's previously issued unaudited Condensed Consolidated Statement of Operations for the three and nine months ended September 30, 2022, respectively;
- A revision associated with an incorrect change in functional currency designation in the prior year resulted in additional expense to record mark to market adjustments of $16 million and $35 million in other (income) expense, net in the Condensed Consolidated Statement of Operations for the three and nine months ended September 30, 2022, respectively, and a reclassification between Accumulated Other Comprehensive Loss and Retained Deficit in the Condensed Consolidated Statement of Stockholder’s Equity of $35 million at September 30, 2022. Refer to *Footnote 19* of the Company's most recent Annual Report on Form 10-K, filed on February 15, 2023.

On March 31, 2022, the Company sold its Connected Home & Security (“CH&S”) business to Resideo Technologies, Inc. See *Footnotes 2 and 16* for further information.

Use of Estimates and Risks

Management’s application of U.S. GAAP in preparing the Company's condensed consolidated financial statements requires the pervasive use of estimates and assumptions. The Company continues to be impacted by inflationary pressures, softening global demand, focus by major retailers on the rebalancing of inventory levels, rising interest rates and indirect macroeconomic impacts from the Russia-Ukraine conflict. These collective macroeconomic trends, the duration or severity of which are highly uncertain, are rapidly changing the retail and consumer landscape and are expected to continue to negatively impact the Company’s operating results, cash flows and financial condition during the current year. As consumers continue to face widespread increases in prices and interest rates, their discretionary spending and purchase patterns may continue to be unfavorably impacted. The high level of uncertainty of these factors has resulted in estimates and assumptions that have the potential for more variability and are more subjective. In addition, some of the other inherent estimates and assumptions used in the Company’s forecasted results of operations and cash flows that form the basis of the determination of the fair value of the reporting units for goodwill and indefinite-lived intangible asset impairment testing are outside the control of management, including interest rates, cost of capital, tax rates, industry growth, credit ratings, foreign exchange rates and labor inflation. Although management has made its best estimates and assumptions based upon current information, actual results could materially differ given the uncertainty of these factors and may require future changes to such estimates and assumptions, including reserves, which may result in future expense or impairment charges.

During the third quarter of 2023, the Company concluded that a triggering event had occurred for the goodwill associated with the Baby reporting unit in the Learning and Development segment, and for an indefinite-lived tradename in the Outdoor and Recreation segment, as a result of a downward revision of forecasted cash flows due to market conditions, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the Baby reporting unit goodwill and the indefinite-lived tradename in the Outdoor and Recreation segment were impaired. During the third quarter of 2023, the Company recorded a non-cash impairment charge of $241 million for the Baby reporting unit goodwill and $22 million for the indefinite-lived tradename in the Outdoor and Recreation segment, as the carrying values exceeded their fair values. See *Footnote 7* for further information.

During the second quarter of 2023, the Company concluded that a triggering event had occurred for an indefinite-lived tradename in the Home Fragrance reporting unit in the Home and Commercial Solutions segment and for the goodwill associated with the Baby reporting unit in the Learning and Development segment, as a result of a downward revision of forecasted cash flows due to softening global demand, primarily caused by continued inflationary pressure that is impacting discretionary spending behavior of consumers, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the indefinite-lived tradename in the Home and Commercial Solutions segment was impaired. During the second quarter of 2023, the Company recorded a non-cash impairment charge of $8 million, as the carrying value of the tradename exceeded its fair value. The Company concluded that the Baby reporting unit goodwill was not impaired during the second quarter of 2023. See *Footnote 7* for further information.

Seasonal Variations

Sales of the Company's products tend to be seasonal, with sales, operating income and operating cash flow in the first quarter generally lower than any other quarter during the year, driven principally by reduced volume and the mix of products sold in the first quarter. The seasonality of the Company's sales volume combined with the accounting for fixed costs, such as depreciation, amortization, rent, personnel costs and interest expense, impacts the Company's results on a quarterly basis. Also, the Company typically tends to generate the majority of its operating cash flow in the third and fourth quarters of the year due to seasonal variations in operating results, the timing of annual performance-based compensation payments, customer program payments, working capital requirements and credit terms provided to customers. In addition, uncertainty still remains over the volatility and direction of future consumer and customer demand patterns, as well as inflationary and supply chain pressures. Accordingly, the Company's results of operations and cash flows for the three and nine months ended September 30, 2023 may not necessarily be indicative of the results that may be expected for the year ending December 31, 2023.

Adoption of New Accounting Guidance

Changes to U.S. GAAP are established by the Financial Accounting Standards Board ("FASB") in the form of accounting standards updates ("ASUs") to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASUs.

In March 2020, the FASB issued ASU 2020-04, "*Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting.*" In January 2021, the FASB clarified the scope of this guidance with the issuance of ASU 2021-01, *Reference Rate Reform: Scope.* ASU 2020-04 provides optional expedients and exceptions to account for contracts, hedging relationships and other transactions that reference London Interbank Offered Rate ("LIBOR") or another reference rate if certain criteria are met. This ASU was further updated with the issuance of ASU 2022-06, *Reference Rate Reform: Deferral of the Sunset Date of Topic 848*, which extends the sunset date of the guidance. ASU 2020-04 may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2024. The Company adopted ASU 2020-04 and it did not have a material impact on its Consolidated Financial Statements.

In October 2022, the FASB issued ASU 2022-04, "*Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations.*" This ASU requires that a buyer in a supplier finance program disclose sufficient information about the program to allow a user of financial statements to better consider the effect of the programs on an entity's working capital, liquidity, and cash flows. This ASU is effective for fiscal years beginning after December 15, 2022, except for the amendment on roll forward information which is effective for fiscal years beginning after December 15, 2023. See disclosures hereafter for further information.

Sales of Accounts Receivables

Factored receivables at September 30, 2023 associated with the Company's existing factoring agreement (the "Customer Receivables Purchase Agreement") were approximately $345 million, a decrease of approximately $75 million from December 31, 2022. Transactions under this agreement are accounted for as sales of accounts receivable, and the receivables sold are removed from the Condensed Consolidated Balance Sheet at the time of the sales transaction. The Company classifies the proceeds received from the sales of accounts receivable as an operating cash flow and collections of accounts receivables not yet submitted to the financial institution as a financing cash flow in the Condensed Consolidated Statement of Cash Flows. The Company records the discount as other (income) expense, net in the Condensed Consolidated Statement of Operations. As further described in *Footnote 18,* in October 2023, the Company entered into a new accounts receivable facility pursuant to which receivables of certain subsidiaries are sold or pledged.

Supplier Finance Program Obligations

The Company has worked with its suppliers of goods and services over the past several years to revisit terms and conditions, including the extension of payment terms. Additionally, a global financial institution offers a voluntary supply chain finance program (the "SCF Program") which enables suppliers, at their sole discretion, to sell their receivables from the Company to the financial institution on a non-recourse basis.

The Company and its suppliers agree on contractual terms for the goods and services procured, including prices, quantities and payment terms, regardless of whether the supplier elects to participate in the SCF Program. Payments terms average approximately 125 days. The suppliers sell goods or services, as applicable, to the Company and issue the associated invoices to the Company based on the agreed-upon contractual terms. Suppliers that participate in the SCF Program, at their sole discretion, determine which invoices, if any, they want to sell to the financial institution. The suppliers' voluntary inclusion of invoices in the SCF Program does not change the Company's existing contractual terms with its suppliers. The Company does not provide any guarantees under the SCF Program, nor does it have any economic interest in a supplier's decision to participate in the SCF Program.

Amounts due under the SCF Program are included in accounts payable in the Condensed Consolidated Balance Sheets and as operating cash flows in the Condensed Consolidated Statement of Cash Flows. At September 30, 2023 and December 31, 2022, outstanding payment obligations under the SCF Program were approximately $100 million for both periods.

Footnote 2 — Divestiture Activity

On March 31, 2022, the Company sold its CH&S business to Resideo Technologies, Inc., for approximately $593 million, subject to customary working capital and other post-closing adjustments. As a result, during the nine months ended September 30, 2022, the Company recorded a pretax gain of $136 million, which was included in other (income) expense, net in its Condensed Consolidated Statements of Operations.

Footnote 3 — Accumulated Other Comprehensive Income (Loss)

The following table displays the changes in Accumulated Other Comprehensive Income (Loss) ("AOCL") by component, net of tax, for the nine months ended September 30, 2023 (in millions):

	Cumulative Translation Adjustment	Pension and Postretirement Costs	Derivative Financial Instruments	AOCL
Balance at December 31, 2022	$ (688)	$ (309)	$ (14)	$ (1,011)
Other comprehensive loss before reclassifications	(8)	(1)	(6)	(15)
Amounts reclassified to earnings	—	53	(2)	51
Net current period other comprehensive income (loss)	(8)	52	(8)	36
Balance at September 30, 2023	**$ (696)**	**$ (257)**	**$ (22)**	**$ (975)**

Reclassifications from AOCL to the results of operations for the three and nine months ended September 30, 2023 and 2022 were pretax (income) expense of (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Cumulative translation adjustment [(1)]	$ —	$ —	$ —	$ 6
Pension and postretirement benefit plans [(2)]	64	4	69	11
Derivative financial instruments [(3)]	5	(7)	(3)	(10)

(1) See *Footnote 2* for further information.
(2) See *Footnote 11* for further information.
(3) See *Footnote 10* for further information.

The income tax provision (benefit) allocated to the components of AOCL for the periods indicated are as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Foreign currency translation adjustments	$ 21	$ 26	$ 3	$ 46
Pension and postretirement benefit costs	15	1	16	2
Derivative financial instruments	3	3	(2)	6
Income tax provision related to AOCL	**$ 39**	**$ 30**	**$ 17**	**$ 54**

Footnote 4 — Restructuring

Restructuring costs, net incurred by reportable business segments for all restructuring activities for the periods indicated are as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Home and Commercial Solutions	$ 10	$ 1	$ 37	$ 4
Learning and Development	3	1	14	3
Outdoor and Recreation	—	1	8	3
Corporate	3	—	17	2
	$ 16	**$ 3**	**$ 76**	**$ 12**

Accrued restructuring costs activity for the nine months ended September 30, 2023 was as follows (in millions):

	Balance at December 31, 2022	Restructuring Costs, Net	Payments	Foreign Currency and Other	Balance at September 30, 2023
Severance and termination costs	$ 7	$ 71	$ (57)	$ —	$ 21
Contract termination and other costs	—	5	(4)	(1)	—
	$ 7	**$ 76**	**$ (61)**	**$ (1)**	**$ 21**

Project Phoenix

In January 2023, the Company announced a restructuring and savings initiative ("Project Phoenix") that is intended to strengthen the Company by leveraging its scale to further reduce complexity, streamlining its operating model and driving operational efficiencies. Project Phoenix is expected to be substantially implemented by the end of 2023 and incorporates a variety of initiatives designed to simplify the organizational structure, streamline the Company's real estate portfolio, centralize the Company's supply chain functions, which include manufacturing, distribution, transportation and customer service, transition to a unified One Newell go-to-market model in key international geographies, and otherwise reduce overhead costs. The Company commenced reducing headcount in the first quarter of 2023, with most of these actions expected to be completed by the end of 2023, subject to local law and consultation requirements. The Company currently estimates that it will incur approximately $100 million to $130 million in restructuring and restructuring-related charges in connection with Project Phoenix, substantially all of which are expected to be incurred by the end of 2023. These charges consist primarily of $80 million to $105 million in charges related to severance payments and other termination benefits; $15 million to $20 million in charges associated with office space reductions; and approximately $5 million of other charges, including those associated with employee transition and legal costs. The Company expects approximately $95 million to $120 million of the total aggregate charges will be cash expenditures. All cash payments are expected to be paid within one year of charges incurred.

During the three and nine months ended September 30, 2023, the Company recorded restructuring charges of $10 million and $63 million, respectively, in connection with Project Phoenix.

Network Optimization Project

In May 2023, the Company announced a restructuring and savings initiative that is intended to simplify and streamline its North American distribution network (the "Network Optimization Project") in order to improve the Company's cost structure and operating margins while maintaining focus on customer and consumer fulfillment. The Company initiated implementation of the Network Optimization Project during the second quarter of 2023 and expects it to be substantially implemented by the end of fiscal year 2024. The Network Optimization Project incorporates a variety of initiatives, including a reduction in the overall number of distribution centers, an optimization of distribution by location, and completion of select automation investments intended to further streamline the Company's cost structure and to maximize operating performance. The Company currently estimates that it will incur approximately $37 million to $49 million in restructuring and restructuring-related charges associated with execution of the Network Optimization Project and expects that the costs incurred will be substantially complete by the end of 2024. This estimate of charges consists primarily of $8 million to $11 million related to cash severance payments and other termination benefits and approximately $29 million to $38 million associated with industrial site reductions. The Company expects approximately $35 million to $44 million of the total aggregate charges will be cash expenditures.

During the three and nine months ended September 30, 2023, the Company recorded restructuring charges of $3 million and $5 million, respectively, in connection with the project.

Other Restructuring and Restructuring-Related Charges

The Company regularly incurs other restructuring and restructuring-related costs in connection with various discrete initiatives, including certain costs associated with Project Ovid, the multi-year, customer centric supply chain initiative to transform the Company's go-to-market capabilities in the U.S., improve customer service levels and drive operational efficiencies and costs associated with the optimization of manufacturing sites. Restructuring-related costs are recorded in cost of products sold and selling, general and administrative expenses ("SG&A") in the Condensed Consolidated Statements of Operations based on the nature of the underlying costs incurred. During the three months ended September 30, 2023 and 2022, the Company recorded other restructuring charges of $3 million for both periods, and $8 million and $12 million for the nine months ended September 30, 2023 and 2022, respectively.

Footnote 5 — Inventories

Inventories are comprised of the following (in millions):

	September 30, 2023	December 31, 2022
Raw materials and supplies	$ 237	$ 285
Work-in-process	181	218
Finished products	1,360	1,700
	$ 1,778	**$ 2,203**

Footnote 6 — Property, Plant and Equipment, Net

Property, plant and equipment, net, is comprised of the following (in millions):

	September 30, 2023	December 31, 2022
Land	$ 72	$ 76
Buildings and improvements	662	648
Machinery and equipment	2,457	2,349
	3,191	3,073
Less: Accumulated depreciation	(1,989)	(1,889)
	$ 1,202	**$ 1,184**

Depreciation expense was $53 million and $50 million for the three months ended September 30, 2023 and 2022, respectively, and $158 million and $146 million for the nine months ended September 30, 2023 and 2022, respectively.

Footnote 7 — Goodwill and Other Intangible Assets, Net

Goodwill activity for the nine months ended September 30, 2023 is as follows (in millions):

Segments	Net Book Value at December 31, 2022	Impairment Charges	Foreign Exchange	Gross Carrying Amount	Accumulated Impairment Charges	Net Book Value at September 30, 2023
Home and Commercial Solutions	$ 747	$ —	$ —	$ 4,052	$ (3,305)	$ 747
Learning and Development	2,551	(241)	(8)	3,389	(1,087)	2,302
Outdoor and Recreation	—	—	—	788	(788)	—
	$ 3,298	**$ (241)**	**$ (8)**	**$ 8,229**	**$ (5,180)**	**$ 3,049**

During the third quarter of 2023, the Company concluded that a triggering event had occurred for the goodwill associated with the Baby reporting unit in the Learning and Development segment as a result of a downward revision of forecasted cash flows due to lower volume and profitability expectations, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the Baby reporting unit goodwill was impaired. During the third quarter of 2023, the Company recorded a non-cash impairment charge of $241 million as the carrying value of the reporting unit exceeded its fair value.

During the third quarter of 2022, the Company concluded that a triggering event had occurred for the Home Fragrance reporting unit in the Home and Commercial Solutions segment, as a result of a downward revision of forecasted cash flows due to softening global demand, as retailers significantly pulled back on orders in an effort to rebalance inventory, and rising interest rates. The decline in global demand is driven primarily by inflationary pressures which are impacting the discretionary spending behavior of consumers. The Company performed a quantitative impairment test and determined that the Home Fragrance reporting unit goodwill was impaired. During the third quarter of 2022, the Company recorded a non-cash impairment charge of $108 million, as the carrying value of the reporting unit exceeded its fair value.

Other intangible assets, net, are comprised of the following (in millions):

	September 30, 2023			December 31, 2022		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Tradenames — indefinite life [(1)]	$ 1,581	$ —	$ 1,581	$ 1,689	$ —	$ 1,689
Tradenames — other [(1)]	230	(97)	133	160	(79)	81
Capitalized software	619	(504)	115	602	(481)	121
Patents and intellectual property	22	(18)	4	22	(17)	5
Customer relationships and distributor channels	1,073	(356)	717	1,072	(319)	753
	$ 3,525	**$ (975)**	**$ 2,550**	**$ 3,545**	**$ (896)**	**$ 2,649**

(1) In connection with the operating model changes associated with Project Phoenix, the Company determined that six tradenames with aggregate carrying values of $70 million no longer met indefinite-lived criteria and were reclassified during the first quarter as finite-lived tradenames, with useful lives ranging from five to ten years.

Amortization expense for intangible assets was $28 million and $25 million for the three months ended September 30, 2023 and 2022, respectively and $82 million and $76 million for the nine months ended September 30, 2023 and 2022, respectively.

During the third quarter of 2023, the Company concluded that a triggering event had occurred for an indefinite-lived tradename in the Outdoor and Recreation segment, as a result of a downward revision of forecasted cash flows due to market conditions, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the indefinite-lived tradename in the Outdoor and Recreation segment was impaired. During the third quarter of 2023, the Company recorded a non-cash impairment charge of $22 million for the indefinite-lived tradename in the Outdoor and Recreation segment, as the carrying value of the tradename exceeded its fair value.

During the second quarter of 2023, the Company concluded that a triggering event had occurred for indefinite-lived tradename in the Home Fragrance reporting unit in the Home and Commercial Solutions segment as a result of a downward revision of forecasted cash flows due to softening global demand, primarily caused by continued inflationary pressure that is impacting discretionary spending behavior of consumers, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the indefinite-lived tradename in the Home and Commercial Solutions segment was impaired. During the second quarter of 2023, the Company recorded a non-cash impairment charge of $8 million, as the carrying value of the tradename exceeded its fair value.

During the third quarter of 2022, the Company concluded that a triggering event had occurred for indefinite-lived tradenames in the Kitchen and Home Fragrance reporting units in the Home and Commercial Solutions segment, as a result of a downward revision of forecasted cash flows due to softening global demand, as retailers significantly pulled back on orders in an effort to rebalance inventory and rising interest rates. The decline in global demand was driven primarily by inflationary pressures which impacted the discretionary spending behavior of consumers. The Company also concluded that a triggering event had occurred for two indefinite-lived tradenames in the Baby reporting unit, in the Learning and Development segment, as a result of rising interest rates and inflationary pressures. The Company performed a quantitative impairment test and determined that the indefinite-lived tradename in the Kitchen reporting unit and two indefinite-lived tradenames in the Baby reporting unit were impaired. During the third quarter of 2022, the Company recorded an aggregate non-cash impairment charge of $40 million, as the carrying values of these tradenames exceeded their fair values.

Footnote 8 — Other Accrued Liabilities

Other accrued liabilities are comprised of the following (in millions):

	September 30, 2023	December 31, 2022
Customer accruals	$ 702	$ 636
Operating lease liabilities	119	121
Accrued self-insurance liabilities, contingencies and warranty	105	99
Accrued interest expense	97	63
Accrued income taxes	79	53
Accrued marketing and freight expenses	72	73
Other	235	227
	$ 1,409	**$ 1,272**

Footnote 9 — Debt

Debt is comprised of the following at the dates indicated (in millions):

	September 30, 2023	December 31, 2022
4.00% senior notes due 2024	$ 197	$ 196
4.875% senior notes due 2025	497	496
3.90% senior notes due 2025	47	47
4.20% senior notes due 2026	1,979	1,978
6.375% senior notes due 2027	474	483
6.625% senior notes due 2029	467	481
5.375% senior notes due 2036	417	417
5.50% senior notes due 2046	658	658
Revolving credit facility	375	225
Commercial paper	—	359
Receivables facility	—	35
Other debt	2	2
Total debt	5,113	5,377
Short-term debt and current portion of long-term debt	(376)	(621)
Long-term debt	**$ 4,737**	**$ 4,756**

Senior Notes

On August 21, 2023, Moody's Corporation (“Moody's”) downgraded the Company's debt rating to “Ba2”. As a result of Moody's downgrade, certain of the Company's outstanding senior notes currently aggregating to approximately $3.1 billion are subject to an interest rate adjustment of 25 basis points. The change to the interest rate due to the downgrade will increase the Company's interest expense by approximately $8 million on an annualized basis (approximately $2 million in 2023).

On August 3, 2023, S&P Global Inc. (“S&P”) downgraded the Company's debt rating to “BB”. In March 2023, S&P had also downgraded the Company’s debt rating to “BB+”. As a result of the S&P downgrades, certain of the Company’s outstanding senior notes currently aggregating to approximately $3.1 billion are subject to an aggregated interest rate adjustment of 50 basis points. The change to the interest rate due to the downgrade will increase the Company’s interest expense by approximately $15 million on an annualized basis (approximately $8 million in 2023). Furthermore, as a result of the March S&P downgrade, the Company's ability to borrow from the commercial paper market on terms it deems acceptable or favorable was eliminated.

On February 14, 2023, Fitch Ratings downgraded the Company's debt rating to “BB”. This downgrade did not impact the interest rates on any of the Company's senior notes.

Receivables Facility

The Company maintained an Accounts Receivable Securitization Facility (the “Securitization Facility”). The aggregate commitment under the Securitization Facility was $375 million. The Securitization Facility matured on October 2, 2023 and was terminated thereafter. At September 30, 2023, the Company had no outstanding borrowing under the Securitization Facility.

See *Footnote 18* for details related to the new accounts receivable facility.

Revolving Credit Facility

The Company has a $1.5 billion senior unsecured revolving credit facility (the “Credit Revolver”) that matures in August 2027. On March 27, 2023, the Company entered into an amendment to its Credit Revolver (the “Amendment”) to (i) include non-cash expenses resulting from grants of stock awards among the items that may be added to Consolidated Net Income when calculating Consolidated Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”), as defined in the Amendment, and (ii) lower the Interest Coverage Ratio, as defined in the Amendment, for the fiscal quarters ending on June 30, 2023, September 30, 2023, December 31, 2023 and March 31, 2024.

The Credit Revolver provides for the issuance of up to $150 million of letters of credit, so long as there is sufficient availability for borrowing under the Credit Revolver. At September 30, 2023, the Company had $375 million of outstanding borrowings under the Credit Revolver and approximately $21 million of outstanding standby letters of credit issued against the Credit Revolver, with a net availability of approximately $1.1 billion.

Other

The indentures governing the Company’s senior notes contain usual and customary nonfinancial covenants. The Company’s borrowing arrangements other than the senior notes contain usual and customary nonfinancial covenants and certain financial covenants, including minimum interest coverage and maximum debt-to-total-capitalization ratios.

Weighted average interest rates are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Total debt	5.1 %	4.1 %	5.1 %	4.3 %
Short-term debt	7.7 %	3.8 %	6.8 %	3.0 %

The fair value of the Company’s senior notes are based upon prices of similar instruments in the marketplace and are as follows (in millions):

	September 30, 2023		December 31, 2022	
	Fair Value	Book Value	Fair Value	Book Value
Senior notes	$ 4,395	$ 4,736	$ 4,511	$ 4,756

The carrying amounts of all other significant debt approximates fair value.

Footnote 10 —Derivatives

From time to time, the Company enters into derivative transactions to hedge its exposures to interest rate, foreign currency rate and commodity price fluctuations. The Company does not enter into derivative transactions for trading purposes.

Interest Rate Contracts

The Company manages its fixed and floating rate debt mix using interest rate swaps. The Company may use fixed and floating rate swaps to alter its exposure to the impact of changing interest rates on its consolidated results of operations and future cash outflows for interest. Floating rate swaps would be used, depending on market conditions, to convert the fixed rates of long-term debt into short-term variable rates. Fixed rate swaps would be used to reduce the Company’s risk of the possibility of increased interest costs. The settlement of interest rate swaps is included in interest expense.

Fair Value Hedges

At September 30, 2023, the Company had approximately $1.1 billion notional amount of interest rate swaps that exchange a fixed rate of interest for a variable rate of interest plus a weighted average spread. These floating rate swaps are designated as fair value hedges against $500 million of principal on the 6.375% senior notes due 2027, $500 million of principal on the 6.625% senior notes due 2029 and $100 million of principal on the 4.00% senior notes due 2024 for the remaining life of the notes. The benchmark interest rate for the $100 million floating swap and associated fair value hedge was amended for a change in benchmark interest rate from LIBOR to Secured Overnight Financing Rate (“SOFR”), effective June 1, 2023, accounted for in accordance with ASC 848 (see *Footnote 1* for further information). The effective portion of the fair value gains or losses on these swaps is offset by fair value adjustments in the underlying debt.

Cross-Currency Contracts

The Company uses cross-currency swaps to hedge foreign currency risk on certain financing arrangements. The Company previously entered into three cross-currency swaps, maturing in January 2025, February 2025 and September 2027, respectively, with an aggregate notional amount of $1.3 billion. Each of these cross-currency swaps was designated as a net investment hedge of the Company's foreign currency exposure of its net investment in certain Euro-functional currency subsidiaries with Euro-denominated net assets, and the Company pays a fixed rate of Euro-based interest and receives a fixed rate of U.S. dollar interest. During the third quarter of 2022, the Company entered into additional cross-currency swaps with notional amounts of $500 million each, with one maturing in September 2027 and one in September 2029. These swaps were also designated as net investment hedges of the Company's foreign currency exposure of its net investment in certain Euro-functional currency subsidiaries with Euro-denominated net assets, and the Company pays a floating rate of Euro-based interest and receives a floating rate of U.S. dollar interest. The Company has elected the spot method for assessing the effectiveness of these contracts. During the three months ended September 30, 2023 and 2022, the Company recognized income of $9 million and $8 million, respectively, and income of $30 million and $19 million for the nine months ended September 30, 2023 and 2022, respectively, in interest expense, net, related to the portion of cross-currency swaps excluded from hedge effectiveness testing.

Foreign Currency Contracts

The Company uses forward foreign currency contracts to mitigate the foreign currency exchange rate exposure on the cash flows related to forecasted inventory purchases and sales with maturity dates through September 2024. The derivatives used to hedge these forecasted transactions that meet the criteria for hedge accounting are accounted for as cash flow hedges. The effective portion of the gains or losses on these derivatives is deferred as a component of AOCL until it is recognized in earnings at the same time that the hedged item affects earnings and is included in the same caption in the statements of operations as the underlying hedged item. At September 30, 2023, the Company had approximately $293 million notional amount outstanding of forward foreign currency contracts that are designated as cash flow hedges of forecasted inventory purchases and sales.

The Company also uses foreign currency contracts, primarily forward foreign currency contracts, to mitigate the foreign currency exposure of certain other foreign currency transactions. At September 30, 2023, the Company had approximately $1.2 billion notional amount outstanding of these foreign currency contracts that are not designated as effective hedges for accounting purposes and have maturity dates through July 2024. Fair market value gains or losses are included in the results of operations and are classified in other (income) expense, net in the Company's Condensed Consolidated Statement of Operations.

The following table presents the fair value of derivative financial instruments at the dates indicated (in millions):

	Balance Sheet Location	Fair Value of Derivatives Assets (Liabilities) September 30, 2023	Fair Value of Derivatives Assets (Liabilities) December 31, 2022
Derivatives designated as effective hedges:			
Cash Flow Hedges			
Foreign currency contracts	Prepaid expenses and other current assets	$ 4	$ 5
Foreign currency contracts	Other accrued liabilities	(6)	(9)
Fair Value Hedges			
Interest rate swaps	Other accrued liabilities	(23)	(14)
Interest rate swaps	Other noncurrent liabilities	(31)	(16)
Net Investment Hedges			
Cross-currency swaps	Prepaid expenses and other current assets	26	28
Cross-currency swaps	Other assets	50	45
Cross-currency swaps	Other noncurrent liabilities	(62)	(75)
Derivatives not designated as effective hedges:			
Foreign currency contracts	Prepaid expenses and other current assets	19	19
Foreign currency contracts	Other accrued liabilities	(6)	(10)
Total		**$ (29)**	**$ (27)**

The following table presents gain and (loss) activity (on a pretax basis) related to derivative financial instruments designated or previously designated, as effective hedges (in millions):

	Location of gain /(loss) recognized in income	Three Months Ended September 30, 2023 Gain/(Loss) Recognized in OCI (effective portion)	Three Months Ended September 30, 2023 Gain/(Loss) Reclassified from AOCL to Income	Three Months Ended September 30, 2022 Gain/(Loss) Recognized in OCI (effective portion)	Three Months Ended September 30, 2022 Gain/(Loss) Reclassified from AOCL to Income
Interest rate swaps	Interest expense, net	$ —	$ (2)	$ —	$ (2)
Foreign currency contracts	Net sales and cost of products sold	6	(3)	20	9
Cross-currency swaps	Other (income) expense, net	86	—	108	—
Total		**$ 92**	**$ (5)**	**$ 128**	**$ 7**

	Location of gain (loss) recognized in income	Nine Months Ended September 30, 2023 Gain/(Loss) Recognized in OCI (effective portion)	Nine Months Ended September 30, 2023 Gain/(Loss) Reclassified from AOCL to Income	Nine Months Ended September 30, 2022 Gain/(Loss) Recognized in OCI (effective portion)	Nine Months Ended September 30, 2022 Gain/(Loss) Reclassified from AOCL to Income
Interest rate swaps	Interest expense, net	$ —	$ (4)	$ —	$ (5)
Foreign currency contracts	Net sales and cost of products sold	(8)	7	39	15
Cross-currency swaps	Other (income) expense, net	16	—	190	—
Total		**$ 8**	**$ 3**	**$ 229**	**$ 10**

At September 30, 2023, net deferred losses of approximately $7 million within AOCL are expected to be reclassified to earnings over the next twelve months.

During the three months ended September 30, 2023 and 2022, the Company recognized in other (income) expense, net, income of $15 million and expense of $6 million, respectively, and expense of $3 million and $7 million during the nine months ended September 30, 2023 and 2022, respectively, related to derivatives that are not designated as hedging instruments. Gains and losses on these derivatives are mostly offset by foreign currency movement in the underlying exposure.

The Company is not a party to any derivatives that require collateral to be posted prior to settlement.

Footnote 11 — Employee Benefit and Retirement Plans

The components of pension and postretirement benefit (income) expense for the periods indicated, are as follows (in millions):

	Pension Benefits							
	U.S.		International		U.S.		International	
	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023	2022	2023	2022	2023	2022	2023	2022
Service cost	$ —	$ —	$ —	$ 1	$ —	$ —	$ 2	$ 3
Interest cost	11	6	5	1	34	19	13	6
Expected return on plan assets	(13)	(12)	(3)	(1)	(41)	(36)	(9)	(4)
Amortization	1	4	4	1	3	12	5	2
Settlements	—	—	61	—	—	—	66	—
Total (income) expense	**$ (1)**	**$ (2)**	**$ 67**	**$ 2**	**$ (4)**	**$ (5)**	**$ 77**	**$ 7**

	Postretirement Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Interest cost	$ 1	$ —	$ 1	$ —
Amortization	(2)	(1)	(5)	(3)
Total income	**$ (1)**	**$ (1)**	**$ (4)**	**$ (3)**

U.K. Defined Benefit Plan

In February 2022, the Company entered into an agreement with an insurance company for a bulk annuity purchase or “buy-in” for one of its U.K. defined benefit pension plans (“U.K. Plan”), resulting in an exchange of plan assets for an annuity that matches the plan’s future projected benefit obligations (“PBO”) to covered participants.

In April 2023, the Company completed a “buy-out” of approximately 7% of the U.K. Plan's PBO. The “buy-out” was completed by the execution of a Deed Poll Agreement and a Deed of Assignment with an insurance company. In September 2023, the Company completed the “buy-out” of the remaining PBO of the aforementioned plan through the execution of a Deed Poll Agreement and a Deed of Assignment with an insurance company. In connection with these transactions, during the three and nine months ended September 30, 2023, the Company recorded a pretax settlement loss of $61 million and $66 million, respectively, in other (income) expense, net, in the Company's Condensed Consolidated Statement of Operations, related to the recognition of previously unrecognized actuarial losses reclassified from AOCL to losses.

Retiree Annuity Buyout

In October 2023, the Company entered into an agreement with an insurance company to purchase a group annuity contract to settle approximately $160 million to $175 million of projected benefit obligations for approximately 55% of the retirees in one of its U.S. defined benefit pension plans. The transaction for the transfer of the pension liability to the insurance company will be funded with the plan’s existing assets. The Company will record a pretax loss in connection with this transaction to reclassify approximately $60 million to $70 million into earnings from AOCL.

Footnote 12 — Income Taxes

The Company’s effective income tax rates for the three months ended September 30, 2023 and 2022 was a benefit of 26.8% and 146.3%, respectively, resulting from increased discrete tax benefits combined with increased pretax losses, and benefit of 20.3% and provision of 8.4% for the nine months ended September 30, 2023 and 2022, respectively, resulting from more discrete tax benefits combined with year to date pretax losses.

The differences between the U.S. federal statutory income tax rate of 21.0% and the Company’s effective income tax rate for the three and nine months ended September 30, 2023 and 2022 were impacted by a variety of factors, primarily resulting from the geographic mix of where the income was earned, as well as certain taxable income inclusion items in the U.S. based on foreign earnings.

The three and nine months ended September 30, 2023 were impacted by certain discrete items. Income tax expense for the three months ended September 30, 2023 included discrete tax benefits of $71 million due to the release of a deferred tax liability related to a U.S. legal entity reorganization, $10 million due to the filing of tax returns in various jurisdictions, $16 million associated with impairment charges and $18 million due to the settlement of the U.K. pension plan. The nine months ended September 30, 2023 also included certain discrete items totaling $10 million of additional income tax expense.

The three and nine months ended September 30, 2022 were also impacted by certain discrete items. Income tax expense for the three months ended September 30, 2022 included a discrete benefit of $58 million associated with a change in the Company's indefinite reinvestment assertion regarding certain earnings within its Irish operations, $6 million associated with tradename impairments, $4 million associated with the reduction of a valuation allowance related to operations in the state of Georgia and $2 million associated with the approval of certain state tax credits. The nine months ended September 30, 2022 also included a discrete benefit of $11 million associated with the reduction in valuation allowance related to the integration of certain Brazilian operations and $4 million associated with the approval of certain state tax credits, offset by $16 million of tax expense related to the divestiture of the CH&S business.

The Company’s U.S. federal income tax returns for 2011 to 2015 and 2017 to 2020, as well as certain state and non-U.S. income tax returns for various years, are under examination.

Footnote 13 — Weighted Average Shares Outstanding

The computations of the weighted average shares outstanding for the periods indicated are as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Basic weighted average shares outstanding	414.2	413.6	414.1	416.4
Dilutive securities [(1)]	—	1.0	—	1.9
Diluted weighted average shares outstanding	**414.2**	**414.6**	**414.1**	**418.3**

(1) The three and nine months ended September 30, 2023 excludes 2.1 million and 1.5 million, respectively, of potentially dilutive share-based awards as their effect would be anti-dilutive.

At September 30, 2023 and 2022, there were 0.8 million and 0.1 million, respectively, potentially dilutive restricted stock awards with performance-based targets that were not met and as such, have been excluded from the computation of diluted earnings per share.

Footnote 14 — Stockholders' Equity and Share-Based Compensation

During the three and nine months ended September 30, 2023, the Company granted 4.4 million and 6.0 million, respectively, performance-based restricted stock units (“RSUs”), which had an aggregate grant date fair value of $39 million and $61 million, respectively, including awards granted under the Special Incentive Plan (the “SIP”) on July 5, 2023. These performance-based RSUs entitle the recipients to shares of the Company’s common stock primarily over a two to three-year vesting period, subject to continued employment. The actual number of shares that will ultimately be paid upon vesting is dependent on the level of achievement of the specified performance conditions.

During the three and nine months ended September 30, 2023, the Company also granted 1.4 million and 4.3 million, respectively, time-based RSUs with an aggregate grant date fair value of $12 million and $53 million, respectively, including awards granted under the SIP on July 5, 2023. These time-based RSUs entitle recipients to shares of the Company's common stock and primarily vest in annual installments over a one to three-year period, subject to continued employment.

During the nine months ended September 30, 2023, the Company also granted 0.5 million time-based stock options with an aggregate grant date fair value of $2 million. These stock options entitle the recipients to purchase shares of the Company's common stock at an exercise price equal to the fair market value of the underlying shares as of the grant dates and vest on the specified anniversaries of the grant dates, subject to continued employment.

The weighted average assumptions used to determine the fair value of stock options granted for the nine months ended September 30, 2023, were as follows:

Risk-free interest rates	3.6 %
Expected volatility	42.1 %
Expected dividend yield	4.4 %
Expected life (in years)	6.9
Exercise price	$12.86

Share Repurchase Program

On February 6, 2022, the Company's Board of Directors authorized a $375 million Share Repurchase Program ("SRP"), effective through its expiration date of December 31, 2022. Under the SRP, the Company was permitted to purchase its common shares in the open market, in negotiated transactions or in other manners, as permitted by federal securities laws and other legal requirements. On February 25, 2022, the Company repurchased $275 million of its shares of common stock beneficially owned by Carl C. Icahn and certain of his affiliates, at a purchase price of $25.86 per share, the closing price of the Company's common shares on February 18, 2022. During the three months ended June 30, 2022, the Company repurchased approximately $50 million of its shares of common stock at an average price of $22.01 per share. The Company did not repurchase any of its shares of common stock during the three months ended September 30, 2022.

Footnote 15 — Fair Value Disclosures

Recurring Fair Value Measurements

The following table presents the Company's non-pension financial assets and liabilities, which are measured at fair value on a recurring basis (in millions):

	September 30, 2023				December 31, 2022			
	Fair value Asset (Liability)				Fair value Asset (Liability)			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Derivatives:								
Assets	$ —	$ 99	$ —	$ 99	$ —	$ 97	$ —	$ 97
Liabilities	—	(128)	—	(128)	—	(124)	—	(124)
Investment securities, including mutual funds	15	—	—	15	14	—	—	14

For publicly traded investment securities, including mutual funds, fair value is determined on the basis of quoted market prices and, accordingly, such investments are classified as Level 1. The Company determines the fair value of its derivative instruments using standard pricing models and market-based assumptions for all significant inputs, such as yield curves and quoted spot and forward exchange rates. Accordingly, the Company's derivative instruments are classified as Level 2.

Financial Instruments

The Company’s financial instruments include cash and cash equivalents, accounts receivable, accounts payable, derivative instruments, notes payable and short and long-term debt. The carrying values for current financial assets and liabilities, including cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximate fair value due to the short maturity of such instruments. The fair values of the Company’s debt and derivative instruments are disclosed in *Footnote 9* and *Footnote 10*, respectively.

Nonrecurring Fair Value Measurements

The Company’s nonfinancial assets, which are measured at fair value on a nonrecurring basis, include property, plant and equipment, goodwill, intangible assets and certain other assets.

The Company’s goodwill and indefinite-lived intangibles are fair valued using discounted cash flows. Goodwill impairment testing requires significant use of judgment and assumptions including the identification of reporting units; the assignment of assets and liabilities to reporting units; and the estimation of future cash flows, business growth rates, terminal values and discount rates. The testing of indefinite-lived intangibles under established guidelines for impairment also requires significant use of judgment and assumptions, such as the estimation of cash flow projections, terminal values, royalty rates, contributory cross charges, where applicable, and discount rates. Accordingly, these fair value measurements fall in Level 3 of the fair value hierarchy. These assets and certain liabilities are measured at fair value on a nonrecurring basis as part of the Company’s annual impairment testing and as circumstances require.

At September 30, 2023, the goodwill of the Baby reporting unit in the Learning and Development segment and an indefinite-lived tradename in the Outdoor and Recreation segment were recorded at fair values based upon the Company’s impairment testing. The most significant unobservable inputs (Level 3) used to estimate the fair values of the Company's reporting unit goodwill and intangible assets are discount rates. The discount rates used in the measurements were 8.5% for the Baby reporting unit and 11.5% for the Outdoor and Recreation indefinite-lived tradename.

At September 30, 2023, goodwill for the Baby reporting unit in the Learning and Development segment and an indefinite-lived tradename within the Outdoor and Recreation segment were fair valued at $415 million and $35 million, respectively, on a non-recurring basis in connection with triggering events that occurred during the third quarter of 2023. See *Footnotes 1* and *7* for further information.

Footnote 16 — Segment Information

Effective January 1, 2023, as a result of the implementation of a new operating model intended to drive further simplification and unlock additional efficiencies and synergies within the Company, the CODM now reviews the businesses as three operating segments: Home and Commercial Solutions, Learning and Development and Outdoor and Recreation. The Home and Commercial Solutions operating segment represents the combination of the previously reported Commercial Solutions, Home Appliances and Home Solutions operating segments. Prior period comparable results have been reclassified to conform to the operating segment change.

On March 31, 2022, the Company sold its CH&S business to Resideo Technologies, Inc. The results of operations for the CH&S business continued to be reported in the Condensed Consolidated Statements of Operations as part of the Home and Commercial Solutions segment through March 31, 2022.

The Company's three primary reportable segments are:

Segment	Key Brands	Description of Primary Products
Home and Commercial Solutions	Ball[1], Calphalon, Chesapeake Bay Candle, Crockpot, FoodSaver, Mapa, Mr. Coffee, Oster, Quickie, Rubbermaid, Rubbermaid Commercial Products, Sistema, Spontex, Sunbeam, WoodWick and Yankee Candle	Commercial cleaning and maintenance solutions; closet and garage organization; hygiene systems and material handling solutions; household products, including kitchen appliances; food and home storage products; fresh preserving products; vacuum sealing products; gourmet cookware, bakeware and cutlery and home fragrance products
Learning and Development	Aprica, Baby Jogger, Dymo, Elmer’s, EXPO, Graco, Mr. Sketch, NUK, Paper Mate, Parker, Prismacolor, Sharpie, Tigex, Waterman and X-Acto	Baby gear and infant care products; writing instruments, including markers and highlighters, pens and pencils; art products; activity-based products and labeling solutions
Outdoor and Recreation	Campingaz, Coleman, Contigo, ExOfficio and Marmot	Products for outdoor and outdoor-related activities

(1) and Ball® TM of Ball Corporation, used under license.

This structure reflects the manner in which the CODM regularly assesses information for decision-making purposes, including the allocation of resources. The Company also provides general corporate services to its segments which is reported as a non-operating segment, Corporate.

Selected information by segment is presented in the following tables (in millions):

	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Net sales [(1)]				
Home and Commercial Solutions [(3)]	$ 1,123	$ 1,212	$ 3,152	$ 3,804
Learning and Development	694	751	2,071	2,266
Outdoor and Recreation	231	289	834	1,104
	$ 2,048	**$ 2,252**	**$ 6,057**	**$ 7,174**
Operating income (loss) [(2)]				
Home and Commercial Solutions [(3)]	$ 64	$ (75)	$ 6	$ 88
Learning and Development	(127)	122	133	505
Outdoor and Recreation	(42)	6	(38)	100
Corporate	(54)	(13)	(176)	(108)
	$ (159)	**$ 40**	**$ (75)**	**$ 585**

	September 30, 2023	December 31, 2022
Segment assets		
Home and Commercial Solutions	$ 4,964	$ 5,243
Learning and Development	4,126	4,494
Outdoor and Recreation	742	920
Corporate	2,740	2,605
	$ 12,572	**$ 13,262**

	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Impairment of goodwill and indefinite-lived intangibles assets				
Home and Commercial Solutions	$ —	$ 123	$ 8	$ 123
Learning and Development	241	25	241	25
Outdoor and Recreation	22	—	22	—
	$ 263	**$ 148**	**$ 271**	**$ 148**

(1) All intercompany transactions have been eliminated.
(2) Operating income (loss) by segment is net sales less cost of products sold, SG&A, restructuring and impairment of goodwill, intangibles and other assets. Certain Corporate expenses of an operational nature are allocated to business segments primarily on a net sales basis. Corporate depreciation and amortization is allocated to the segments on a percentage of net sales basis and included in segment operating income (loss).
(3) Home and Commercial Solutions net sales and operating income for the first quarter of 2022 include the CH&S business prior to its sale.

The following table disaggregates revenue by major product grouping source for the periods indicated (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Commercial	$ 368	$ 397	$ 1,094	$ 1,227
Kitchen	578	604	1,586	1,896
Home Fragrance	177	211	472	572
Connected Home and Security	—	—	—	109
Home and Commercial Solutions	**1,123**	**1,212**	**3,152**	**3,804**
Baby	246	297	714	901
Writing	448	454	1,357	1,365
Learning and Development	**694**	**751**	**2,071**	**2,266**
Outdoor and Recreation	**231**	**289**	**834**	**1,104**
TOTAL	**$ 2,048**	**$ 2,252**	**$ 6,057**	**$ 7,174**

The following table disaggregates revenue by geography for the periods indicated (in millions):

	Three Months Ended September 30,					
	2023			2022		
	North America	International	TOTAL	North America	International	TOTAL
Home and Commercial Solutions	$ 764	$ 359	$ 1,123	$ 835	$ 377	$ 1,212
Learning and Development	501	193	694	559	192	751
Outdoor and Recreation	131	100	231	159	130	289
	$ 1,396	**$ 652**	**$ 2,048**	**$ 1,553**	**$ 699**	**$ 2,252**

	Nine Months Ended September 30,					
	2023			2022		
	North America	International	TOTAL	North America	International	TOTAL
Home and Commercial Solutions	$ 2,105	$ 1,047	$ 3,152	$ 2,673	$ 1,131	$ 3,804
Learning and Development	1,505	566	2,071	1,683	583	2,266
Outdoor and Recreation	465	369	834	606	498	1,104
	$ 4,075	**$ 1,982**	**$ 6,057**	**$ 4,962**	**$ 2,212**	**$ 7,174**

Footnote 17 — Litigation and Contingencies

The Company is subject to various claims and lawsuits in the ordinary course of business, including from time to time, contractual disputes, employment and environmental matters, product and general liability claims, claims that the Company has infringed on the intellectual property rights of others, and consumer and employment class actions. Some of the legal proceedings include claims for punitive as well as compensatory damages. In the ordinary course of business, the Company is also subject to legislative requests, regulatory and governmental examinations, information requests and subpoenas, inquiries, investigations, and threatened legal actions and proceedings. In connection with such formal and informal inquiries, the Company receives numerous requests, subpoenas, and orders for documents, testimony and information in connection with various aspects of its activities. The Company previously disclosed that it had received a subpoena and related informal document requests from the SEC primarily relating to its sales practices and certain accounting matters. The Company cooperated with the SEC in connection with its investigation and requests for documents, testimony and information. Since January 2023, the Company had been discussing with the SEC the possibility of reaching a settlement to resolve the investigation, which related to the time period between third quarter of fiscal year 2016 and second quarter of fiscal year 2017. On September 29, 2023, the Company entered into a settlement with the SEC, which concluded the investigation of the Company. Under the terms of the settlement, the Company neither admitted nor denied the SEC's findings and agreed to pay a civil penalty of approximately $13 million, which did not have a material effect on the Company's Condensed Consolidated Financial Statements. On June 30, 2021, the Company received a subpoena from the SEC requesting the production of documents related to its disclosure of the potential impact of the U.S. Treasury regulations most recently described in *Footnote 12 - Income Ta*xes in the Company's 2022 Annual Report on Form 10-K filed with the SEC on February 15, 2023.

Securities Litigation

The Company and certain of its current and former officers and directors were named as defendants in a securities class action lawsuit filed in the Superior Court of New Jersey, Hudson County, on behalf of all persons who acquired Company common stock pursuant to the S-4 registration statement and prospectus issued in connection with the April 2016 acquisition of Jarden Corporation (the "Registration Statement"). The action was filed on September 6, 2018 and was captioned Oklahoma Firefighters Pension and Retirement System v. Newell Brands Inc., *et al*., Civil Action No. HUD-L-003492-18 ("Oklahoma Firefighters"). In October 2022, the Company entered into a settlement agreement to resolve the claims asserted in this lawsuit. Under the settlement, the Company agreed to create a settlement fund of approximately $103 million for the benefit of the class, subject to certain exclusions, which was predominantly funded by insurance proceeds. Both the settlement and the insurance receivable were recorded during the third quarter of 2022. The amount not funded by available insurance proceeds, which is not material to the Company, was expensed during the third quarter of 2022. In the fourth quarter of 2022, the Court granted the plaintiff's motion for preliminary approval of the settlement, and the Company and its insurers paid the required amount into the settlement fund. On February 10, 2023, the Court granted the plaintiff's motion for final approval of settlement. The deadline to appeal the order granting final approval of the settlement has expired and the settlement is final.

Certain of the Company's current and former officers and directors have been named in shareholder derivative lawsuits. On October 29, 2018, a shareholder filed a putative derivative complaint, Streicher v. Polk, *et al*., in the United States District Court for the District of Delaware (the "Streicher Derivative Action"), purportedly on behalf of the Company against certain of the Company's current and former officers and directors. On October 30, 2018, another shareholder filed a putative derivative complaint, Martindale v. Polk, *et al*., in the United States District Court for the District of Delaware (the "Martindale Derivative Action"), asserting substantially similar claims purportedly on behalf of the Company against the same defendants. The complaints allege, among other things, violations of the federal securities laws, breaches of fiduciary duties, unjust enrichment, and waste of corporate assets. The factual allegations underlying these claims are similar to the factual allegations made in the *In re* Newell Brands, Inc. Securities Litigation that was previously pending in the United States District Court for the District of New Jersey. That matter was dismissed by the District Court on January 10, 2020, and the dismissal was affirmed by the United States District Court of Appeals for the Third Circuit on December 1, 2020. The Streicher Derivative Action and the Martindale Derivative Action have been consolidated and the case is now known as *In re* Newell Brands Inc. Derivative Litigation (the "Newell Brands Derivative Action"), which is pending in the United States District Court for the District of Delaware. On December 30, 2020, two shareholders filed a putative derivative complaint, Weber, *et al.* v. Polk, *et al*., in the United States District Court for the District of Delaware (the "Weber Derivative Action"), purportedly on behalf of the Company against certain of the Company's current and former officers and directors. The complaint in the Weber Derivative Action alleges, among other things, breaches of fiduciary duty and waste of corporate assets. The factual allegations underlying these claims are similar to the factual allegations made in the Newell Brands Derivative Action. These derivative complaints seek damages and restitution for the Company from the individual defendants, the payment of costs and attorneys' fees, and that the Company be directed to reform certain governance and internal procedures.

The United States District Court for the District of Delaware stayed the Newell Brands Derivative Action and the Weber Derivative Action. On January 31, 2023, Plaintiff Streicher voluntarily dismissed herself from the Newell Brands Derivative Action without prejudice. On September 5, 2023, the Newell Brands Derivative Action and the Weber Derivative Action were dismissed with prejudice.

On May 26, 2023, Plaintiff Streicher filed a new putative derivative complaint, Streicher v. Polk, *et al*., in the Superior Court of New Jersey, Law Division: Hudson County (the "New Jersey Derivative Action" and, collectively with the Newell Brands Derivative Action and the Weber Derivative Action, the "Derivative Actions"), purportedly on behalf of the Company against certain of the Company's current and former officers and directors. The complaint in the New Jersey Derivative Action alleges breaches of fiduciary duty. The factual allegations underlying these claims were similar to the factual allegations made in the Newell Brands Derivative Action and the Weber Derivative Action. On June 7, 2023, Plaintiff Streicher filed a Stipulation of Settlement (the "Stipulation") and Motion for Preliminary Approval of Settlement in the New Jersey Derivative Action. The proposed settlement as set forth in the Stipulation provided for, among other things, a full release of the claims that the plaintiffs or any other Company stockholder asserted or could have asserted in the Derivative Actions against any of the defendants named in those actions, in exchange for the Company's agreement to implement and/or maintain certain corporate governance measures, as more fully described in the Stipulation and Notice of Proposed Derivative Settlement as filed by the Company with the SEC on a Current Report on Form 8-K dated June 29, 2023 (the "Settlement"). On June 27, 2023, the Superior Court of Hudson County, New Jersey issued an order preliminarily approving the proposed Settlement as set forth in the Stipulation. On August 25, 2023, the Superior Court of Hudson County, New Jersey approved the Settlement and dismissed the case with prejudice.

Environmental Matters

The Company is involved in various matters concerning federal and state environmental laws and regulations, including matters in which the Company has been identified by the U.S. Environmental Protection Agency ("U.S. EPA") and certain state environmental agencies as a potentially responsible party ("PRP") at contaminated sites under the Comprehensive Environmental Response Compensation and Liability Act ("CERCLA") and equivalent state laws. In assessing its environmental response costs, the Company has considered several factors, including the extent of the Company's volumetric contribution at each site relative to that of other PRPs; the kind of waste; the terms of existing cost sharing and other applicable agreements; the financial ability of other PRPs to share in the payment of requisite costs; the Company's prior experience with similar sites; environmental studies and cost estimates available to the Company; the effects of inflation on cost estimates; and the extent to which the Company's, and other parties' status as PRPs is disputed.

The Company's estimate of environmental remediation costs associated with these matters at September 30, 2023 was $36 million which is included in other accrued liabilities and other noncurrent liabilities in the Condensed Consolidated Balance Sheets. No insurance recovery was taken into account in determining the Company's cost estimates or reserves, nor do the Company's cost estimates or reserves reflect any discounting for present value purposes, except with respect to certain long-term operations and maintenance CERCLA matters. Because of the uncertainties associated with environmental investigations and response activities, the possibility that the Company could be identified as a PRP at sites identified in the future that require the incurrence of environmental response costs and the possibility that sites acquired in business combinations may require environmental response costs, actual costs to be incurred by the Company may vary from the Company's estimates.

Lower Passaic River Matter

The U.S. EPA has issued General Notice Letters to over 100 entities, including the Company and its subsidiary, Berol Corporation (together, the "Company Parties"), alleging that they are PRPs at the Diamond Alkali Superfund Site (the "Site") pursuant to CERCLA. The Site is the subject of investigation and remedial activities and related settlement negotiations with the U.S. EPA. The Site is divided into four "operable units," and the Company Parties have received General Notice Letters in connection with operable Unit 2, which comprises the lower 8.3 miles of the Lower Passaic River and its tributaries ("Unit 2"), and operable Unit 4, which comprises a 17-mile stretch of the Lower Passaic River and its tributaries ("Unit 4"). Unit 2 is geographically subsumed within Unit 4. In October 2021, the U.S. EPA issued a Record of Decision for an interim remedy for the upper 9 miles of Unit 4, selecting a combination of dredging and capping as the remedial alternative, which the U.S. EPA estimates will cost $441 million in the aggregate. The U.S. EPA also performed a Source Control Early Action Focused Feasibility Study for Unit 2, which culminated in a Record of Decision in 2016. The U.S. EPA estimates that the selected remedy for Unit 2 set forth in its Record of Decision will cost $1.4 billion in the aggregate.

In September 2017, the U.S. EPA announced an allocation process involving roughly 80 Unit 2 General Notice Letter recipients, with the intent of offering cash-out settlements to a number of parties (the "U.S. EPA Settlement"). The allocation process has concluded, and the Company Parties were placed in the lowest tier of relative responsibility among allocation parties. On December 16, 2022, the U.S. EPA simultaneously filed a complaint and lodged a Consent Decree to resolve the liability of the Company Parties and other settlement parties for past and future CERCLA response costs at Unit 2 and Unit 4. The proposed Consent Decree is undergoing public notice and comment, and it remains subject to court entry. As of the date of this filing, the Company does not expect that its allocation in the U.S. EPA Settlement relating to Unit 2 and Unit 4, if the settlement is finalized, will be material to the Company.

In June 2018, Occidental Chemical Corporation ("OCC") sued over 100 parties, including the Company Parties, in the U.S. District Court in New Jersey pursuant to CERCLA, requesting cost recovery, contribution, and a declaratory judgement. The defendants, in turn, filed claims against 42 third-party defendants, and filed counterclaims against OCC (collectively, the "OCC Litigation"). The primary focus of the OCC Litigation has been certain past and future costs for investigation, design and remediation of Units 2 and 4. However, OCC has stated that it anticipates asserting claims against defendants regarding Newark Bay, which is also part of the Site, after the U.S. EPA has selected the Newark Bay remedy. OCC has also stated that it may broaden its claims in the future after completion of the Natural Resource Damage Assessment described below. In March 2023, the Court granted an unopposed motion to stay the OCC Litigation. At this time, the Company cannot predict the eventual outcome.

In 2007, the National Oceanic and Atmospheric Administration (“NOAA”), acting as the lead administrative trustee on behalf of itself and the U.S. Department of the Interior, issued a Notice of Intent to Perform a Natural Resource Damage Assessment to the Company Parties, along with numerous other entities, identifying the recipients as PRPs. The federal trustees (who now include the United States Department of Commerce, represented by NOAA, and the Department of the Interior, represented by the United States Fish and Wildlife Service) are presently undertaking the Natural Resource Damage Assessment with respect to the Site.

Based on currently known facts and circumstances, the Company does not believe that the Lower Passaic River matter is reasonably likely to have a material impact on the Company’s results of operations. However, in the event of one or more adverse determinations related to this matter, including the OCC Litigation and Natural Resource Damage Assessment noted above (for which the Company cannot currently estimate the range of possible losses), it is possible that the ultimate liability resulting from this matter and the impact on the Company’s results of operations could be material.

Because of the uncertainties associated with environmental investigations and response activities, the possibility that the Company could be identified as a PRP at sites identified in the future that require the incurrence of environmental response costs and the possibility that sites acquired in business combinations may require environmental response costs, actual costs to be incurred by the Company may vary from the Company’s estimates.

Other Matters

In the normal course of business and as part of its acquisition and divestiture strategy, the Company may provide certain representations and indemnifications related to legal, environmental, product liability, tax or other types of issues. Based on the nature of these representations and indemnifications, it is not possible to predict the maximum potential payments under all of these agreements due to the conditional nature of the Company’s obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements did not have a material effect on the Company’s business, financial condition or results of operations. In connection with the 2018 sale of The Waddington Group, Novolex Holdings, Inc. (the “Buyer”) filed suit against the Company in October 2019 in the Superior Court of Delaware. The Buyer generally alleged that the Company fraudulently breached certain representations in the Equity Purchase Agreement between the Company and Buyer, dated May 2, 2018, resulting in an inflated purchase price for The Waddington Group. In the year ended December 31, 2021, the Company recorded an immaterial reserve to continuing operations in its Consolidated Financial Statements based on its best estimate of probable loss associated with this matter. Further, in connection with the Company’s sale of The United States Playing Card Company (“USPC”), Cartamundi, Inc. and Cartamundi España, S.L. (the “Buyers”) have notified the Company of their contention that certain representations and warranties in the Stock Purchase Agreement, dated June 4, 2019, were inaccurate and/or breached, and have sought indemnification to the extent that the Buyers are required to pay related damages arising out of a third party lawsuit that was filed against USPC.

During the fourth quarter of 2022, the Company recorded an immaterial reserve based on the outcome of a judicial ruling relating to indirect taxes in an international entity. During the three months ended March 31, 2023, the Company paid the estimated liability to the relevant taxing authorities. Although the Company cannot predict the ultimate outcome of this contingency with certainty, it believes that any additional amounts it may be required to pay will not have a material effect on the Company’s future Condensed Consolidated Financial Statements.

Although management of the Company cannot predict the ultimate outcome of other proceedings with certainty, it believes that the ultimate resolution of the Company’s proceedings, including any amounts it may be required to pay in excess of amounts reserved, will not have a material effect on the Company’s Condensed Consolidated Financial Statements, except as otherwise described in this *Footnote 17*.

At September 30, 2023, the Company had approximately $40 million in standby letters of credit primarily related to the Company’s self-insurance programs, including workers’ compensation, product liability and medical expenses.

Footnote 18 — Subsequent Event

As disclosed in the Company's Current Report on Form 8-K filed with the SEC on October 5, 2023, the Company entered into a new three-year revolving accounts receivable facility (the “New Receivables Facility”). The New Receivables Facility provides for liquidity in an amount of up to $225 million between February and April of each year and up to $275 million at all other times. As part of the New Receivables Facility, the Company and certain of its subsidiaries entered into a Receivables Sale Agreement and a Receivables Purchase Agreement. Under the Receivables Sale Agreement, certain subsidiaries (the “Originators”) sell and commit to continue to sell all of existing and future accounts receivable (subject to certain excluded accounts receivable) to Jarden Receivables LLC, a special purpose entity (the “SPE”). Pursuant to a Receivables Purchase Agreement, by and among the SPE, Royal Bank of Canada, as administrative agent (the “Administrative Agent”), the Company and certain other persons from time to time party thereto as purchasers (the “Purchasers”) and group agents, the SPE will sell certain accounts receivable (the “Sold Receivables”) to the Administrative Agent (for the ratable benefit of the Purchasers), guarantee the payment of the Sold Receivables and pledge its remaining accounts receivable to the Administrative Agent in order to secure such guarantee. The New Receivables Facility bears a fluctuating rate equal to (i) the weighted average cost of commercial paper issued by any conduit purchaser to fund or maintain its investment, plus related dealer commissions and note issuance costs or (ii) if funded by a committed purchaser, the SOFR calculated based on term SOFR for a one-month interest period, plus 10 basis points. The New Receivables Facility expires in October 2026.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of Newell Brands Inc.'s ("Newell Brands," the "Company," "we," "us" or "our") consolidated financial condition and results of operations. The discussion should be read in conjunction with the accompanying condensed consolidated financial statements and notes thereto.

Forward-Looking Statements

Forward-looking statements in this Report are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements generally can be identified by the use of words such as "intend," "anticipate," "believe," "estimate," "project," "target," "plan," "expect," "setting up," "beginning to," "will," "should," "would," "could," "resume," "are confident that," "remain optimistic that," "seek to," or similar statements. The Company cautions that forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. Actual results may 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:

- the Company's ability to optimize costs and cash flow and mitigate the impact of retailer inventory rebalancing through discretionary and overhead spend management, advertising and promotion expense optimization, demand forecast and supply plan adjustments and actions to improve working capital;
- the Company's dependence on the strength of retail and consumer demand and commercial and industrial sectors of the economy in various countries around the world;
- the Company's ability to improve productivity, reduce complexity and streamline operations;
- risks related to the Company's substantial indebtedness, potential increases in interest rates and changes in the Company's credit ratings, including the failure to maintain financial covenants, which if breached could subject the Company to cross-default and acceleration provisions in its debt documents;
- competition with other manufacturers and distributors of consumer products;
- major retailers' strong bargaining power and consolidation of the Company's customers;
- supply chain and operational disruptions in the markets in which we operate, whether as a result of the actual or perceived effects of the COVID-19 pandemic or broader geopolitical and macroeconomic conditions, including any global military conflicts;
- changes in the prices and availability of labor, transportation, raw materials and sourced products, including significant inflation, and the Company's ability to offset cost increases through pricing and productivity in a timely manner;
- the cost and outcomes of governmental investigations, inspections, lawsuits, legislative requests or other actions by third parties, including but not limited to, those described in *Footnote 17* of the *Notes to Unaudited Condensed Consolidated Financial Statements*, the potential outcomes of which could exceed policy limits, to the extent insured;
- the Company's ability to effectively execute its turnaround plan, including Project Ovid, Project Phoenix and the Network Optimization Project;
- the Company's ability to develop innovative new products, to develop, maintain and strengthen end-user brands and to realize the benefits of increased advertising and promotion spend;
- the Company's ability to consistently maintain effective internal control over financial reporting;
- the risks inherent to the Company's foreign operations, including currency fluctuations, exchange controls and pricing restrictions;
- future events that could adversely affect the value of the Company's assets and/or stock price and require additional impairment charges;
- unexpected costs or expenses associated with dispositions;
- a failure or breach of one of the Company's key information technology systems, networks, processes or related controls or those of the Company's service providers;
- the impact of United States and foreign regulations on the Company's operations, including the impact of tariffs, product regulation and legislation and environmental remediation costs and legislation and regulatory actions related to data privacy and climate change;
- the potential inability to attract, retain and motivate key employees;
- changes in tax laws and the resolution of tax contingencies resulting in additional tax liabilities;
- product liability, product recalls or related regulatory actions;
- the Company's ability to protect its intellectual property rights;
- the Company's ability to manage any actual or perceived ongoing effects of the COVID-19 pandemic, including as a result of any additional variants of the virus or the efficacy and distribution of vaccines;
- significant increases in the funding obligations related to the Company's pension plans; and

- other factors listed from time to time in our SEC filings, including, but not limited to our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and other filings.

The information contained in this Report is as of the date indicated. The Company assumes no obligation to update any forward-looking statements contained in this Report as a result of new information or future events or developments. In addition, there can be no assurance that the Company has correctly identified and assessed all of the factors affecting the Company or that the publicly available and other information the Company receives with respect to these factors is complete or correct.

Overview

Newell Brands is a leading global consumer goods company with a strong portfolio of well-known brands, including Rubbermaid, Sharpie, Graco, Coleman, Rubbermaid Commercial Products, Yankee Candle, Paper Mate, FoodSaver, Dymo, EXPO, Elmer’s, Oster, NUK, Spontex and Campingaz. Newell Brands is focused on delighting consumers by lighting up everyday moments. The Company sells its products in nearly 200 countries around the world and has operations on the ground in over 40 of these countries, excluding third-party distributors.

New Business Strategy

Following a comprehensive assessment of key capabilities, effective the second quarter of 2023, the leadership team began implementing an integrated set of new “where to play” and “how to win” strategies designed to enable the Company to leverage the scale of the portfolio, while further building upon its operational foundation and strengthening its front-end capabilities.

As part of its strategy, the Company is focused on:

- Driving meaningful improvement in front-end capabilities, including consumer understanding, brand management, brand communications, innovation and go-to-market execution;
- Disproportionately investing in the Company's largest and most profitable brands, fastest-growing channels, major retailers and key geographies;
- Turning the Company's scale into a competitive advantage, enabling cost savings that provide fuel for reinvestment; and
- Transitioning to a high-performance organization as the Company transforms its culture.

The Company is implementing this strategy while continuing to address key challenges such as shifting consumer preferences and behaviors; a highly competitive operating environment; a rapidly changing retail and consumer landscape; continued macroeconomic and geopolitical volatility; a softening macro backdrop; significant inflationary pressures, and an evolving regulatory landscape.

Execution of these strategic imperatives, in combination with other initiatives aimed to build operational excellence, will better position the Company for long-term sustainable growth. One such initiative is Project Ovid, a multi-year, customer centric supply chain initiative to transform the Company's go-to-market capabilities in the U.S., improve customer service levels and drive operational efficiencies. This initiative, which completed its first phase go-live during the third quarter of 2022 and its second phase go-live during the first quarter of 2023, is expected to leverage technology to further simplify the organization by harmonizing and automating processes. Project Ovid is designed to optimize the Company’s distribution network by creating a single integrated supply chain from 23 business-unit-centric supply chains. The initiative is intended to reduce administrative complexity, improve inventory and invoicing workflow for our customers and enhance product availability for consumers through omni-channel enablement. This new operating model is also expected to drive efficiencies by better utilizing the Company's transportation and distribution network and consolidating the number of overall distribution sites.

In May 2023, the Company announced a restructuring and savings initiative that is intended to simplify and streamline its North American distribution network (the “Network Optimization Project”) in order to improve the Company’s cost structure and operating margins while maintaining focus on customer and consumer fulfillment. The Company initiated implementation of the Network Optimization Project during the second quarter of 2023 and expects it to be substantially implemented by the end of fiscal year 2024. The Network Optimization Project incorporates a variety of initiatives, including a reduction in the overall number of distribution centers, an optimization of distribution by location, and completion of select automation investments intended to further streamline the Company’s cost structure and to maximize operating performance. The Company expects to incur $30 million to $40 million in capital expenditures related to the Network Optimization Project.

In January 2023, the Company announced a restructuring and savings initiative (“Project Phoenix”) that is intended to strengthen the Company by leveraging its scale to further reduce complexity, streamlining its operating model and driving operational efficiencies. Project Phoenix is expected to be substantially implemented by the end of 2023 and incorporates a variety of initiatives designed to simplify the organizational structure, streamline the Company’s real estate portfolio, centralize the Company’s supply chain functions, which include manufacturing, distribution, transportation and customer service, transition to a unified One Newell go-to-market model in key international geographies, and otherwise reduce overhead costs. The Company commenced reducing headcount during the first quarter of 2023, with most of these actions expected to be completed by the end of 2023, subject to local law and consultation requirements.

In addition, the Company's ongoing review of its operating footprint and non-core brands will result in future restructuring charges.

Organizational Structure

Effective January 1, 2023, as a result of the implementation of a new operating model intended to drive further simplification and unlock additional efficiencies and synergies within the Company, the chief operating decision maker (“CODM”) now reviews the businesses as three operating segments: Home and Commercial Solutions, Learning and Development and Outdoor and Recreation. The Home and Commercial Solutions operating segment represents the combination of the previously reported Commercial Solutions, Home Appliances and Home Solutions operating segments. Prior period comparable results have been reclassified to conform to the operating segment change.

On March 31, 2022, the Company sold its Connected Home & Security (“CH&S”) business to Resideo Technologies, Inc. The results of operations for CH&S continued to be reported in the Condensed Consolidated Statements of Operations as part of the Home and Commercial Solutions segment through March 31, 2022.

The Company's three primary reportable segments are the following:

Segment	Key Brands	Description of Primary Products
Home and Commercial Solutions	Ball[1], Calphalon, Chesapeake Bay Candle, Crockpot, FoodSaver, Mapa, Mr. Coffee, Oster, Quickie, Rubbermaid, Rubbermaid Commercial Products, Sistema, Spontex, Sunbeam, WoodWick and Yankee Candle	Commercial cleaning and maintenance solutions; closet and garage organization; hygiene systems and material handling solutions; household products, including kitchen appliances; food and home storage products; fresh preserving products; vacuum sealing products; gourmet cookware, bakeware and cutlery and home fragrance products
Learning and Development	Aprica, Baby Jogger, Dymo, Elmer’s, EXPO, Graco, Mr. Sketch, NUK, Paper Mate, Parker, Prismacolor, Sharpie, Tigex, Waterman and X-Acto	Baby gear and infant care products; writing instruments, including markers and highlighters, pens and pencils; art products; activity-based products and labeling solutions
Outdoor and Recreation	Campingaz, Coleman, Contigo, ExOfficio and Marmot	Products for outdoor and outdoor-related activities

(1) and Ball® TM of Ball Corporation, used under license.

This structure reflects the manner in which the CODM regularly assesses information for decision-making purposes, including the allocation of resources. The Company also provides general corporate services to its segments which is reported as a non-operating segment, Corporate. See *Footnote 16 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information.

Recent Developments

Current Macroeconomic Conditions

The Company continues to be impacted by inflationary pressures, softening global demand, focus by major retailers on the rebalancing of inventory levels, rising interest rates and indirect macroeconomic impacts from the Russia-Ukraine conflict. These collective macroeconomic trends, the duration or severity of which are highly uncertain, are rapidly changing the retail and consumer landscape and are expected to continue to negatively impact the Company’s operating results, cash flows and financial condition during the current year.

To help mitigate the negative impact of these conditions to the operating performance of its businesses, the Company has secured selective pricing increases, accelerated productivity initiatives, optimized advertising and promotion expenses, deployed overhead cost containment efforts, adjusted demand forecasts and supply plans, and taken actions designed to improve working capital. The

Company will continue to evaluate other opportunities to improve its financial performance both in the short and long term, including the strategic initiatives described in the preceding section.

Although management has made its best estimates and assumptions based upon current information, actual results could materially differ given the uncertainty of these factors and may require future changes to such estimates and assumptions, including reserves, which may result in future expense or impairment charges. See *Footnote 1 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information on use of estimates and risks.

Russia-Ukraine Conflict

The global economy has been negatively impacted by the military conflict between Russia and Ukraine. While the Company does not expect the conflict to have a material impact on its results of operations, it has experienced shortages in raw materials and increased costs for transportation, energy, and commodities due in part to the negative impact of the Russia-Ukraine military conflict on the global economy. Further escalation of geopolitical tensions related to the conflict, including increased trade barriers and restrictions on global trade, could result in, among other things, supply disruptions, lower consumer demand, and changes to foreign exchange rates and financial markets, any of which may adversely affect our business and supply chain. Additionally, if the military conflict escalates beyond its current scope, the Company could be negatively impacted by economic recessions in certain neighboring European countries or globally. See *Footnote 1 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information on use of estimates and risks.

Network Optimization Project

During the three and nine months ended September 30, 2023, the Company recorded restructuring charges of $3 million and $5 million, respectively, in connection with the Network Optimization Project. See *Footnote 4 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information. During the three and nine months ended September 30, 2023, the Company recorded restructuring-related charges of $5 million and $12 million, respectively, in connection with the project.

Project Phoenix

During the three and nine months ended September 30, 2023, the Company recorded restructuring charges of $10 million and $63 million, respectively, in connection with the Project Phoenix. See *Footnote 4 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information. During the three and nine months ended September 30, 2023, the Company recorded restructuring-related charges of $5 million and $15 million, respectively, in connection with the project.

Goodwill and Other Indefinite-Lived Intangible Asset Impairment

During the third quarter of 2023, the Company concluded that a triggering event had occurred for the goodwill associated with the Baby reporting unit in the Learning and Development segment, and for an indefinite-lived tradename in the Outdoor and Recreation segment, as a result of a downward revision of forecasted cash flows due to market conditions, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the Baby reporting unit goodwill and the indefinite-lived tradename in the Outdoor and Recreation segment were impaired. During the third quarter of 2023, the Company recorded a non-cash impairment charge of $241 million for the Baby reporting unit goodwill and $22 million for the indefinite-lived tradename in the Outdoor and Recreation segment, as the carrying values exceeded their fair values. See *Footnotes 1* and *7* of the *Notes to the Unaudited Condensed Consolidated Financial Statements and Significant Accounting Policies and Critical Estimates for further information.*

Debt Rating Downgrades

On August 21, 2023, Moody's Corporation (“Moody's”) downgraded the Company's debt rating to “Ba2”. As a result of Moody's downgrade, certain of the Company's outstanding senior notes currently aggregating to approximately $3.1 billion are subject to an interest rate adjustment of 25 basis points. The change to the interest rate due to the downgrade will increase the Company's interest expense by approximately $8 million on an annualized basis (approximately $2 million in 2023).

On August 3, 2023, S&P Global Inc. ("S&P") downgraded the Company's debt rating to "BB". In March 2023, S&P had also downgraded the Company's debt rating to "BB+". As a result of the S&P downgrades, certain of the Company's outstanding senior notes currently aggregating to approximately $3.1 billion are subject to an aggregated interest rate adjustment of 50 basis points. The change to the interest rate due to the downgrade will increase the Company's interest expense by approximately $15 million on an annualized basis (approximately $8 million in 2023). Furthermore, as a result of the March S&P downgrade, the Company's ability to borrow from the commercial paper market on terms it deems acceptable or favorable was eliminated.

On February 14, 2023, Fitch Ratings downgraded the Company's debt rating to "BB". This downgrade did not impact the interest rates on any of the Company's senior notes.

See *Footnote 9 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information.

Amendment to Credit Revolver

The Company has a $1.5 billion senior unsecured revolving credit facility (the "Credit Revolver") that matures in August 2027. On March 27, 2023, the Company entered into an amendment to its Credit Revolver (the "Amendment") to (i) include non-cash expenses resulting from grants of stock awards among the items that may be added to Consolidated Net Income when calculating Consolidated Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA"), as defined in the Amendment, and (ii) lower the Interest Coverage Ratio, as defined in the Amendment, for the fiscal quarters ending on June 30, 2023, September 30, 2023, December 31, 2023 and March 31, 2024. See *Footnote 9 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information.

New Accounts Receivables Facility

On October 2, 2023, the Company entered into a new three-year revolving accounts receivable facility (the "New Receivables Facility") pursuant to which the accounts receivable of certain of the Company's subsidiaries will be sold or pledged. The New Receivables Facility provides liquidity in an amount of up to $225 million between February and April of each year and up to $275 million at all other times. See *Footnote 18 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information.

Results of Operations

Three Months Ended September 30, 2023 vs. Three Months Ended September 30, 2022

Consolidated Operating Results

	Three Months Ended September 30,			
(in millions)	2023	2022	$ Change	% Change
Net sales	$ 2,048	$ 2,252	$ (204)	(9.1)%
Gross profit	621	658	(37)	(5.6)%
Gross margin	*30.3 %*	*29.2 %*		
Operating income (loss)	(159)	40	(199)	NM
Operating margin	*(7.8)%*	*1.8 %*		
Interest expense, net	69	57	12	21.1%
Other expense, net	70	24	46	NM
Loss before income taxes	(298)	(41)	(257)	NM
Income tax benefit	(80)	(60)	(20)	(33.3)%
Income tax rate	*26.8 %*	*146.3 %*		
Net income (loss)	**$ (218)**	**$ 19**	**$ (237)**	**NM**
Diluted earnings (loss) per share	$ (0.53)	$ 0.05		

NM - NOT MEANINGFUL

Net sales for the three months ended September 30, 2023 decreased 9%. Net sales were unfavorably impacted by softening global demand, shift in the timing of orders into the second quarter for certain product lines, distribution losses and category exits, primarily in the Home and Commercial Solutions segment, partially offset by pricing actions by the Company. Changes in foreign currency favorably impacted net sales by $14 million, or 1%.

Gross profit decreased 6% and gross margin improved to 30.3% as compared with 29.2% in the prior year period. The decrease in gross profit was driven by lower sales, inflation and higher restructuring-related charges, partially offset by favorable pricing and productivity. Changes in foreign currency exchange rates unfavorably impacted gross profit by $3 million.

Notable items impacting operating income (loss) for the three months ended September 30, 2023 and 2022 are as follows:

	Three Months Ended September 30,		
	2023	2022	$ Change
Impairment of goodwill, intangible and other assets (See *Footnotes 1* and *7*)	$ 263	$ 148	$ 115
Restructuring (See *Footnote 4*) and restructuring-related costs [a]	41	12	29
Transactions costs and other [b]	3	18	(15)

(a) Restructuring-related costs reported in cost of products sold and selling, general and administrative expenses ("SG&A") for the three months ended September 30, 2023 were $18 million and $7 million, respectively, and primarily relate to facility closures. For the three months ended September 30, 2022, restructuring-related costs reported in cost of products sold and SG&A were $7 million and $2 million, respectively, primarily related to facility closures. Restructuring costs were $16 million and $3 million for the three months ended September 30, 2023 and 2022, respectively.

(b) Transactions and other costs for the three months ended September 30, 2023 and 2022 primarily related to costs for certain legal proceedings and completed divestitures.

Operating loss was $159 million as compared to operating income of $40 million in the prior year period. The decrease reflects the impact of lower gross profit, higher restructuring and restructuring-related charges, primarily in connection with Project Phoenix and the Network Optimization Project, higher incentive compensation expense and higher non-cash impairment charges relating to goodwill and indefinite-lived tradenames, partially offset by gross productivity and savings from restructuring actions.

Interest expense, net increased due to higher interest rates, partially offset by higher interest income. The weighted average interest rates for the three months ended September 30, 2023 and 2022 were approximately 5.1% and 4.1%, respectively. See *Footnote 9 of the Notes to the Unaudited Condensed Consolidated Financial Statements* for further information.

Other expense, net for three months ended September 30, 2023 and 2022 includes the following items:

	Three Months Ended September 30,	
	2023	**2022**
Foreign exchange losses, net	$ 5	$ 26
Gain on disposition of businesses (See *Footnote 2*)	—	(3)
Pension settlement costs (See *Footnote 11*)	61	—
Other losses, net	4	1
	$ 70	**$ 24**

Income tax benefit for the three months ended September 30, 2023 was $80 million as compared to $60 million for the three months ended September 30, 2022. The effective tax rate for the three months ended September 30, 2023 was 26.8%, resulting from higher pretax loss and more discrete tax benefits, as compared to 146.3% for the three months ended September 30, 2022.

See *Footnote 12 of the Notes to the Unaudited Condensed Consolidated Financial Statements* for further information.

Business Segment Operating Results

Home and Commercial Solutions

	Three Months Ended September 30,			
(in millions)	**2023**	**2022**	**$ Change**	**% Change**
Net sales	$ 1,123	$ 1,212	$ (89)	(7.3)%
Operating income (loss)	64	(75)	139	NM
Operating margin	*5.7 %*	*(6.2)%*		
Notable item impacting operating income (loss) comparability:				
Impairment of goodwill and intangible assets (See *Footnotes 1* and *7*)	$ —	$ 123		

NM - NOT MEANINGFUL

Home and Commercial Solutions net sales for the three months ended September 30, 2023 decreased 7%, which reflected softening global demand across all businesses and the shift in order timing for certain product lines to the second quarter, ahead of a price increase that took effect in the third quarter of 2023, as well as category exits and distribution losses, primarily in the Kitchen business, partially offset by pricing actions. Changes in foreign currency favorably impacted net sales by $9 million, or 1%.

Operating income for the three months ended September 30, 2023 was $64 million as compared to operating loss of $75 million in the prior year period. The improvement in operating results is due to prior year non-cash impairment charges primarily related to goodwill and indefinite-lived tradenames, savings from restructuring actions and gross productivity, partially offset by higher restructuring and restructuring-related charges in connection with Project Phoenix.

Learning and Development

(in millions)	Three Months Ended September 30, 2023	2022	$ Change	% Change
Net sales	$ 694	$ 751	$ (57)	(7.6)%
Operating income (loss)	(127)	122	(249)	NM
Operating margin	*(18.3)%*	*16.2 %*		
Notable item impacting operating income (loss) comparability:				
Impairment of goodwill and intangible asset (See *Footnotes 1* and *7*)	$ 241	$ 25		

NM - NOT MEANINGFUL

Learning and Development net sales for the three months ended September 30, 2023 decreased 8%, primarily due to a decline in the Baby business. The Writing business declined slightly as compared to the prior year. The Writing business performance reflected a shift in order timing for the back to school season to the second quarter and softening demand in certain categories, partially offset by pricing actions. The Baby business reflects softening demand in certain categories and the impact of lost sales to a customer that declared bankruptcy. Changes in foreign currency favorably impacted net sales by $4 million, or 1%.

Operating loss for the three months ended September 30, 2023 was $127 million as compared to operating income of $122 million in the prior-year period. The decline in operating results is primarily due to higher goodwill impairment charge and lower gross profit, partially offset by gross productivity and savings from Project Phoenix.

Outdoor and Recreation

(in millions)	Three Months Ended September 30, 2023	2022	$ Change	% Change
Net sales	$ 231	$ 289	$ (58)	(20.1)%
Operating income (loss)	(42)	6	(48)	NM
Operating margin	*(18.2)%*	*2.1 %*		
Notable item impacting operating income (loss) comparability:				
Impairment of intangible asset (See Footnote 7)	$ 22	$ —		

NM - NOT MEANINGFUL

Outdoor and Recreation net sales for the three months ended September 30, 2023 decreased 20%, reflecting softening global demand and distribution losses, partially offset by pricing actions. Changes in foreign currency favorably impacted net sales by $1 million.

Operating loss for the three months ended September 30, 2023 was $42 million as compared to operating income of $6 million in the prior-year period. The decline was due to lower gross profit, higher restructuring-related charges and a non-cash impairment charge related to an indefinite-lived tradename, partially offset by gross productivity and savings from restructuring actions.

Nine Months Ended September 30, 2023 vs. Nine Months Ended September 30, 2022

Consolidated Operating Results

(in millions)	Nine Months Ended September 30, 2023	2022	$ Change	% Change
Net sales	$ 6,057	$ 7,174	$ (1,117)	(15.6)%
Gross profit	1,732	2,234	(502)	(22.5)%
Gross margin	*28.6 %*	*31.1 %*		
Operating income (loss)	(75)	585	(660)	NM
Operating margin	*(1.2)%*	*8.2 %*		
Interest expense, net	213	171	42	24.6%
Other (income) expense, net	91	(73)	164	NM
Income (loss) before income taxes	(379)	487	(866)	NM
Income tax provision (benefit)	(77)	41	(118)	NM
Income tax rate	*20.3 %*	*8.4 %*		
Net income (loss)	**$ (302)**	**$ 446**	**$ (748)**	**NM**
Diluted earnings (loss) per share	$ (0.73)	$ 1.07		

NM - NOT MEANINGFUL

Net sales for the nine months ended September 30, 2023 decreased 16%. Net sales were unfavorably impacted by softening global demand, distribution losses and category exits, primarily in the Home and Commercial Solutions segment, partially offset by pricing actions by the Company. The sale of the CH&S business at the end of the first quarter of 2022, negatively impacted net sales by approximately 2%. Changes in foreign currency unfavorably impacted net sales by $52 million, or 1%.

Gross profit decreased 22% compared to prior year. Gross margin declined to 28.6% as compared with 31.1% in the prior year. The decrease in gross profit was driven by lower sales, inflation and higher restructuring-related charges, partially offset by favorable pricing and productivity. The gross profit decline also reflected the unfavorable impact of the sale of the CH&S business in the prior year. Changes in foreign currency exchange rates unfavorably impacted gross profit by $37 million, or 2%.

Notable items impacting operating income (loss) for the nine months ended September 30, 2023 and 2022 were as follows:

	Nine Months Ended September 30, 2023	2022	$ Change
Impairment of goodwill, intangible and other assets (See *Footnotes 1* and *7*)	$ 274	$ 148	$ 126
Restructuring (See *Footnote 4*) and restructuring-related costs [a]	131	29	102
Transactions costs and other [b]	24	30	(6)

(a) Restructuring-related costs reported in cost of products sold and SG&A for the nine months ended September 30, 2023 was $49 million and $6 million, respectively, and primarily relate to facility closures. For the nine months ended September 30, 2022, restructuring-related costs reported in cost of products sold and SG&A was $15 million and $2 million, respectively, primarily related to facility closures. Restructuring costs were $76 million and $12 million for the nine months ended September 30, 2023 and 2022, respectively.

(b) Transaction and other costs for the nine months ended September 30, 2023 and 2022 primarily relate to expenses associated with certain legal proceedings and completed divestitures.

Operating loss was $75 million as compared to operating income of $585 million in the prior year period. The decline reflects the impact of lower gross profit, higher non-cash impairment charges, higher restructuring and restructuring-related charges, primarily in connection with Project Phoenix and the Network Optimization Project and higher incentive compensation expense, partially offset by gross productivity, lower advertising and promotion costs, savings from restructuring actions and an employee retention credit in connection with the CARES Act.

Interest expense, net increased due to higher interest rates, partially offset by higher interest income. The weighted average interest rates for the nine months ended September 30, 2023 and 2022 were approximately 5.1% and 4.3%, respectively. See *Footnote 9 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information.

Other (income) expense, net for nine months ended September 30, 2023 and 2022 includes the following items:

	Nine Months Ended September 30,	
	2023	**2022**
Foreign exchange losses, net	$ 10	$ 61
Gain on disposition of business (See *Footnote 2*)	—	(136)
Pension settlement costs (See *Footnote 11*)	66	—
Other losses, net	15	2
	$ 91	**$ (73)**

The income tax benefit for the nine months ended September 30, 2023 was $77 million as compared to provision of $41 million for the nine months ended September 30, 2022. The effective tax rate for the nine months ended September 30, 2023 was a benefit of 20.3%, resulting from more discrete tax benefits combined with year to date pretax losses, as compared to provision of 8.4% for the nine months ended September 30, 2022.

See *Footnote 12 of the Notes to Consolidated Financial Statements* in the Company's 2022 Annual Report on Form 10-K for information regarding the inherent uncertainty associated with the Company's position on certain U.S. Treasury Regulations.

Business Segment Operating Results

Home and Commercial Solutions

	Nine Months Ended September 30,			
(in millions)	**2023**	**2022**	**$ Change**	**% Change**
Net sales	$ 3,152	$ 3,804	$ (652)	(17.1)%
Operating income	6	88	(82)	(93.2)%
Operating margin	*0.2 %*	*2.3 %*		
Notable item impacting operating income comparability:				
Impairment of goodwill, intangible and other assets (See *Footnotes 1* and *7*)	$ 10	$ 123		

NM - NOT MEANINGFUL

Home and Commercial Solutions net sales for the nine months ended September 30, 2023 decreased 17%, which reflected softening demand across all businesses, the sale of the CH&S business at the end of the first quarter of 2022, which unfavorably impacted net sales by approximately 3%, as well as certain category exits and distribution losses, primarily in the Kitchen business, partially offset by pricing actions. Changes in foreign currency unfavorably impacted net sales by $24 million, or 1%.

Operating income for the nine months ended September 30, 2023 was $6 million as compared to $88 million in the prior year. The decrease in operating income is primarily due to lower gross profit, input cost inflation, higher restructuring and restructuring-related charges in connection with Project Phoenix, as well as the unfavorable impact from the sale of the CH&S business in the prior year, partially offset by gross productivity, lower non-cash impairment charges and advertising and promotion costs, as well as savings from restructuring actions.

Learning and Development

(in millions)	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022	$ Change	% Change
Net sales	$ 2,071	$ 2,266	$ (195)	(8.6)%
Operating income	133	505	(372)	(73.7)%
Operating margin	*6.4 %*	*22.3 %*		
Notable item impacting operating income comparability:				
Impairment of goodwill and intangible asset (See *Footnotes 1* and *7*)	$ 241	$ 25		

Learning and Development net sales for the nine months ended September 30, 2023 decreased 9%, reflecting declines, mostly in the Baby business. The Writing business performance reflected pricing actions and innovation, partially offset by softening demand in certain categories. Pricing actions in the Baby business were more than offset by softening demand in certain categories and lower sales to a customer that declared bankruptcy. Changes in foreign currency unfavorably impacted net sales by $13 million, or 1%.

Operating income for the nine months ended September 30, 2023 decreased to $133 million as compared to $505 million in the prior-year period. The decrease in operating income is primarily due to higher non-cash goodwill impairment charges, lower gross profit and higher restructuring and restructuring-related charges primarily related to Project Phoenix, partially offset by gross productivity and savings from restructuring actions.

Outdoor and Recreation

(in millions)	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022	$ Change	% Change
Net sales	$ 834	$ 1,104	$ (270)	(24.5)%
Operating income (loss)	(38)	100	(138)	NM
Operating margin	*(4.6)%*	*9.1 %*		
Notable item impacting operating income (loss) comparability:				
Impairment of intangible asset (See Footnote 7)	$ 22	$ —		

NM - NOT MEANINGFUL

Outdoor and Recreation net sales for the nine months ended September 30, 2023 decreased 24% primarily reflecting softening global demand and distribution losses, partially offset by pricing actions. Changes in foreign currency unfavorably impacted net sales by $15 million or 1%.

Operating loss for the nine months ended September 30, 2023 was $38 million as compared to operating income of $100 million in the prior-year period. The decline was primarily due to lower gross profit, higher restructuring and restructuring-related charges in connection with Project Phoenix and a non-cash impairment charge related to an indefinite-lived tradename, partially offset by gross productivity and savings from restructuring actions.

Liquidity and Capital Resources

Liquidity

The Company believes the extent of the impact of this rapidly changing retail and consumer landscape, which reflects an increased focus by retailers to rebalance inventory levels, inflationary pressures and uncertainty over the volatility and direction of future demand patterns on the Company's future sales, operating results, cash flows, liquidity and financial condition will continue to be driven by numerous evolving factors the Company cannot accurately predict and which will vary. As noted in *New Business Strategy* and *Recent Developments*, the Company has taken actions to further strengthen its financial position and balance sheet, and maintain financial liquidity and flexibility, including amending certain terms of its Credit Revolver and entering into the New Receivables Facility.

The Company believes these actions and its cash generating capability, together with its borrowing capacity and available cash and cash equivalents, provide adequate liquidity to fund its operations, support its growth platforms, pay down debt and debt maturities as they come due and execute its ongoing business initiatives. The Company regularly assesses its cash requirements and the available sources to fund these needs. For further information, refer to *Risk Factors in Part I - Item 1A and Recent Developments in Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation*s of the Company's most recent Annual Report on Form 10-K, filed on February 15, 2023.

At September 30, 2023, the Company had cash and cash equivalents of approximately $396 million, of which approximately $346 million was held by the Company's non-U.S. subsidiaries.

Cash, cash equivalents and restricted cash increased (decreased) as follows for the nine months ended September 30, 2023 and 2022 (in millions):

	2023	2022	Increase (Decrease)
Cash provided by (used in) operating activities	$ 679	$ (567)	$ 1,246
Cash provided by (used in) investing activities	(147)	420	(567)
Cash provided by (used in) financing activities	(405)	344	(749)
Exchange rate effect on cash, cash equivalents and restricted cash	(8)	(13)	5
Increase in cash, cash equivalents and restricted cash	**$ 119**	**$ 184**	**$ (65)**

The Company has historically generated the majority of its operating cash flow in the third and fourth quarters of the year due to seasonal variations in operating results, the timing of annual performance-based compensation payments, customer program payments, working capital requirements and credit terms provided to customers.

Cash Flows from Operating Activities

The change in net cash provided by operating activities reflects a reduction of working capital and lower incentive compensation payments in the current year, partially offset by lower operating income and higher restructuring payments.

Cash Flows from Investing Activities

The change in cash used in investing activities was primarily due to proceeds from the sale of the CH&S business in the prior year.

Cash Flows from Financing Activities

The change in net cash used in financing activities was primarily due to the period-over-period change in debt, a reduction of the quarterly dividend payment in the current year, that commenced with the second quarter payment, and repurchase of shares of the Company's common stock in the prior year. See *Footnotes 1, 9 and 14 of the Notes to the Unaudited Condensed Consolidated Financial Statements* for further information.

Capital Resources

The Company has a $1.5 billion Credit Revolver that matures in August 2027. The Credit Revolver requires compliance with certain financial covenants. A failure to maintain the Company's financial covenants and to subsequently remedy a default would impair its ability to borrow under the Credit Revolver and potentially subject the Company to cross-default and acceleration provisions in its debt documents. The Company was in compliance with all of its debt covenants at September 30, 2023.

At September 30, 2023, the Company had $375 million of outstanding borrowings under the Credit Revolver and approximately $21 million of outstanding standby letters of credit issued against the Credit Revolver, with a net availability of approximately $1.1 billion.

The Company maintained an Accounts Receivable Securitization Facility (the “Securitization Facility”). The aggregate commitment under the Securitization Facility was $375 million. The Securitization Facility matured on October 2, 2023 and was terminated thereafter. At September 30, 2023, the Company had no outstanding borrowing under the Securitization Facility.

As disclosed in the Company's Current Report on Form 8-K filed with the SEC on October 5, 2023, the Company entered into a new three-year revolving accounts receivable facility. The New Receivables Facility provides for liquidity in an amount of up to $225 million between February and April of each year and up to $275 million at all other times.

Risk Management

From time to time, the Company enters into derivative transactions to hedge its exposures to interest rate, foreign currency rate and commodity price fluctuations. The Company does not enter into derivative transactions for trading purposes.

See *Footnote 10 of the Notes to Unaudited Condensed Consolidated Financial Statements* for further information on the Company's derivative instruments.

Significant Accounting Policies and Critical Estimates

Goodwill and Indefinite-Lived Intangibles

Goodwill and indefinite-lived intangibles are tested and reviewed for impairment annually during the fourth quarter (on December 1), or more frequently if facts and circumstances warrant.

Goodwill

Goodwill is tested for impairment at a reporting unit level, and all of the Company’s goodwill is assigned to its reporting units. Reporting units are determined based upon the Company’s organizational structure in place at the date of the goodwill impairment testing and generally one level below the operating segment level. The Company’s operations are comprised of six reporting units, within its three primary operating segments.

The quantitative goodwill impairment testing requires significant use of judgment and assumptions, such as the identification of reporting units; the assignment of assets and liabilities to reporting units; and the estimation of future cash flows, business growth rates, terminal values, discount rates and total enterprise value. The income approach used is the discounted cash flow methodology and is based on five-year cash flow projections. The cash flows projected are analyzed on a debt-free basis (before cash payments to equity and interest-bearing debt investors) in order to develop an enterprise value from operations for the reporting unit. A provision is made, based on these projections, for the value of the reporting unit at the end of the forecast period, or terminal value. The present value of the finite-period cash flows and the terminal value are determined using a selected discount rate. The Company estimated the fair values of its reporting units based on discounted cash flow methodology reflecting its latest projections which included, among other things, the impact of significant input cost inflation at the time the Company performed its impairment testing.

During the third quarter of 2023, the Company concluded that a triggering event had occurred for the Baby reporting unit in the Learning and Development segment, as a result of a downward revision of forecasted cash flows due to lower volume and profitability expectations, as well as rising interest rates. The Company used a quantitative approach, which involves comparing the fair value of the reporting unit to its carrying value. If the carrying value of a reporting unit exceeds its fair value, an impairment loss would be calculated as the differences between these amounts, limited to the amount of reporting unit goodwill allocated to the reporting unit. The Company performed a quantitative impairment test and determined that the Baby reporting unit goodwill was impaired. During the third quarter of 2023, the Company recorded a non-cash impairment charge of $241 million as the carrying value of the reporting unit exceeded its fair value.

During the second quarter of 2023, the Company concluded that a triggering event had occurred for the Baby reporting unit in the Learning and Development segment, as a result of a downward revision of forecasted cash flows due to softening global demand, primarily caused by continued inflationary pressure that is impacting discretionary spending behavior of consumers, as well as rising interest rates. The Company used a quantitative approach, which involves comparing the fair value of the reporting unit to its carrying value. If the carrying value of a reporting unit exceeds its fair value, an impairment loss would be calculated as the differences between these amounts, limited to the amount of reporting unit goodwill allocated to the reporting unit. The Company performed an impairment test and determined that the Baby reporting unit goodwill was not impaired.

A hypothetical 10% reduction in forecasted earnings before interest, taxes and amortization used in the discounted cash flows to estimate the fair value to the Baby reporting unit would have resulted in an incremental impairment charge of approximately $115 million against its goodwill carrying value of $415 million.

The Company has experienced headwinds due to softening global demand and an increased focus by retailers to rebalance inventory levels in light of continued inflationary pressures on consumers that impacted the Baby business within the Learning and Development segment. Further declines in anticipated consumer spending or an inability to achieve expected margin improvements on sales of Baby products could result in declines in the fair value of the business that may result in goodwill impairment charges.

See *Footnotes 1* and *7* of the *Notes to Unaudited Condensed Consolidated Financial Statements* for further information.

Indefinite-lived intangibles

The testing of indefinite-lived intangibles (primarily trademarks and tradenames) under established guidelines for impairment also requires significant use of judgment and assumptions (such as cash flow projections, royalty rates, terminal values and discount rates). An indefinite-lived intangible asset is impaired by the amount its carrying value exceeds its estimated fair value. For impairment testing purposes, the fair value of indefinite-lived intangibles is determined using either the relief from royalty method or the excess earnings method. The relief from royalty method estimates the value of a tradename by discounting the hypothetical avoided royalty payments to their present value over the economic life of the asset. The excess earnings method estimates the value of the intangible asset by quantifying the residual (or excess) cash flows generated by the asset and discounts those cash flows to the present. The excess earnings methodology requires the application of contributory asset charges. Contributory asset charges typically include assumed payments for the use of working capital, tangible assets and other intangible assets. Changes in forecasted operations and other assumptions could materially affect the estimated fair values. Changes in business conditions could potentially require adjustments to these asset valuations.

During the third quarter of 2023, the Company concluded that a triggering event had occurred for an indefinite-lived tradename in the Outdoor and Recreation segment. The Company performed a quantitative impairment test and determined that the indefinite-lived tradename in the Outdoor and Recreation segment was impaired. As a result, the Company recorded a non-cash impairment charge of $22 million during the third quarter of 2023, as the carrying value exceeded its fair value. A hypothetical 10% reduction in the forecasted revenue used in the relief from royalty method in determining the fair value of this indefinite-lived intangible would have resulted in an incremental impairment charge on the Outdoor and Recreation segment of $4 million.

During the second quarter of 2023, the Company concluded that a triggering event had occurred for an indefinite-lived tradename in the Home Fragrance reporting unit, in the Home and Commercial Solutions segment. The Company performed a quantitative impairment test and determined that an indefinite-lived tradename in the Home Fragrance reporting unit noted above was impaired. As a result, the Company recorded an aggregate non-cash impairment charge of $8 million, during the second quarter of 2023, as the carrying value exceeded its fair value .

The Company has experienced headwinds due to softening global demand and an increased focus by retailers to rebalance inventory levels in light of continued inflationary pressures on consumers, most notably in the Home and Commercial Solutions and Outdoor and Recreation segments. As a result, the Company may identify future triggering events for these segments, other segments or other indefinite-lived tradenames, including an indefinite-lived tradename in the Home and Commercial Solutions segment which has a carrying value of $553 million. For this tradename, the Company expects that current market contraction is reflective of a reset of demand levels. If the demand continues to contract or the business fails to regain lost distribution, additional declines in the fair value of this tradename may occur resulting in an impairment charge. Additional impairment testing may be required based on further deterioration of global demand and/or the macroeconomic environment, continued disruptions to the Company's business, further declines in operating results of the Company's reporting units and/or tradenames, further sustained deterioration of the Company's market capitalization, and other factors, which may necessitate changes to estimates or valuation assumptions used in the fair value of the reporting units for goodwill and indefinite-lived intangible tradenames. Although management cannot predict when improvements in macroeconomic conditions will occur, if consumer confidence and consumer spending continue to decline significantly in the future or if commercial and industrial economic activity experiences a sustained deterioration from current levels, the Company may be required to record further impairment charges in the future.

See *Footnotes 1* and *7* of the *Notes to Unaudited Condensed Consolidated Financial Statements* for further information.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes from the information previously reported under Part II, Item 7A. in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Item 4. Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to provide reasonable assurance that information, which is required to be disclosed by the issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating such controls and procedures, the Company recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As required by Rule 13a-15(b) of the Exchange Act, the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of September 30, 2023.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2023, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Information required under this Item is contained above in Part I. Financial Information, Item 1 and is incorporated herein by reference.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in Part I, Item 1A. of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities

Issuer Purchases of Equity Securities

The following table provides information about the Company's purchases of equity securities during the three months ended September 30, 2023:

Calendar Month	Total Number of Shares Purchased [(1)]	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
July	—	$ —	—	$ —
August	—	—	—	—
September	3,437	10.58	—	—
Total	**3,437**	**$ 10.58**	**—**	

(1) Shares purchased during the three months ended September 30, 2023 were acquired by the Company based on their fair market value on the vesting date in order to satisfy employees' tax withholding and payment obligations in connection with the vesting of awards of restricted stock units.

Item 5. Other Information

None of the Company's directors and officers adopted, modified or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the Company's fiscal quarter ended September 30, 2023.

Item 6. Exhibits

Exhibit Number	Description of Exhibit
10.1	Fourth Amendment to the Amended and Restated Loan and Servicing Agreement (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated August 11, 2023, File No. 001-09608).
10.2	Receivables Sale Agreement, dated as of October 2, 2023 among the Originators and Jarden Receivables, LLC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated October 5, 2023, File No. 001-09608).
10.3	Receivables Purchase Agreement, dated as of October 2, 2023 among Jarden Receivables, LLC, Royal Bank of Canada and Newell Brands Inc., (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated October 5, 2023, File No. 001-09608).
31.1†	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2†	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1†	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2†	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

† Filed herewith.

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, thereunto duly authorized.

		NEWELL BRANDS INC. Registrant
Date:	October 27, 2023	/s/ Mark J. Erceg Mark J. Erceg Chief Financial Officer
Date:	October 27, 2023	/s/ Jeffrey M. Sesplankis Jeffrey M. Sesplankis Chief Accounting Officer

EXHIBIT 31.1

CERTIFICATION

I, Christopher H. Peterson, certify that:

1. I have reviewed this quarterly report on Form 10-Q for Newell Brands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2023

/s/ Christopher H. Peterson

Christopher H. Peterson

President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Mark J. Erceg, certify that:

1. I have reviewed this quarterly report on Form 10-Q for Newell Brands Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2023

/s/ Mark J. Erceg

Mark J. Erceg

Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Newell Brands Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Christopher H. Peterson, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Christopher H. Peterson
Christopher H. Peterson

President and Chief Executive Officer

October 27, 2023

EXHIBIT 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Newell Brands Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mark J. Erceg, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark J. Erceg
Mark J. Erceg

Chief Financial Officer

October 27, 2023