

NEWELL RUBBERMAID INC

Form S-4/A

March 04, 2016

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As filed with the Securities and Exchange Commission on March 4, 2016

Registration No. 333-208989

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

AMENDMENT NO. 2  
TO  
FORM S-4  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

NEWELL RUBBERMAID INC.

(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware</b> <b>(State or Other Jurisdiction of</b>	<b>3089</b> <b>(Primary Standard Industrial</b>	<b>36-3514169</b> <b>(I.R.S. Employer</b>
<b>Incorporation or Organization)</b>	<b>Classification Code Number)</b>	<b>Identification Number)</b>
<b>Three Glenlake Parkway</b>		
<b>Atlanta, Georgia 30328</b>		
<b>(770) 418-7000</b>		
<b>(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)</b>		

**Bradford R. Turner, Esq.**

**Senior Vice President, General Counsel**

**and Corporate Secretary**

**Newell Rubbermaid Inc.**

**Three Glenlake Parkway**

**Atlanta, Georgia 30328**

**(770) 418-7000**

**(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)**

*Copies to:*

**Robert A. Profusek, Esq.**

**Lizanne Thomas, Esq.**

**Joel T. May, Esq.**

**Jones Day**

**1420 Peachtree Street**

**John E. Capps, Esq.**

**Executive Vice  
President Administration, General  
Counsel and Secretary**

**Jarden Corporation**

**1800 North Military Trail**

**Clifford E. Neimeth, Esq.**

**Alan I. Annex, Esq.**

**Gary R. Silverman, Esq.**

**Greenberg Traurig, LLP**

**MetLife Building**

Atlanta, Georgia 30309

Boca Raton, Florida 33431

200 Park Avenue

(404) 521-3939

(561) 447-2520

New York, New York 10166

(212) 801-9200

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement is declared effective and upon the satisfaction or waiver of all other conditions to consummation of the merger transactions described herein.

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

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

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

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

Large accelerated filer

Accelerated filer "

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company "

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

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

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

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



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**The information in this joint proxy statement/prospectus is subject to completion and amendment. A registration statement relating to the securities described in this joint proxy statement/prospectus has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration under the securities laws of any such jurisdiction.**

**PRELIMINARY SUBJECT TO COMPLETION DATED MARCH 4, 2016**

**MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

**Dear Newell Rubbermaid Inc. and Jarden Corporation Stockholders:**

On behalf of the boards of directors of Newell Rubbermaid Inc., referred to as Newell Rubbermaid, and Jarden Corporation, referred to as Jarden, we are pleased to enclose the accompanying joint proxy statement/prospectus. As described in more detail in the accompanying joint proxy statement/prospectus, pursuant to an Agreement and Plan of Merger, dated as of December 13, 2015, referred to as the merger agreement, Newell Rubbermaid will acquire Jarden and Jarden will cease to be a public company. In the merger transactions, Jarden stockholders will receive, in exchange for each share of Jarden common stock owned by them immediately prior to such merger transactions, (1) 0.862 of a share of Newell Rubbermaid common stock *plus* (2) \$21.00 in cash. The Newell Rubbermaid stock to be issued, together with the cash to be paid, for Jarden common stock in the merger transactions, is referred to as the merger consideration.

Based on Newell Rubbermaid's closing stock price on March [ ], 2016 the most recent practicable date for which such information was available, the merger consideration represented approximately \$[ ] in value per share of Jarden common stock, which represents a premium of approximately [ ]% over Jarden's closing stock price on December 11, 2015, the last trading day before the public announcement of the combination.

The value of the merger consideration will fluctuate based on the market price of Newell Rubbermaid common stock until the completion of the first merger. Shares of Newell Rubbermaid common stock and shares of Jarden common stock are traded on the New York Stock Exchange, referred to as NYSE, under the symbols *NWL* and *JAH*, respectively. We urge you to obtain current market quotations for the shares of Newell Rubbermaid common stock and Jarden common stock.

Based on the number of shares of Newell Rubbermaid common stock and Jarden common stock expected to be outstanding immediately prior to the closing of the merger transactions, Newell Rubbermaid expects to issue approximately 223.8 million shares of Newell Rubbermaid common stock (including shares of Newell Rubbermaid common stock issuable in connection with outstanding Jarden stock options and restricted stock awards, and shares to be issued in connection with the assumed conversion of outstanding Jarden convertible debt). The issuance is expected to result in former Jarden stockholders owning approximately 46% of the outstanding Newell Rubbermaid common

stock and Newell Rubbermaid stockholders immediately prior to the completion of the merger transactions owning approximately 54% of the outstanding Newell Rubbermaid common stock.

Each of Newell Rubbermaid and Jarden will hold a meeting of its stockholders to vote on certain matters in connection with the merger transactions and, in the case of Newell Rubbermaid, to vote on the election of Newell Rubbermaid directors and other annual meeting matters. Attendance at the meetings will be limited as more fully described in the accompanying joint proxy statement/prospectus. Newell Rubbermaid stockholders are cordially invited to attend the annual meeting of Newell Rubbermaid stockholders. The Newell Rubbermaid annual meeting will be held on April [ ], 2016, at [ ], local time, at [ ]. Jarden stockholders are cordially invited to attend the special meeting of Jarden stockholders. The Jarden special meeting will be held on April [ ], 2016, at [ ], local time, at [ ].

The merger transactions are intended to constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, for U.S. federal income tax purposes and may be treated similarly under state, local and non-U.S. income and other tax laws. We encourage Jarden stockholders to carefully review the information under *Newell Rubbermaid Proposal I: Approval of the Share Issuance and Jarden Proposal I: Adoption of the Merger Agreement* *Material U.S. Federal Income Tax Consequences of the Merger Transactions* beginning on page [ ] of this joint proxy statement/prospectus for a description of certain U.S. federal income tax consequences of the merger transactions.

We cannot complete the merger transactions unless the stockholders of Newell Rubbermaid affirmatively approve the issuance of shares of Newell Rubbermaid common stock pursuant to the merger agreement and the stockholders of Jarden adopt the merger agreement, in both cases as described in the accompanying joint proxy statement/prospectus. **It is important that your shares be represented and voted regardless of how many shares of Newell Rubbermaid common stock or shares of Jarden common stock you may own. Whether or not you plan to attend the Newell Rubbermaid annual meeting or the Jarden special meeting, we urge you to submit a proxy to have your shares voted in advance of the applicable meeting by using one of the proxy voting methods described in the accompanying joint proxy statement/prospectus.**

**The Newell Rubbermaid board recommends that Newell Rubbermaid stockholders vote FOR the proposal to approve the issuance of shares of Newell Rubbermaid common stock pursuant to the merger agreement, FOR the election of each of the nine director nominees to the Newell Rubbermaid board, FOR the advisory resolution to approve Newell Rubbermaid's executive compensation and FOR each of the other proposals to be voted on at the Newell Rubbermaid annual meeting, as described in more detail in the accompanying joint proxy statement/prospectus. The Jarden board recommends that Jarden stockholders vote FOR the proposal to adopt the merger agreement and FOR each of the other proposals to be voted on at the Jarden special meeting, as described in more detail in the accompanying joint proxy statement/prospectus.**

The accompanying joint proxy statement/prospectus provides important information regarding the Newell Rubbermaid annual meeting and the Jarden special meeting and a detailed description of the merger agreement, the merger transactions and the other transactions contemplated thereby, and the matters to be presented at the Newell Rubbermaid annual meeting and the Jarden special meeting. **We urge you to read the accompanying joint proxy statement/prospectus (and any documents incorporated by reference into the accompanying joint proxy statement/prospectus) carefully and in its entirety. Please pay particular attention to Risk Factors beginning on page [ ] of the accompanying joint proxy statement/prospectus.**

We hope to see you at the stockholder meetings and look forward to the successful completion of the merger transactions.

Sincerely,

Michael B. Polk  
*President and Chief Executive Officer*  
*Newell Rubbermaid Inc.*

Martin E. Franklin  
*Executive Chairman*  
*Jarden Corporation*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger transactions described in the accompanying joint proxy statement/prospectus or determined that the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

The accompanying joint proxy statement/prospectus is dated March [ ], 2016 and is first being mailed to Newell Rubbermaid and Jarden stockholders on or about March [ ], 2016.

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**NEWELL RUBBERMAID INC.**

**Three Glenlake Parkway**

**Atlanta, Georgia 30328**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be Held on April [ ], 2016**

To the Stockholders of NEWELL RUBBERMAID INC.:

You are cordially invited to attend the annual meeting of stockholders of NEWELL RUBBERMAID INC., a Delaware corporation, referred to as Newell Rubbermaid, to be held on April [ ], 2016 at [ ], local time at [ ].

At the annual meeting, you will be asked to:

approve the issuance of shares of Newell Rubbermaid common stock to stockholders of Jarden Corporation, referred to as Jarden, pursuant to the Agreement and Plan of Merger, dated as of December 13, 2015, as it may be amended from time to time, referred to as the merger agreement, by and among Newell Rubbermaid, Jarden, NCPF Acquisition Corp. I, a Delaware corporation and wholly-owned subsidiary of Newell Rubbermaid, and NCPF Acquisition Corp. II, a Delaware corporation and wholly-owned subsidiary of Newell Rubbermaid, a copy of which is attached as *Annex A* to the accompanying joint proxy statement/prospectus, which proposal is referred to as the share issuance;

approve a proposal to adjourn the Newell Rubbermaid annual meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, sufficient votes to approve the share issuance have not been obtained by Newell Rubbermaid, which proposal is referred to as the Newell Rubbermaid adjournment proposal;

vote for the nine director nominees to the Newell Rubbermaid board; and

vote for an advisory resolution to approve Newell Rubbermaid's executive compensation.

Newell Rubbermaid will transact no other business at the annual meeting except such business as may properly be brought before the Newell Rubbermaid annual meeting or any adjournment or postponement thereof. Please refer to the accompanying joint proxy statement/prospectus for further information with respect to the business to be



transacted at the annual meeting.

The Newell Rubbermaid board of directors has fixed the close of business on March 1, 2016 as the record date for the annual meeting. Only holders of record of Newell Rubbermaid common stock as of the record date are entitled to notice of, and to vote at, the Newell Rubbermaid annual meeting or any adjournment or postponement thereof.

Completion of the merger transactions contemplated by the merger agreement is conditioned on, among other things, approval of the share issuance and is not conditioned on any of the other proposals listed above.

Nominees receiving a majority of votes cast with respect to that individual's election (number of shares voted **FOR** a director exceeds the number of shares voted against that director) will be elected as a director. Approval of the share issuance, approval of the Newell Rubbermaid adjournment proposal and approval of the advisory resolution to approve the compensation of Newell Rubbermaid's named executive officers each require the affirmative vote of a majority of the shares of Newell Rubbermaid common stock present in person or by proxy at the Newell Rubbermaid annual meeting and entitled to vote thereon.

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**The Newell Rubbermaid board of directors recommends that Newell Rubbermaid stockholders vote FOR the share issuance, FOR the Newell Rubbermaid adjournment proposal, FOR the election of each of the nine director nominees to the Newell Rubbermaid board and FOR the advisory resolution to approve Newell Rubbermaid's executive compensation.**

**Your vote is very important. Whether or not you plan to attend the Newell Rubbermaid annual meeting, please act promptly to submit a proxy to vote your shares with respect to the proposals described above. You may submit a proxy to vote your shares by completing, signing and dating the enclosed white proxy card and returning it in the postage-paid envelope provided. You also may submit a proxy to vote your shares by telephone or through the Internet by following the instructions set forth on the white proxy card. If you attend the Newell Rubbermaid annual meeting, you may vote your shares in person, even if you have previously submitted a proxy in writing, by telephone or through the Internet. If your shares are held in the name of a nominee or intermediary, please follow the instructions on the voting instruction card furnished by such record holder. For participants in Newell Rubbermaid's 401(k) Savings and Retirement Plan, the white proxy card will serve as voting instructions for the trustee of the Newell Rubbermaid 401(k) Savings and Retirement Plan.**

We urge you to read the accompanying joint proxy statement/prospectus, including all documents incorporated by reference into the accompanying joint proxy statement/prospectus, and its annexes carefully and in their entirety. In particular, see *Risk Factors* beginning on page [ ] of the accompanying joint proxy statement/prospectus. If you have any questions concerning the merger agreement, the first merger or the other transactions contemplated thereby, the share issuance, the election of directors, the vote on the advisory resolution to approve Newell Rubbermaid's executive compensation, the annual meeting or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus or need help submitting a proxy to have your shares of Newell Rubbermaid common stock voted, please contact Newell Rubbermaid's proxy solicitor:

Morrow & Co., LLC

470 West Avenue

Stamford, Connecticut

Telephone Toll-Free: (877) 827-0538

By Order of the Board of Directors,

Bradford R. Turner

*Senior Vice President, General Counsel and*

*Corporate Secretary*

March [ ], 2016

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on April [ ], 2016 the Newell Rubbermaid Proxy Statement and the Newell Rubbermaid 2015 Annual Report to Stockholders are available at [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)**

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**JARDEN CORPORATION**

**1800 North Military Trail**

**Boca Raton, Florida 33431**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To be Held April [ ], 2016**

To the Stockholders of Jarden Corporation:

You are cordially invited to attend the special meeting of stockholders of Jarden Corporation, a Delaware corporation, referred to as Jarden, to be held April [ ], 2016 at [ ], local time at [ ].

At the special meeting, you will be asked to:

adopt the Agreement and Plan of Merger, dated as of December 13, 2015, as it may be amended from time to time, referred to as the merger agreement (a copy of which is attached as *Annex A* to the accompanying joint proxy statement/prospectus), by and among Newell Rubbermaid, Jarden, NCPF Acquisition Corp. I, a Delaware corporation and wholly-owned subsidiary of Newell Rubbermaid, referred to as Merger Sub 1, and NCPF Acquisition Corp. II, a Delaware corporation and wholly-owned subsidiary of Newell Rubbermaid, referred to as Merger Sub 2, pursuant to which (1) Merger Sub 1 will be merged with and into Jarden, with Jarden surviving as a wholly-owned subsidiary of Newell Rubbermaid, and immediately thereafter, (2) Jarden will be merged with and into Merger Sub 2, with Merger Sub 2 continuing as the surviving corporation in the subsequent merger and a wholly-owned subsidiary of Newell Rubbermaid;

approve, on a non-binding, advisory basis, the compensation payments that will or may be paid by Jarden to its named executive officers in connection with the first merger, referred to as the merger-related compensation proposal; and

approve a proposal to adjourn the Jarden special meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, sufficient votes to adopt the merger agreement have not been obtained by Jarden, referred to as the Jarden adjournment proposal.

Jarden will transact no other business at the Jarden special meeting except such business as may properly be brought before the Jarden special meeting or any adjournment or postponement thereof. Please refer to the accompanying joint proxy statement/prospectus for further information with respect to the business to be transacted at the Jarden special

meeting.

The Jarden board of directors has fixed the close of business on March 1, 2016 as the record date for the Jarden special meeting. Only holders of record of Jarden common stock as of the record date are entitled to notice of, and to vote at, the Jarden special meeting or any adjournment or postponement thereof. Completion of the merger transactions contemplated by the merger agreement is conditioned on, among other things, adoption of the merger agreement.

Adoption of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Jarden common stock as of the record date. Approval of the merger-related compensation proposal and approval of the Jarden adjournment proposal each requires the affirmative vote of a majority of the shares of Jarden common stock present in person or by proxy at the Jarden special meeting and entitled to vote thereon.

**The Jarden board recommends that Jarden stockholders vote FOR the adoption of the merger agreement, FOR the merger-related compensation proposal and FOR the Jarden adjournment proposal.**

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**Your vote is very important. Whether or not you plan to attend the Jarden special meeting, please act promptly to submit a proxy to vote your shares with respect to the proposals described above. You may submit a proxy to vote your shares by completing, signing and dating the enclosed gold proxy card and returning it in the postage-paid envelope provided. You also may submit a proxy to vote your shares by telephone or through the Internet by following the instructions set forth on the gold proxy card. If you attend the Jarden special meeting, you may vote your shares in person, even if you have previously submitted a proxy in writing, by telephone or through the Internet. If your shares are held in the name of a nominee or intermediary, please follow the instructions on the voting instruction card furnished by such record holder.**

We urge you to read the accompanying joint proxy statement/prospectus, including all documents incorporated by reference into the accompanying joint proxy statement/prospectus, and its annexes carefully and in their entirety. In particular, see *Risk Factors* beginning on page [ ] of the accompanying joint proxy statement/prospectus. If you have any questions concerning the merger agreement, the first merger or the other transactions contemplated thereby, the merger-related compensation proposal, the Jarden special meeting or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus or need help submitting a proxy to have your shares of Jarden common stock voted, please contact Jarden's proxy solicitor:

Georgeson Inc.

480 Washington Blvd., 26th Floor

Jersey City, New Jersey 07310

Email: [jarden@georgeson.com](mailto:jarden@georgeson.com)

Telephone Toll-Free: 888-624-7035

By Order of the Board of Directors,

Martin E. Franklin

*Executive Chairman*

March [ ], 2016

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**ADDITIONAL INFORMATION**

The accompanying document is the proxy statement of Newell Rubbermaid for its annual meeting of stockholders, the proxy statement of Jarden for its special meeting of stockholders and the prospectus of Newell Rubbermaid relating to the offer and sale its common stock to be issued to Jarden stockholders in the first merger. The accompanying joint proxy statement/prospectus incorporates important business and financial information about Newell Rubbermaid and Jarden from documents that are not included in or delivered with the accompanying joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference into the accompanying joint proxy statement/prospectus by requesting them in writing, via email or by telephone from Newell Rubbermaid or Jarden at the following addresses and telephone numbers:

Newell Rubbermaid Inc.

Jarden Corporation

Three Glenlake Parkway

1800 North Military Trail

Atlanta, Georgia 30328

Boca Raton, Florida 33431

Attention: Office of Investor Relations

Attention: Investor Relations

Email: investor.relations@newellco.com

Email: investorrelations@jarden.com

Telephone: (770) 418-7000

Telephone: (203) 845-5300

In addition, if you have questions about the merger transactions or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus or need to obtain white or gold proxy cards, as applicable, or other information related to the proxy solicitation, please contact Morrow & Co., LLC, Newell Rubbermaid's proxy solicitor, toll-free at (877) 827-0538 or Georgeson Inc., Jarden's proxy solicitor, toll-free at 888-624-7035. You will not be charged for any of these documents that you request.

**If you would like to request any documents, please do so by April [ ], 2016 to receive them before the Newell Rubbermaid annual meeting and the Jarden special meeting.**

See *Where You Can Find More Information* beginning on page [ ] of the accompanying joint proxy statement/prospectus for further information.

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**ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed by Newell Rubbermaid with the U.S. Securities and Exchange Commission, constitutes a prospectus of Newell Rubbermaid under Section 5 of the Securities Act of 1933 with respect to the shares of Newell Rubbermaid common stock to be issued to Jarden stockholders pursuant to the merger agreement. This joint proxy statement/prospectus also constitutes a proxy statement for each of Newell Rubbermaid and Jarden under Section 14(a) of the Securities Exchange Act of 1934. In addition, it constitutes a notice of meeting with respect to the annual meeting of Newell Rubbermaid stockholders and a notice of meeting with respect to the special meeting of Jarden stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated March [ ], 2016. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of such information. Neither the mailing of this joint proxy statement/prospectus to Newell Rubbermaid stockholders or Jarden stockholders nor the issuance by Newell Rubbermaid of shares of Newell Rubbermaid common stock pursuant to the merger agreement will create any implication to the contrary.

**This joint proxy statement/prospectus shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding Newell Rubbermaid has been provided by Newell Rubbermaid and information contained in this joint proxy statement/prospectus regarding Jarden has been provided by Jarden.**

Unless otherwise indicated or as the context otherwise requires, all references in this joint proxy statement/prospectus to:

alternative financing refer to financing from alternative sources in an amount, when taken together with all other sources and the bridge commitment letter, is sufficient to complete the merger transactions on terms and conditions not materially less favorable to Newell Rubbermaid than the terms and conditions set forth in the bridge commitment letter;

Barclays refer to Barclays Capital Inc.;

bridge commitment letter refer to the Commitment Letter, dated December 13, 2015, by and among Newell Rubbermaid and the Goldman Lenders, relating to the commitment to provide the bridge credit facility (as amended, amended and restated, supplemented or otherwise modified from time to time);

bridge credit facility refer to the credit facility to be entered into pursuant to the bridge commitment letter;



Centerview refer to Centerview Partners LLC;

Code refer to the Internal Revenue Code of 1986, as amended;

combined company refer to Newell Brands after the merger transactions;

Décor refer to Newell Rubbermaid's Levolor and Kirsch branded window coverings business;

debt rating failure refer to at any time prior to the effective time of the first merger, there exists a state of facts, development or circumstance under which the only alternative financing (irrespective of whether such alternative financing is on terms and conditions materially less favorable, taken as a whole, than the financing arrangements contemplated by the bridge commitment letter) Newell Rubbermaid is able to obtain to finance its payment obligations under the merger agreement is alternative financing that has not been, or as to which Newell Rubbermaid has been notified in writing will not be, assigned by any two of the three rating agencies a credit rating of (x) BBB- or higher in the case of S&P, (y) BB- or higher in the case of Fitch or (z) Baa3 or higher in the case of Moody's;

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DGCL refer to the General Corporation Law of the State of Delaware;

dissenters' shares refer to shares of Jarden common stock that are issued and outstanding immediately prior to the effective time of the first merger that are held by any Jarden stockholder who is entitled to demand and who properly demands appraisal of such stockholder's shares pursuant to, and in compliance in all respects with, the provisions of Section 262 of the DGCL;

DOJ refer to the U.S. Department of Justice;

EBITDA refer to earnings before interest, income taxes, depreciation and amortization;

Exchange Act refer to the Securities Exchange Act of 1934;

exchange agent refer to Computershare Investor Services;

exchange ratio refer to 0.862;

FASB refer to the Financial Accounting Standards Board;

first merger refer to the merger of Merger Sub 1 with and into Jarden, with Jarden surviving such merger as a wholly-owned subsidiary of Newell Rubbermaid;

Fitch refer to Fitch Ratings Inc.;

fractional share refer to a fractional share of Newell Rubbermaid common stock;

FTC refer to the U.S. Federal Trade Commission;

GAAP refer to U.S. Generally Accepted Accounting Principles;

Goldman Sachs refer to Goldman, Sachs & Co.;

Goldman Lenders refer to Goldman Sachs Bank USA and Goldman Sachs Lending Partners LLC, and any other lenders party to the bridge commitment letter;

Greenberg Traurig refer to Greenberg Traurig, LLP, counsel to Jarden;

HSR Act refer to the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended;

IRS refer to the Internal Revenue Service;

Jarden refer to Jarden Corporation, a Delaware corporation;

Jarden adjournment proposal refer to the proposal to approve the adjournment of the Jarden special meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, sufficient votes to adopt the merger agreement have not been obtained by Jarden;

Jarden board refer to the board of directors of Jarden;

Jarden bylaws refer to the Third Amended and Restated Bylaws of Jarden, amended and effective as of December 13, 2015;

Jarden certificate of incorporation refer to the Restated Certificate of Incorporation of Jarden, amended and effective as of June 5, 2015;

Jarden common stock refer to Jarden common stock, par value \$0.01 per share;

Jarden convertible notes refer to the (1) 1 7/8% senior subordinated convertible notes of Jarden due 2018, (2) 1 1/2% senior subordinated convertible notes of Jarden due 2019, and (3) 1 1/8% senior subordinated convertible notes of Jarden due 2034;

Jarden ESPP refer to the Jarden 2013 Employee Stock Purchase Plan;

Jarden Projections refer to the information provided under *Newell Rubbermaid Proposal I: Approval of the Share Issuance and Jarden Proposal I: Adoption of the Merger Agreement Jarden Unaudited Prospective Financial Information*;

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Jarden record date refer to March 1, 2016, the date which holders of Jarden common stock must be holders of record in order to receive notice of, and to vote at, the Jarden special meeting;

Jarden senior notes refer to the (1) 3 3/4% senior notes of Jarden due 2021, (2) 5% senior notes of Jarden due 2023 and (3) 6 1/8% senior notes of Jarden due 2022;

Jarden subordinated notes refer to the 7 1/2% senior subordinated notes of Jarden due 2017;

Jones Day refer to Jones Day, counsel to Newell Rubbermaid;

Jostens refer to Jostens, Inc. and other entities comprising the Jostens business;

merger agreement refer to the Agreement and Plan of Merger, dated as of December 13, 2015, as it may be amended from time to time, among Jarden, Newell Rubbermaid, Merger Sub 1 and Merger Sub 2, a copy of which is attached as *Annex A* to this joint proxy statement/prospectus and incorporated by reference herein;

merger consideration refer to the consideration payable in the first merger by Newell Rubbermaid to Jarden stockholders in respect of each share of Jarden common stock outstanding immediately prior to the effective time of the first merger (other than dissenters' shares or treasury shares held by Jarden and any shares of Jarden common stock owned by any Jarden subsidiary, Newell Rubbermaid or Newell Rubbermaid subsidiary) consisting of:

0.862 of a fully paid and nonassessable share of Newell Rubbermaid common stock, *plus*

\$21.00 in cash, without interest;

merger-related compensation proposal refer to the proposal to approve, on a non-binding, advisory basis, the compensation payments that will or may be paid by Jarden to its named executive officers in connection with the first merger;

merger transactions refer, together, to the first merger and subsequent merger, together with the change in Newell Rubbermaid's corporate name to Newell Brands;

Merger Sub 1 refer to NCPF Acquisition Corp. I, a Delaware corporation and wholly-owned subsidiary of Newell Rubbermaid formed for the sole purpose of effecting the first merger;

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Merger Sub 2 refer to NCPF Acquisition Corp. II, a Delaware corporation and wholly-owned subsidiary of Newell Rubbermaid formed for the sole purpose of effecting the subsequent merger;

Merger Subs refer, together, to Merger Sub 1 and Merger Sub 2;

Moody's refer to Moody's Investor Service Inc.;

Newell Brands refer to Newell Brands Inc., the name of the combined company after the effective time of the subsequent merger and giving effect to Newell Rubbermaid's name change;

Newell Rubbermaid refer to Newell Rubbermaid, a Delaware corporation;

Newell Rubbermaid adjournment proposal refer to the proposal to approve the adjournment of the Newell Rubbermaid annual meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, sufficient votes to approve the share issuance have not been obtained by Newell Rubbermaid;

Newell Rubbermaid board refer to the board of directors of Newell Rubbermaid;

Newell Rubbermaid certificate of incorporation refer to the Restated Certificate of Incorporation of Newell Rubbermaid, as amended through May 9, 2012;

Newell Rubbermaid bylaws refer to the By-Laws of Newell Rubbermaid Inc., amended and effective as of February 11, 2016;

Newell Rubbermaid common stock refer to Newell Rubbermaid common stock, par value \$1.00 per share;

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Newell Rubbermaid record date refer to March 1, 2016, the date which holders of Newell Rubbermaid common stock must be holders of record in order to receive notice of, and to vote at, the Newell Rubbermaid annual meeting;

NYSE refer to the New York Stock Exchange;

outside date refer to July 31, 2016;

SEC refer to the U.S. Securities and Exchange Commission;

Securities Act refer to the Securities Act of 1933;

share issuance refer to the issuance in the first merger of Newell Rubbermaid common stock to Jarden stockholders in accordance with the terms and subject to the conditions set forth in the merger agreement;

S&P refer to Standard & Poor's Corporation;

subsequent merger refer to the merger of Jarden, as the surviving corporation in the first merger, with and into Merger Sub 2, with Merger Sub 2 continuing as the ultimate surviving corporation in such merger and being renamed Jarden Corporation ;

term loan facility refer to the term loan credit agreement, dated as of January 26, 2016, among Newell Rubbermaid, J.P. Morgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto; and

Waddington refer to Waddington Group, Inc.

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**QUESTIONS AND ANSWERS**

*The following questions and answers are intended to address briefly some commonly asked questions regarding the merger transactions, the merger agreement, the share issuance, certain voting procedures and other matters with respect to the Newell Rubbermaid annual meeting and the Jarden special meeting. These questions and answers may not address all questions that may be important to Newell Rubbermaid or Jarden stockholders. To better understand these matters, and for a more complete description of the terms of the merger agreement, the first merger and the other transactions contemplated thereby including, the share issuance, certain risks relating to the merger transactions and Newell Brands following the merger transactions, and the other matters to be voted on and the proceedings to be conducted at each of the Newell Rubbermaid annual meeting and the Jarden special meeting, you should carefully read this entire joint proxy statement/prospectus, including each of the attached annexes, as well as the documents that have been incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page [ ] of this joint proxy statement/prospectus.*

***Q: Why am I receiving this joint proxy statement/prospectus?***

A: On December 13, 2015, Newell Rubbermaid and Jarden entered into a merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached as *Annex A* to this joint proxy statement/prospectus and is incorporated by reference herein. In order to complete the merger transactions, among other things:

Newell Rubbermaid stockholders must affirmatively vote to approve the share issuance; and

Jarden stockholders must affirmatively vote to adopt the merger agreement.

Newell Rubbermaid is holding its annual meeting of stockholders to, among other things, obtain the requisite approval of its stockholders of the share issuance. At the Newell Rubbermaid annual meeting, Newell Rubbermaid stockholders will also be asked to approve the Newell Rubbermaid adjournment proposal, elect nine director nominees to the Newell Rubbermaid board and vote on an advisory resolution to approve Newell Rubbermaid's executive compensation.

Jarden is holding a special meeting of stockholders to obtain the requisite approval of its stockholders of the adoption of the merger agreement. In addition, Jarden stockholders will also be asked to approve the merger-related compensation proposal and to approve the Jarden adjournment proposal. Jarden's named executive officers are identified under *Newell Rubbermaid Proposal I: Approval of the Share Issuance and Jarden Proposal I: Adoption of the Merger Agreement Interests of Certain Jarden Directors and Executive Officers in the Merger Transactions* beginning on page [ ] of this joint proxy statement/prospectus.

This joint proxy statement/prospectus serves as both a joint proxy statement of Newell Rubbermaid and Jarden and a prospectus of Newell Rubbermaid in connection with the first merger.

*Your vote is very important. We encourage you to complete, sign, date and submit a white proxy card (in the case of Newell Rubbermaid common stock) and a gold proxy card (in the case of Jarden common stock) to have your shares of Newell Rubbermaid common stock and Jarden common stock, respectively, voted as soon as possible.*

***Q: What will happen in the merger transactions?***

A: As a result of the merger transactions, Jarden will become a wholly-owned subsidiary of Newell Rubbermaid and will no longer be a publicly held corporation. See *The Merger Agreement Structure and Effect of the Merger Transactions* and the merger agreement attached as *Annex A* to this joint proxy statement/prospectus for more information about the merger transactions.

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***Q: What will Jarden stockholders receive in the first merger?***

A: As described in more detail in the following sections of this joint proxy statement/prospectus, pursuant to the merger agreement, each share of Jarden common stock issued and outstanding at the effective time of the first merger (other than dissenters' shares or treasury shares held by Jarden and any shares of Jarden common stock owned by any Jarden subsidiary, Newell Rubbermaid or Newell Rubbermaid subsidiary) will be converted into the right to receive and become exchangeable for (1) 0.862 shares of Newell Rubbermaid common stock *plus* (2) \$21.00 in cash, and Jarden will become a wholly-owned subsidiary of Newell Rubbermaid.

***Q: Does Newell Rubbermaid or Jarden have a right to terminate the merger agreement if Newell Rubbermaid's stock price declines?***

A: No. Although Newell Rubbermaid will issue in the first merger a fixed number of shares of Newell Rubbermaid common stock in exchange for each share of Jarden common stock, and the value of the merger consideration that Jarden stockholders will receive will depend on the market price of shares of Newell Rubbermaid common stock at the effective time of the first merger, neither Newell Rubbermaid nor Jarden has a right to terminate the merger agreement solely as a result of a change in Newell Rubbermaid's stock price prior to the completion of the merger transactions.

***Q: What happens if the first merger is not completed?***

A: If the first merger is not completed for any reason, Jarden stockholders will not receive any merger consideration for their shares of Jarden common stock, and Jarden will remain an independent public company with Jarden common stock continuing to be traded on NYSE.

***Q: Will any consideration be paid to Jarden stockholders in the subsequent merger?***

A: No. The subsequent merger is being consummated as part of, and to effect, a reorganization within the meaning of Section 368(a) of the Code. The subsequent merger will only be completed if the first merger is completed prior thereto.

***Q: If I am a Jarden stockholder, how will I receive the merger consideration to which I became entitled?***

A: Following the completion of the first merger, the exchange agent will forward to you a form letter of transmittal to be completed, signed and mailed by you to the exchange agent. Upon receipt by the exchange agent of your properly completed, signed and dated letter of transmittal, a certificate (or certificates), or a book-entry notation, evidencing the Newell Rubbermaid common stock you are entitled to receive, together with a check representing the cash portion of the merger consideration and any cash in lieu of fractional shares you are entitled to receive, will be sent to you. For more information about the exchange of shares of Jarden common stock for shares of



Newell Rubbermaid common stock and cash, see *Newell Rubbermaid Proposal I: Approval of the Share Issuance and Jarden Proposal I: Adoption of the Merger Agreement Exchange of Shares in the First Merger* beginning on page [ ] of this joint proxy statement/prospectus.

***Q: When and where will the stockholder meetings be held?***

A: The Newell Rubbermaid annual meeting will be held on April [ ], 2016, at [ ], local time, at [ ].

The Jarden special meeting will be held on April [ ], 2016, at [ ], local time, at [ ].

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***Q: What are Newell Rubbermaid stockholders being asked to vote on?***

A: At the Newell Rubbermaid annual meeting, Newell Rubbermaid stockholders are being asked to:

approve the share issuance;

vote **FOR** the Newell Rubbermaid adjournment proposal;

vote **FOR** the nine director nominees to the Newell Rubbermaid board; and

vote **FOR** an advisory resolution to approve Newell Rubbermaid's executive compensation.

The approval by Newell Rubbermaid stockholders of the share issuance is a condition to the obligations of Newell Rubbermaid and of Jarden to complete the merger transactions. The approval of each of the other Newell Rubbermaid proposals listed above is not a condition to the obligations of Newell Rubbermaid or of Jarden to complete the merger transactions.

***Q: What are Jarden stockholders being asked to vote on?***

A: At the Jarden special meeting, Jarden stockholders are being asked to:

adopt the merger agreement, pursuant to which Merger Sub 1 will merge with and into Jarden, with Jarden as the surviving corporation in such merger, and immediately thereafter, Jarden will merge with and into Merger Sub 2, with Merger Sub 2 as the ultimate surviving corporation;

vote **FOR** the merger-related compensation proposal; and

vote **FOR** the Jarden adjournment proposal.

The adoption by Jarden stockholders of the merger agreement is a condition to the obligations of Newell Rubbermaid and of Jarden to complete the merger transactions. Neither the approval of the merger-related compensation proposal nor the approval of the Jarden adjournment proposal is a condition to the obligations of Newell Rubbermaid or of Jarden to complete the merger transactions.

***Q: Who is entitled to vote at the stockholder meetings?***

A: Only holders of record of Newell Rubbermaid common stock as of the Newell Rubbermaid record date, the close of business on March 1, 2016, are entitled to receive notice of, and to vote at, the Newell Rubbermaid annual meeting or any adjournment or postponement thereof. As of the Newell Rubbermaid record date, there were 268,069,317 shares of Newell Rubbermaid common stock outstanding. Each outstanding share of Newell Rubbermaid common stock is entitled to one vote on each matter to be acted upon at the Newell Rubbermaid annual meeting.

Only holders of record of Jarden common stock as of the Jarden record date, the close of business on March 1, 2016, are entitled to vote at the Jarden special meeting or any adjournment or postponement thereof. As of the Jarden record date, there were [ ] shares of Jarden common stock outstanding. Each outstanding share of Jarden common stock is entitled to one vote on each matter to be acted upon at the Jarden special meeting.

***Q: Are there any important risks related to the merger transactions or Newell Rubbermaid's or Jarden's businesses of which I should be aware?***

A: Yes, there are important risks related to the merger transactions and Newell Rubbermaid's and Jarden's businesses. Before making any decision on how to vote, Newell Rubbermaid and Jarden urge you to read carefully and in its entirety *Risk Factors* beginning on page [ ] of this joint proxy statement/prospectus. You also should read and carefully consider the risk factors relating to Newell Rubbermaid and Jarden

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contained in the documents that are incorporated by reference into this joint proxy statement/prospectus, including Newell Rubbermaid's and Jarden's respective Annual Reports on Form 10-K for the fiscal year ended December 31, 2015, as updated from time to time in each company's subsequent filings with the SEC.

***Q: What uncertainties and risks did the Newell Rubbermaid board consider in connection with the merger transactions?***

**A:** The Newell Rubbermaid board considered a number of uncertainties and risks in its deliberations concerning the merger transactions, including the following (not necessarily in order of relative importance):

that the merger transactions may not be completed despite the parties' efforts, including the possibility that the conditions to the parties' obligations to complete the merger transactions (which include certain conditions that are not within the control of the parties to the merger agreement) may not be satisfied or that completion of the merger transactions may be unduly delayed, and any resulting adverse impacts on Newell Rubbermaid, its business and the trading price of Newell Rubbermaid common stock;

the difficulties and management challenges inherent in completing the merger transactions and integrating the businesses, operations and workforce of Jarden with those of Newell Rubbermaid, particularly in light of Jarden's size, potential time commitment, distractions and other factors, including the challenge of blending separate corporate cultures, harmonizing compensation philosophies, employee compensation and benefit plans, and the potential loss of key personnel, customers and suppliers prior to and following the merger transactions;

the possibility of not realizing all the anticipated cost savings, enhanced revenue opportunities and other benefits expected as a result of the merger transactions, and that Newell Rubbermaid or Jarden may not achieve their financial projections and that general economic and market conditions outside the control of the parties to the merger agreement could deteriorate;

the substantial costs to be incurred in connection with the merger transactions and the integration of Jarden's business into Newell Rubbermaid;

the potential impact of the incurrence of significant debt to pay the cash portion of the merger consideration, to repay certain debt of Jarden and to pay the other anticipated fees and expenses associated with the merger transactions, as well as the potential impact on Newell Rubbermaid if it is unable to reduce its leverage ratio as expected, as a result of the risks and uncertainties described under *Risk Factors* beginning on page [ ] of this joint proxy statement/prospectus or otherwise, many of which will be outside of Newell Brands' control, and the potential loss of financial flexibility of Newell Brands following the completion of the merger transactions and that Newell Brands may not significantly increase its dividend rate or pursue potentially attractive acquisitions or other strategic opportunities that might otherwise be available to it while Newell Brands seeks to reduce its target leverage ratio to 3.0 to 3.5 times within two to three years following the completion of the merger transactions;

that the value of the equity component of the merger consideration fluctuates with the price of Newell Rubbermaid common stock and that a decline in the trading price of Newell Rubbermaid common stock during the pendency of the merger transactions could result in the value of the merger consideration being unattractive to Jarden stockholders;

the dilution of the ownership interests of Newell Rubbermaid's stockholders that would result from the share issuance and the expectation, based on the securities outstanding at that time and the expected conversion value of the outstanding Jarden convertible notes at that time, that holders of Jarden common stock would own approximately 45% of Newell Brands following the completion of the merger transactions;

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the circumstances under which the merger agreement could be terminated and the impact of such a termination, including (1) the requirement that Newell Rubbermaid pay a termination fee of \$385 million if its board changes its recommendation in order to accept a superior proposal or as a result of an intervening event or to reimburse Jarden for its customary third-party expenses (but in no event more than \$100 million) if Newell Rubbermaid stockholders fail to authorize the share issuance and (2) the requirement that Newell Rubbermaid pay a \$900 million termination fee if Newell Rubbermaid or Jarden terminates the merger agreement due to the unavailability of financing pursuant to the bridge commitment letter, together with a debt rating failure;

the ability of the Jarden board, under certain circumstances and subject to certain conditions (including the payment to Newell Rubbermaid of a \$385 million termination fee), to change the Jarden board recommendation in order to accept a superior proposal or as a result of an intervening event if the Jarden board determines in good faith after consultation with its outside legal counsel and financial advisors that the failure to take such action would be inconsistent with its fiduciary duties;

the absence of a financing condition to Newell Rubbermaid's obligation to complete the merger transactions and the risk that Newell Rubbermaid might be unable to retain its investment grade rating for its debt, which could cause Newell Rubbermaid to encounter difficulties or increased costs associated with securing financing in connection with the merger transactions or to complete the merger transactions on financing terms less favorable than anticipated or at all;

that regulatory agencies may object to and challenge the merger transactions or may impose terms and conditions in order to resolve those objections that may adversely affect the anticipated operations and financial results of Newell Brands, in light of Newell Rubbermaid's covenants in the merger agreement to use commercially reasonable efforts to cooperate with the imposition of such conditions unless the Newell Rubbermaid board determines that taking certain actions would have a material adverse effect on the net benefits expected to be achieved from the merger transactions;

that the merger agreement places certain restrictions on the conduct of the Newell Rubbermaid business prior to the effective time of the first merger, and also considered other alternatives reasonably available to Newell Rubbermaid if it did not pursue the merger transactions, including continuing to pursue organic growth and other acquisition opportunities;

the possibility that, despite the combined efforts of Newell Rubbermaid and Jarden prior to and after the consummation of the merger transactions, Newell Brands may lose key personnel;

changes in circumstances between the date of the signing of the merger agreement and the completion of the merger transactions that will not be reflected in the fairness opinions obtained by the Newell Rubbermaid board; and

various other risks associated with the merger transactions and the businesses of Newell Rubbermaid, Jarden and Newell Brands, following the merger transactions as described under *Risk Factors*, beginning on page [ ] of this joint proxy statement/prospectus.

***Q: What uncertainties and risks did the Jarden board consider in connection with the merger transactions?***

A: The Jarden board considered a number of uncertainties and risks in its deliberations concerning the merger transactions, including, but not limited to, the following (not necessarily in order of relative importance):

the challenges inherent in combining the businesses, operations and workforces of Jarden and Newell Rubbermaid, including (1) unforeseen difficulties and delays in integrating operations and systems, (2) the possibility that the anticipated cost savings and revenue synergies and other benefits sought to be obtained from the merger transactions might not be achieved in the amounts or time frame contemplated by the parties, (3) the possible diversion of management focus, attention and resources from certain combined company day-to-day operating matters and potential strategic opportunities for an extended period of time, and (4) potential difficulties in integrating employees;

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the fact that forecasts of future results of operations and synergies are necessarily estimates based on assumptions, and that for these and other reasons there is a risk of not realizing anticipated operational synergies and cost savings for the combined company and the risk that other anticipated benefits might not be realized;

the substantial costs to be incurred in connection with the merger transactions, including the substantial cash and other costs of integrating the businesses of Jarden and Newell Rubbermaid, as well as the transaction expenses arising from the merger transactions;

the risk that certain key members of senior management might not remain employed with the combined company after consummation of the merger transactions;

the adverse impact that uncertainty pending completion of the merger transactions could have on the ability to attract, retain and motivate key personnel until the consummation of the merger transactions, as well as the impact that such uncertainty may have on relationships with customers and suppliers;

the terms of the merger agreement, including various reciprocal covenants relating to the two companies conduct of their respective businesses during the period between the signing of the merger agreement and the consummation of the first merger;

the fact that the Jarden directors to become members of the Newell Rubbermaid board of directors after consummation of the first merger will represent a minority of the combined company's directors;

the risk that Jarden stockholders do not vote to adopt the merger agreement or that Newell Rubbermaid stockholders do not approve the share issuance; and

the risk that changes in the regulatory, competitive or technological environment may adversely affect the business and financial benefits anticipated to result from the merger transactions.

***Q: Why are the merger agreement and the first merger not being considered and voted upon by Newell Rubbermaid stockholders?***

A: Under Delaware law, Newell Rubbermaid stockholders are not required to approve the first merger or adopt the merger agreement. Under NYSE rules, stockholder approval is required prior to the issuance of common stock if the number of shares of common stock to be issued equals 20% or more of the number of shares of common stock outstanding before the issuance. The share issuance is expected to result in the issuance of a number of shares of Newell Rubbermaid common stock equal to approximately 84% of the shares of Newell Rubbermaid common stock outstanding immediately prior to the first merger. Accordingly, Newell Rubbermaid stockholders are only being asked to consider and vote on the share issuance.



***Q: Why are Jarden stockholders being asked to approve the merger-related compensation proposal?***

A: SEC rules require Jarden to seek a non-binding, advisory vote on the compensation payments that will or may be paid by Jarden to its named executive officers in connection with the first merger.

***Q: Are Newell Rubbermaid stockholders being asked to approve the name change of Newell Rubbermaid to Newell Brands as a component of the merger transactions?***

A: No. Neither the DGCL nor NYSE rules require stockholder approval of the name change.

***Q Are either the Newell Rubbermaid stockholders or the Jarden stockholders being asked to vote on the current Jarden directors who will be appointed to the Newell Rubbermaid board after the consummation of the first merger?***

A: No. The Newell Rubbermaid stockholders are being asked to elect the nine director nominees to the Newell Rubbermaid board described under *Newell Rubbermaid Proposal III: Election of Directors* beginning on page [ ] of this joint proxy statement/prospectus. These nominees, if elected, will continue to serve on the

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Newell Rubbermaid board after the completion of the first merger until the next annual meeting of Newell Rubbermaid stockholders and until their respective successors are duly elected and qualified. At the completion of the first merger, and in accordance with the terms of the merger agreement, the size of the Newell Rubbermaid board will be expanded to 12 directors, and the three Jarden directors described under *Newell Rubbermaid Proposal I: Approval of the Share Issuance and Jarden Proposal I: Adoption of the Merger Agreement: Board of Directors Following the Merger Transactions* will be appointed to the Newell Rubbermaid board, also to serve until the next annual meeting of Newell Rubbermaid stockholders and until their respective successors are duly elected and qualified. An additional independent director will be appointed subsequent to the completion of the first merger at which time the size of the Newell Rubbermaid board will be expanded to 13 directors.

***Q: How does the Newell Rubbermaid board recommend that Newell Rubbermaid stockholders vote?***

A: As described in more detail in the following sections of this joint proxy statement/prospectus, all of the members of the Newell Rubbermaid board who were able to attend and participate in the December 13, 2015 meeting of the Newell Rubbermaid board at which the merger agreement was being considered and voted on (one director who expressed support for the merger transactions was unable to participate in or formally vote at this particular meeting) determined the first merger and the other transactions contemplated by the merger agreement were advisable and in the best interest of Newell Rubbermaid and its stockholders and all of such members approved and adopted the merger agreement, the first merger and the other transactions contemplated by the merger agreement.

**As a result, the Newell Rubbermaid board recommends that Newell Rubbermaid stockholders vote FOR the share issuance and FOR the Newell Rubbermaid adjournment proposal. In addition, the Newell Rubbermaid board recommends that Newell Rubbermaid stockholders vote FOR the election of each of the nine director nominees for director to the Newell Rubbermaid board and FOR the advisory resolution to approve Newell Rubbermaid's executive compensation.**

In considering such recommendation, please be aware that, with respect to the Newell Rubbermaid board's recommendation to vote **FOR** the share issuance and **FOR** the Newell Rubbermaid adjournment proposal, certain Newell Rubbermaid executive officers may have interests that are different from, or in addition to, those interests of Newell Rubbermaid stockholders generally. These include, among others, the receipt of equity awards, and expected increases in compensation, reflective of increased responsibilities upon completion of the merger transactions. See *Newell Rubbermaid Proposal I: Approval of the Share Issuance and Jarden Proposal I: Adoption of the Merger Agreement Interests of Certain Newell Rubbermaid Executive Officers in the Merger Transactions* beginning on page [ ] of this joint proxy statement/prospectus.

***Q: How does the Jarden board recommend that Jarden stockholders vote?***

A: As described in more detail in the following sections of this joint proxy statement/prospectus, all of the members of the Jarden board who attended and participated in the December 13, 2015 meeting of the Jarden board at which the merger agreement was being considered and voted on (other than one director who was recused from the portion of such meeting relating to the vote with respect to the merger agreement and who did not vote on the merger agreement or the other transactions contemplated thereby), determined that the merger agreement and the other transactions contemplated by the merger agreement, including the first merger, are fair to, and in the best

interests of, Jarden and its stockholders, and all of such members adopted, approved and declared advisable the merger agreement and the other transactions contemplated by the merger agreement, including the proposed first merger.

**As a result, the Jarden board recommends that Jarden stockholders vote FOR the adoption of the merger agreement, FOR the merger-related compensation proposal and FOR the Jarden adjournment proposal.**

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In considering such recommendation, please be aware that certain members of the Jarden board and Jarden executive officers may have interests that are different from, or in addition to, those interests of Jarden stockholders generally. These include, among others, accelerated vesting of certain restricted stock awards held by them, severance and other cash payments, rights to indemnification, and payments under an advisory services agreement. See *Newell Rubbermaid Proposal I: Approval of the Share Issuance and Jarden Proposal I: Adoption of the Merger Agreement Interests of Certain Jarden Directors and Executive Officers in the Merger Transactions* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: What Newell Rubbermaid stockholder vote is required to approve each proposal to be considered at the Newell Rubbermaid annual meeting, and what happens if I abstain?**

A: The following are the vote requirements:

*Approval of the Share Issuance:* The affirmative vote of a majority of the shares of Newell Rubbermaid common stock present in person or by proxy at the Newell Rubbermaid annual meeting and entitled to vote thereon is required to approve the share issuance. An abstention will have the same effect as a vote against the proposal. Broker non-votes will have no effect on the proposal.

*Adjournment of Newell Rubbermaid Annual Meeting:* The affirmative vote of a majority of the shares of Newell Rubbermaid common stock present in person or by proxy at the Newell Rubbermaid annual meeting and entitled to vote thereon is required to approve the Newell Rubbermaid adjournment proposal. An abstention will have the same effect as a vote against the proposal. Broker non-votes will have no effect on the proposal.

*Election of Newell Rubbermaid Directors:* Nominees receiving a majority of the votes cast with respect to that nominee's election (number of shares voted **FOR** a director exceeds the number of votes cast against that director) will be elected as a director. Accordingly, shares not present, broker non-votes and abstentions will have no effect on the elections.

*Advisory Approval of Newell Rubbermaid's Executive Compensation:* The affirmative vote of a majority of the shares of Newell Rubbermaid common stock present in person or by proxy and entitled to vote thereon is required to approve the advisory resolution to approve Newell Rubbermaid's executive compensation. An abstention will have the same effect as a vote against the proposals. Broker non-votes will have no effect on the proposal.

At the Newell Rubbermaid record date, Newell Rubbermaid's directors and executive officers and their affiliates beneficially owned and had the right to vote an aggregate of 1,768,441 shares of Newell Rubbermaid common stock at the Newell Rubbermaid annual meeting, which represents 0.66% of the outstanding shares of Newell Rubbermaid common stock entitled to vote at the Newell Rubbermaid special meeting.

It is expected that Newell Rubbermaid's directors and executive officers will vote their shares **FOR** the share issuance, **FOR** the Newell Rubbermaid adjournment proposal, **FOR** the election of each of the nine director nominees to the

Newell Rubbermaid board and **FOR** the advisory resolution to approve Newell Rubbermaid's executive compensation.

***Q: What Jarden stockholder vote is required to approve each proposal to be considered at the Jarden special meeting, and what happens if I abstain?***

A: The following are the vote requirements:

*Adoption of the Merger Agreement:* The affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of Jarden common stock entitled to vote as of the record date for the Jarden special meeting is required to adopt the merger agreement. An abstention or a broker non-vote will have the same effect as a vote against the adoption of the merger agreement.

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*Non-Binding, Advisory Approval of Merger-Related Compensation Payments:* The affirmative vote of a majority of the shares of Jarden common stock present in person or by proxy at the Jarden special meeting and entitled to vote thereon is required to approve the merger-related compensation proposal. An abstention will have the same effect as a vote against the proposal. Broker non-votes will have no effect on the proposal.

*Adjournment of Jarden Special Meeting:* The affirmative vote of a majority of the shares of Jarden common stock present in person or by proxy at the Jarden special meeting and entitled to vote thereon is required to approve the Jarden adjournment proposal. An abstention will have the same effect as a vote against the proposal. Broker non-votes will have no effect on the proposal.

At the Jarden record date, Jarden's directors and executive officers and their affiliates beneficially owned and had the right to vote an aggregate of 12,169,998 shares of Jarden common stock at the Jarden special meeting, which represents [ ]% of the shares outstanding of Jarden common stock entitled to vote at the Jarden special meeting.

It is expected that Jarden's directors and executive officers will vote their shares **FOR** the adoption of the merger agreement, **FOR** the merger-related compensation proposal and **FOR** the Jarden adjournment proposal.

***Q: What is a broker non-vote ?***

A: A broker non-vote occurs on an item when a nominee or intermediary is not permitted to vote on that item without instructions from the beneficial owner of the shares and the beneficial owner fails to provide the nominee or intermediary with such instructions.

***Q: What constitutes a quorum for the Newell Rubbermaid annual meeting and the Jarden special meeting?***

A: A quorum of outstanding shares is necessary to take action at each stockholder meeting. A majority of the outstanding shares of Newell Rubbermaid common stock and a majority of the outstanding shares of Jarden common stock, present in person or by proxy at their respective meetings, will constitute a quorum. The inspector of election appointed for each stockholder meeting will determine whether a quorum is present. The inspector of election will treat abstentions and broker non-votes as present for purposes of determining the presence of a quorum.

***Q: How do I vote?***

A: If you are a stockholder of record as of the record date for the Newell Rubbermaid annual meeting or the Jarden special meeting, you may attend the applicable meeting and vote your shares in person. You also may choose to submit your proxies by any of the following methods:

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*By Mail.* If you choose to submit your proxy to vote by mail, simply complete the enclosed white proxy card (in the case of Newell Rubbermaid common stock) or gold proxy card (in the case of Jarden common stock), date and sign it, and return it in the postage-paid envelope provided;

*By Telephone.* You may submit your proxy to vote your shares by telephone by calling the toll-free number provided on your white proxy card (in the case of Newell Rubbermaid common stock) or gold proxy card (in the case of Jarden common stock) any time up to [ ] Eastern Time, on April [ ], 2016; or

*Through the Internet.* You may also submit your proxy to vote through the Internet by signing on to the website identified on your white proxy card (in the case of Newell Rubbermaid common stock) or gold proxy card (in the case of Jarden common stock) and following the procedures described in the website any time up to [ ] Eastern Time, on April [ ], 2016.

If you are a beneficial owner and hold your shares in street name, or through a nominee or intermediary, such as a bank or broker, you will receive separate instructions from such nominee or intermediary

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describing how to vote your shares. The availability of telephonic or internet voting will depend on the intermediary's voting process. Please check with your nominee or intermediary and follow the voting instructions provided by your nominee or intermediary with these materials.

***Q: How do I vote shares held in Newell Rubbermaid's employee benefit plan?***

A: If you participate in the Newell Rubbermaid 401(k) Savings and Retirement Plan, then your white proxy card will serve as voting instructions for the trustee of the Newell Rubbermaid 401(k) Savings and Retirement Plan for shares of Newell Rubbermaid common stock allocated to your account under the Newell Rubbermaid 401(k) Savings and Retirement Plan. You may direct the trustee how to vote by completing and returning the white voting card, by telephone or through the Internet. If valid instructions are not received by [ ] Eastern Time on April [ ], 2016, your shares will be voted proportionately by the trustee in the same manner in which the trustee votes all shares for which it has received valid instructions.

***Q: If my shares are held in street name, will my nominee or intermediary automatically vote my shares for me?***

A: No. If your shares of Newell Rubbermaid or Jarden common stock are held in street name, you must instruct your nominee or intermediary how to vote your shares. Your nominee or intermediary will vote your shares only if you provide instructions on how to vote by properly completing the voting instruction form sent to you by your nominee or intermediary with this joint proxy statement/prospectus.

***Q: What will happen if I return my proxy card without indicating how to vote?***

A: If you return your signed and dated proxy card without indicating how to vote your shares on any particular proposal, the Newell Rubbermaid common stock or Jarden common stock represented by your proxy will be voted in accordance with the recommendation of the Newell Rubbermaid board or Jarden board, as applicable.

***Q: What if I hold shares of both Newell Rubbermaid common stock and shares of Jarden common stock?***

A: If you are both a Newell Rubbermaid stockholder and a Jarden stockholder, you will receive separate packages of proxy materials from each company. A vote as a Newell Rubbermaid stockholder to approve the share issuance or any other matter to be voted on at the Newell Rubbermaid annual meeting will not constitute a vote as a Jarden stockholder for the adoption of the merger agreement, or vice versa. **Therefore, please sign, date, mark and return all white proxy cards, gold proxy cards and/or voting instructions that you receive from each of Newell Rubbermaid and Jarden, or submit them by telephone or through the Internet. The Newell Rubbermaid proxy card will be white and the Jarden proxy card will be gold to more easily distinguish the two.**



***Q: Is my vote important?***

A: Yes, your vote is very important. The Newell Rubbermaid annual meeting and the Jarden special meeting cannot be held without a quorum of shares represented at each respective meeting. In addition, the first merger cannot be completed without the approval of the share issuance by Newell Rubbermaid stockholders and without the adoption of the merger agreement by Jarden stockholders.

The Newell Rubbermaid board recommends that Newell Rubbermaid stockholders vote **FOR** the share issuance and **FOR** each other matter to be voted on at the Newell Rubbermaid annual meeting. The Jarden board recommends that Jarden stockholders vote **FOR** the adoption of the merger agreement and **FOR** each other matter to be voted on at the Jarden special meeting.

***Q. Can I revoke my proxy or change my voting instructions?***

A: Yes. You may revoke your proxy or change your vote, at any time, before your proxy is voted at the Newell Rubbermaid annual meeting or the Jarden special meeting, as applicable.

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If you are a holder of record as of the applicable record date, you can revoke your proxy or change your vote by:

sending a written notice stating that you revoke your proxy:

if you are a Newell Rubbermaid stockholder, to the Corporate Secretary, at Newell Rubbermaid Inc., Three Glenlake Parkway, Atlanta, Georgia 30328, Facsimile: (770) 677-8710, Attention: Corporate Secretary; or

if you are a Jarden stockholder, to the Secretary, at Jarden's offices at 1800 North Military Trail, Boca Raton, Florida 33431, Attention: Secretary

in each case, that bears a date later than the date of the previously submitted proxy that you want to revoke and is received by the Newell Rubbermaid Corporate Secretary or the Jarden Secretary, as appropriate, prior to the applicable stockholder meeting;

submitting a valid, later-dated proxy via mail, over the telephone or through the Internet; or

attending the applicable stockholder meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person, but your attendance alone will not constitute a vote or revoke any proxy previously given.

If you hold your shares in street name, you must contact your nominee or intermediary to change your vote or obtain a legal proxy to vote your shares if you wish to cast your vote in person at the applicable stockholder meeting.

***Q: What happens if I transfer my shares of Newell Rubbermaid or Jarden common stock before the applicable stockholder meeting?***

A: The Newell Rubbermaid record date and the Jarden record date are earlier than the dates of the stockholder meetings and the date that the merger transactions are expected to be completed. If you transfer your shares of Newell Rubbermaid or Jarden common stock after the applicable record date, but before the applicable stockholder meeting, you will retain your right to vote at the applicable stockholder meeting. However, if you are a Jarden stockholder, you will have transferred the right to receive the merger consideration in the first merger. In order to receive the merger consideration, you must hold your shares of Jarden common stock through the effective time of the first merger.

***Q: What do I do if I receive more than one set of voting materials?***

A:

You may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus, the white proxy card, the gold proxy card or the applicable voting instruction form. This can occur if you hold your shares in more than one brokerage account, if you hold shares directly as a holder of record and also in street name, or otherwise through another holder of record, and in certain other circumstances. In addition, if you are a holder of record of shares of both Newell Rubbermaid common stock and Jarden common stock, you will receive one or more separate proxy cards or voting instruction cards for each company. If you receive more than one set of voting materials, please vote or return each set separately in order to ensure that all of your shares are voted.

***Q: What will happen if all of the proposals to be considered at the stockholder meetings are not approved?***

A: As a condition to completion of the merger transactions, Newell Rubbermaid stockholders must approve the share issuance at the Newell Rubbermaid annual meeting and Jarden stockholders must adopt the merger agreement at the Jarden special meeting. Approval of the merger-related compensation proposal is not a condition to the completion of the merger transactions. The vote is a non-binding, advisory vote. If the first merger is completed, Jarden will be obligated to pay all or a portion of this compensation to its named executive officers, even if Jarden stockholders fail to approve this proposal. See *Newell Rubbermaid*

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*Proposal I: Approval of the Share Issuance and Jarden Proposal I: Adoption of the Merger Agreement Interests of Certain Jarden Directors and Executive Officers in the Merger Transactions* beginning on page [ ] of this joint proxy statement/prospectus. Completion of the merger transactions is also not conditioned or dependent upon the approval of any of the other proposals to be considered at the Newell Rubbermaid annual meeting or the Jarden special meeting.

Election of the nine director nominees to the Newell Rubbermaid board and the advisory resolution to approve Newell Rubbermaid's executive compensation are also not conditioned or dependent on approval of the share issuance or adoption of the merger agreement. With respect to the election of the nine director nominees to the Newell Rubbermaid board, the required vote is a majority of the votes cast. However, pursuant to Newell Rubbermaid's Corporate Governance Guidelines, if the number of shares voted **FOR** an existing Newell Rubbermaid director who is a nominee for director does not exceed the number of votes cast against that person, such director must promptly tender his or her resignation to the Newell Rubbermaid board, which the Newell Rubbermaid board may accept or reject.

***Q: Are Jarden stockholders entitled to seek appraisal rights if they do not vote FOR the adoption of the merger agreement?***

A: Yes. Under Delaware law, Jarden stockholders who do not vote in favor of adoption of the merger agreement, who continuously hold their shares of Jarden common stock through the effective time of the first merger and who otherwise comply precisely with the applicable requirements of Section 262 of the DGCL have the right to seek appraisal of the fair value of their shares of Jarden common stock, as determined by the Delaware Court of Chancery, if the first merger is completed. The fair value of shares of Jarden common stock as determined by the Delaware Court of Chancery could be greater than, the same as, or less than the value of the merger consideration that Jarden stockholders would otherwise be entitled to receive under the terms of the merger agreement.

The right to seek appraisal will be lost if a Jarden stockholder votes **FOR** adoption of the merger agreement. However, voting against adoption of the merger agreement (including a broker non-vote or abstention which has the effect of a vote against the adoption of the merger agreement) is not in itself sufficient to perfect appraisal rights because additional actions must also be taken to perfect such rights.

Jarden stockholders who wish to exercise the right to seek an appraisal of their shares must so advise Jarden by submitting a written demand for appraisal in the form described in this joint proxy statement/prospectus prior to the vote to adopt the merger agreement, and must otherwise follow the procedures prescribed by Section 262 of the DGCL. A person having a beneficial interest in shares of Jarden common stock held of record in the name of another person, such as a nominee or intermediary, must act promptly to cause the record holder to follow the steps summarized in this joint proxy statement/prospectus and in a timely manner to perfect appraisal rights. In view of the complexity of Section 262 of the DGCL, Jarden stockholders that may wish to pursue appraisal rights should consult their legal and financial advisors. See *Appraisal Rights* beginning on page [ ] of this joint proxy statement/prospectus.

Newell Rubbermaid stockholders are not entitled to appraisal or dissenters' rights in connection with any of the merger transactions or the other matters to be acted on at the Newell Rubbermaid annual meeting under Delaware law.

***Q:***

*Do I need to do anything at this time with my shares of common stock other than voting on the proposals at the applicable stockholder meeting?*

A: If you are a Newell Rubbermaid stockholder, you will not receive any merger consideration. The only action you are requested to take at this time is to affirmatively vote **FOR** the share issuance, **FOR** the Newell Rubbermaid adjournment proposal, **FOR** the election of each of the nine director nominees to the Newell

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Rubbermaid board and **FOR** the advisory resolution to approve Newell Rubbermaid's executive compensation, all in accordance with one of the voting methods set forth in *Newell Rubbermaid Annual Meeting Voting of Shares* beginning on page [ ] of this joint proxy statement/prospectus.

If you are a Jarden stockholder, you will be entitled to receive the merger consideration for your shares after the effective time of the first merger (assuming you do not properly exercise your appraisal rights in respect of such shares as described under *Appraisal Rights* ). However, there is no action that you are requested to take at this time, other than affirmatively voting **FOR** the adoption of the merger agreement, **FOR** the merger-related compensation proposal and **FOR** the Jarden adjournment proposal in accordance with one of the voting methods of voting set forth in *Jarden Special Meeting Voting of Shares* beginning on page [ ] of this joint proxy statement/prospectus.

***Q: Should I send in my Jarden stock certificates now to receive the merger consideration?***