

NEWELL RUBBERMAID INC
Form 424B3
March 18, 2016
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**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-208989**

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 17, 2016 the most recent practicable date for which such information was available, the merger consideration represented approximately \$57.75 in value per share of Jarden common stock, which represents a premium of approximately 9.6% 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 15, 2016, at 8:00 a.m., local time, at the Intercontinental Buckhead Atlanta, 3315 Peachtree Road NE, Atlanta, Georgia 30326. Jarden stockholders are cordially invited to attend the special meeting of Jarden stockholders. The Jarden special meeting will be held on April 15, 2016, at 8:00 a.m., local time, at the offices of Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, Florida 33301.

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 137 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 40 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 18, 2016 and is first being mailed to Newell Rubbermaid and Jarden stockholders on or about March 18, 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 15, 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 15, 2016 at 8:00 a.m., local time at the Intercontinental Buckhead Atlanta, 3315 Peachtree Road NE, Atlanta, Georgia 30326.

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 40 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 18, 2016

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on April 15, 2016 the Newell Rubbermaid Proxy Statement and the Newell Rubbermaid 2015 Annual Report to Stockholders are available at 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 15, 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 15, 2016 at 8:00 a.m., local time at the offices of Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, Florida 33301.

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 entitled to vote 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 40 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

Telephone Toll-Free: 888-624-7035

By Order of the Board of Directors,

Martin E. Franklin

Executive Chairman

March 18, 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 8, 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 276 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 18, 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 Form 10-K refer to Newell Rubbermaid's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 29, 2016, as amended by Amendment No. 1 on Form 10-K/A for the year ended December 31, 2015, filed with the SEC on March 7, 2016;

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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