

NEWELL RUBBERMAID INC  
Form 8-K  
June 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event Reported): June 11, 2012**

**Newell Rubbermaid Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-09608**  
(Commission  
File Number)

**363514169**  
(I.R.S. Employer  
Identification No.)

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**Three Glenlake Parkway**

**Atlanta, Georgia**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: 770-418-7000**

**30328**  
(Zip Code)

**Not Applicable**

**Former name or former address, if changed since last report**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

**Item 1.01. Entry into a Material Definitive Agreement.**

On June 11, 2012, Newell Rubbermaid Inc. (the Company ) and J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the underwriters named therein, entered into an Underwriting Agreement (the Underwriting Agreement ) with respect to the offering and sale of \$500,000,000 of unsecured senior notes, consisting of \$250,000,000 aggregate principal amount of 2.000% Notes due 2015 (the 2015 Notes ) and \$250,000,000 aggregate principal amount of 4.000% Notes due 2022 (the 2022 Notes and, together with the 2015 Notes, the Notes ) under the Company s Registration Statement on Form S-3 (Registration No. 333-174279). The offering and sale closed on June 14, 2012. The purchase price paid by the underwriters was 99.332% of the aggregate principal amount of the 2015 Notes and 99.032% of the aggregate principal amount of the 2022 Notes. The Notes were issued pursuant to an Indenture, dated as of June 14, 2012, between Newell Rubbermaid Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee.

Copies of the Underwriting Agreement, the Indenture, the form of the 2015 Notes and the 2022 Notes are filed as Exhibits 1.1, 4.1, 4.2 and 4.3, respectively, to this Current Report on Form 8-K and are hereby incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

| Exhibit | Description  |
|---------|--|
| 1.1     | Underwriting Agreement, dated June 11, 2012, among Newell Rubbermaid Inc., J.P. Morgan Securities LLC and RBC Capital Markets, LLC |
| 4.1     | Indenture, dated as of June 14, 2012, between Newell Rubbermaid Inc. and The Bank of New York Mellon Trust Company, N.A.           |
| 4.2     | Form of 2.000% Note due 2015   |
| 4.3     | Form of 4.000% Note due 2022   |
| 5.1     | Opinion of Schiff Hardin LLP   |

**SIGNATURES**

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

Newell Rubbermaid Inc.

*June 14, 2012*

*By: /s/ John K. Stipancich*

*Name: John K. Stipancich*

*Title: Senior Vice President, General Counsel and Corporate Secretary*

Exhibit Index

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|--------------------|--|
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