

NEWELL RUBBERMAID INC
Form 8-K
August 06, 2010

**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): August 2, 2010

Newell Rubbermaid Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-09608

363514169

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

Three Glenlake Parkway
Atlanta, Georgia

30328

(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code: 770-418-7000
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))
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Item 1.01 Entry into a Material Definitive Agreement.

On August 2, 2010, Newell Rubbermaid Inc. (the Company) and Goldman, Sachs & Co., Barclays Capital Inc. and Citigroup Global Markets Inc., as representatives of the underwriters named therein, entered into an Underwriting Agreement (the Underwriting Agreement) with respect to the offering and sale of unsecured senior notes, consisting of \$550,000,000 aggregate principal amount of 4.70% Notes due 2020 (the Notes) under the Company's Registration Statement on Form S-3 (Registration No. 333-149887). The sale is scheduled to close on August 10, 2010. The purchase price to be paid by the underwriters is 99.310% of the aggregate principal amount. The Notes will be issued pursuant to an Indenture dated as of November 1, 1995, between Newell Rubbermaid Inc. and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank (National Association), formerly known as The Chase Manhattan Bank (National Association)), as trustee (as filed with the Securities and Exchange Commission as Exhibit 4.1 to Company's Current Report on Form 8-K dated May 3, 1996, File No. 001-09608).

Copies of the Underwriting Agreement and the form of the Notes are filed as Exhibits 1.1 and 4.1, 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 August 2, 2010, among Newell Rubbermaid Inc., Goldman, Sachs & Co., Barclays Capital Inc. and Citigroup Global Markets Inc. |
| 4.1 | Form of 4.70% Note due 2020 |
| 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.

August 6, 2010

By: /s/ John K. Stipancich

Name: *John K. Stipancich*

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

Exhibit Index

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