

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 – October 24, 2016

(Date of earliest event reported)

HONEYWELL INTERNATIONAL INC.

(Exact name of Registrant as specified in its Charter)

DELAWARE

(State or other jurisdiction of incorporation)

1-8974

(Commission File Number)

22-2640650

(I.R.S. Employer Identification Number)

115 TABOR ROAD, MORRIS PLAINS, NEW JERSEY

(Address of principal executive offices)

07950

(Zip Code)

Registrant's telephone number, including area code: (973) 455-2000

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 8.01 Other Events.

On October 24, 2016, Honeywell International Inc. issued a press release announcing the commencement of a cash tender offer for any and all of its outstanding 5.30% Senior Notes due 2017, 5.30% Senior Notes due 2018 and 5.00% Senior Notes due 2019. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of Honeywell International Inc. dated October 24, 2016

SIGNATURE

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

Date: October 24, 2016

HONEYWELL INTERNATIONAL INC.

By: /s/ Jeffrey N. Neuman
Jeffrey N. Neuman
Vice President, Corporate Secretary and
Deputy General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of Honeywell International Inc. dated October 24, 2016



Contacts:

Media

Robert C. Ferris
(973) 455-3388
rob.ferris@honeywell.com

Investor Relations

Mark Macaluso
(973) 455-2222
mark.macaluso@honeywell.com

HONEYWELL ANNOUNCES ANY AND ALL CASH TENDER OFFER

MORRIS PLAINS, N.J., October 24, 2016 – Honeywell International Inc. (“Honeywell” or the “Company”) (NYSE: **HON**) today announced that it has commenced a cash tender offer (the “Offer”) for any and all of its outstanding notes set forth in the table below (collectively, the “Notes”).

The purchase price for each \$1,000 principal amount of Notes validly tendered and accepted for purchase pursuant to the Offer (the “Consideration”) will be determined by reference to the fixed spread specified below (the “Fixed Spread”) over the yield (the “Reference Yield”) based on the bid side price of the Reference U.S. Treasury Security specified below as calculated by the Dealer Managers (as defined below) at 11:00 a.m., New York City time, on October 31, 2016 (such time and date, as the same may be extended, the “Price Determination Date”). Holders of Notes that are validly tendered (and not subsequently validly withdrawn) and accepted for purchase will receive the Consideration. In order to be eligible to receive the Consideration, holders of Notes must validly tender their Notes at or before the Expiration Time (as defined below). All holders whose Notes are accepted for purchase will also receive accrued and unpaid interest on the purchased Notes from the last interest payment date for such Notes up to, but excluding, the Settlement Date (as defined below).

<u>Title of Security</u>	<u>CUSIP</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Reference U.S. Treasury Security</u>	<u>Bloomberg Reference Page⁽¹⁾</u>	<u>Fixed Spread (Basis Points)</u>
5.30% Senior Notes due 2017	438516AS5	\$400,000,000	0.75% UST due March 15, 2017	FIT3	+15
5.30% Senior Notes due 2018	438516AX4	\$900,000,000	0.75% UST due February 28, 2018	FIT4	+25
5.00% Senior Notes due 2019	438516AZ9	\$900,000,000	0.75% UST due February 15, 2019	FIT5	+35

(1) The applicable page on Bloomberg from which the Dealer Managers will quote the bid side price of the Reference U.S. Treasury Security.

The Offer will expire at 5:00 p.m., New York City time, on October 31, 2016, unless extended or earlier terminated (the “Expiration Time”). Holders who have validly tendered their Notes may withdraw such Notes at any time at or before the Expiration Time. Honeywell expects to pay the Consideration for Notes validly tendered and not validly withdrawn before the Expiration Time on November 1, 2016, the first business day following the Expiration Time (the “Settlement Date”). Honeywell expects to pay the Consideration for Notes, if any, validly tendered pursuant to the guaranteed delivery procedures and accepted for payment (to the extent that such Notes are not delivered prior to the Expiration Time) on November 3, 2016, the third

business day following the Expiration Time. For the avoidance of doubt, Honeywell will not pay accrued interest for any periods following the Settlement Date in respect of any Notes accepted in the Offer.

Honeywell's obligation to accept and pay for the Notes validly tendered in the Offer is conditioned on, among other things, the successful offering of new senior unsecured notes (the "New Notes"). Honeywell intends to finance the payment for the Notes tendered pursuant to the Offer with a portion of the proceeds raised from the New Notes. Subject to applicable law, Honeywell has reserved the right to terminate, withdraw, amend or extend the Offer in its sole discretion.

Following the expiration of the Offer, the Company intends to redeem any and all Notes that are not tendered and accepted in the Offer in accordance with the indenture governing the Notes (the "Indenture"). The Company is not obligated to redeem Notes that are not tendered and accepted in the Offer, and there can be no assurance it will do so. Statements of intent in this news release shall not constitute a notice of redemption under the Indenture. Any such notice, if made, will only be made in accordance with the provisions of the Indenture.

The complete terms and conditions of the Offer are set forth in the Offer to Purchase, dated October 24, 2016 (the "Offer to Purchase") and in the related Letter of Transmittal and Notice of Guaranteed Delivery, along with any amendments and supplements thereto, which holders are urged to read carefully before making any decision with respect to the Offer. Honeywell has retained Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC to act as Dealer Managers in connection with the Offer. Copies of the Offer to Purchase and the related Letter of Transmittal and Notice of Guaranteed Delivery may be obtained from Global Bondholder Services Corporation, the Tender and Information Agent for the Offer, by phone at (212) 430-3774 (banks and brokers) or (866) 470-4300 (all others) or online at www.gbsc-usa.com/Honeywell/. Questions regarding the Offer may also be directed to the Dealer Managers as set forth below:

Deutsche Bank Securities Inc.

60 Wall Street
New York, New York 10005
Attention: Liability Management Group
Toll-Free: (866) 627-0391
Collect: (212) 250-2955

J.P. Morgan Securities LLC

383 Madison Avenue
New York, NY 10179
Attention: Liability Management Group
Toll-Free: (866) 834-4666
Collect: (212) 834-8553

Morgan Stanley & Co. LLC

1585 Broadway
New York, NY 10036
Attention: Liability Management Group
Collect: (212) 761-1057
Toll Free: (800) 624-1808

Wells Fargo Securities, LLC

550 South Tryon Street, 5th Floor
Charlotte, NC 28202
Attention: Liability Management Group
Toll-Free: (866) 309-6316
Collect: (704) 410-4760

This news release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities. The Offer is being made only by, and pursuant to the terms of, the Offer to Purchase and the related Letter of Transmittal and Notice of Guaranteed Delivery. The Offer is not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction where the laws require the Offer to be made by a licensed broker or dealer, the Offer will be made by the Dealer Managers on behalf of Honeywell. None of Honeywell, the Tender and Information Agent, the Dealer Managers or the Trustee with respect to the Notes, nor any of their affiliates, makes any recommendation as to whether holders should tender or refrain from tendering all or any portion of their Notes in response to the Offer.

Honeywell is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; turbochargers; and performance materials.

This release contains certain statements that may be deemed “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements. We identify the principal risks and uncertainties that affect our performance in our Form 10-K and other filings with the Securities and Exchange Commission.
