

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 – October 7, 2019
(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)

300 South Tryon Street, Charlotte, NC
(Address of principal executive offices)

28202
(Zip Code)

Registrant's telephone number, including area code: (704) 627-6200

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1 per share*	HON	The New York Stock Exchange
0.650% Senior Notes due 2020	HON 20	The New York Stock Exchange
1.300% Senior Notes due 2023	HON 23A	The New York Stock Exchange
2.250% Senior Notes due 2028	HON 28A	The New York Stock Exchange

* The common stock is also listed on the London Stock Exchange.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 7, 2019, Deborah Flint, 52, chief executive officer of Los Angeles World Airports (LAWA), was appointed to the Board of Directors of Honeywell International Inc. (the “Company”) as an independent Director, with immediate effect. Ms. Flint will stand for re-election at Honeywell’s 2020 Annual Meeting of Shareowners. She will receive compensation as a non-employee director in accordance with the Company’s non-employee director compensation practices described in the “Director Compensation” section of the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 14, 2019, as modified by the amendment to the 2016 Stock Plan for Non-Employee Directors described in Item 8.01 below.

A copy of the press release issued by the Company regarding the election of Ms. Flint to its Board of Directors is attached as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 8.01 Other Items.

The Board of Directors of the Company amended Schedule A to the Company’s 2016 Stock Plan for Non-Employee Directors. Such amendment is attached as Exhibit 99.2 to this Current Report on Form 8-K.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated October 7, 2019 entitled “Honeywell Names Deborah Flint to Board of Directors”](#)

99.2 [Amendment to the 2016 Stock Plan for Non-Employee Directors of Honeywell International Inc.](#)

104 Cover Page Interactive Data File—the cover page XBRL tags are embedded within the Inline XBRL document (included as Exhibit 101)

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 7, 2019

HONEYWELL INTERNATIONAL INC.

By: /s/ Victor J. Miller

Victor J. Miller

Vice President, Deputy General Counsel and
Corporate Secretary



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HONEYWELL NAMES DEBORAH FLINT TO BOARD OF DIRECTORS

CHARLOTTE, N.C., October 7, 2019 -- Honeywell (**NYSE: HON**) today announced that its Board of Directors has elected Deborah Flint, 52, chief executive officer of Los Angeles World Airports (LAWA), to its Board of Directors as an independent Director.

Flint was appointed CEO of LAWA in 2015. LAWA is a self-supporting department of the City of Los Angeles and owns and operates Los Angeles International (LAX) and Van Nuys (VNY) general aviation airports. Flint's responsibilities include managing the comprehensive modernization of LAX, including championing the use of connected, Internet of Things technologies to manage the airport more efficiently, provide a world-class experience for travelers, and enhance safety and security. Prior to her leadership at LAWA, Flint held senior roles at the Port of Oakland, where she honed her management and finance skills over 23 years.

"Deborah brings to the Honeywell Board of Directors a skillset that supports our strategy of becoming the premier software-industrial company, including innovation and technology, finance, and operations in many of the verticals we serve," said Darius Adamczyk, chairman and CEO of Honeywell. "Her deep experience in areas such as critical infrastructure, connected buildings and advanced security solutions will be invaluable to Honeywell's leadership team. Her leadership skills are demonstrated each day at LAX, where she is leading the largest public works project in the history of the City of Los Angeles and oversees the largest airport police force in the U.S. We are confident that Deborah's invaluable expertise and experiences will help advance Honeywell's ongoing transformation and the acceleration of our growth in software across our end markets."

In her current role, Flint oversees more than \$14 billion in contracts. Among the LAX upgrades completed or in progress under Flint's leadership are several major airfield and facility improvements, including a state-of-the-art midfield concourse, new taxiways and taxilanes, and major renovations and infrastructure upgrades in all terminals.

Honeywell (www.honeywell.com) is a Fortune 100 technology company that delivers industry specific solutions that include aerospace products and services; control technologies for buildings and industry; and performance materials globally. Our technologies help everything from aircraft, buildings, manufacturing plants, supply chains, and workers become more connected to make our world smarter, safer, and more sustainable. For more news and information on Honeywell, please visit www.honeywell.com/newsroom.

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**AMENDMENT
TO THE
2016 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS
OF HONEYWELL INTERNATIONAL INC.**

Pursuant to the authority granted to proper officers of Honeywell International Inc. (the “Company”) by the Board of Directors on September 27, 2019, the 2016 Stock Plan for Non-Employee Directors of Honeywell International Inc. is hereby amended effective September 27, 2019 by replacing Schedule A in its entirety with the attached new Schedule A.

HONEYWELL INTERNATIONAL INC.

/s/ Mark James

Mark James
Senior Vice President – Human Resources,
Security & Communications

Dated: October 7, 2019

“SCHEDULE A

BOARD POLICY FOR NON-EMPLOYEE DIRECTOR EQUITY AWARDS

Initial Restricted Stock Unit Grant for New Directors on and after September 27, 2019. Each Eligible Director first elected or appointed to the Board on or after September 27, 2019 shall receive initial prorated equity grants effective as of the first date the Eligible Director is elected or appointed to the Board, based on (i) the period beginning on the immediately preceding Annual Meeting of Shareowners (“Annual Meeting”) date and ending on the next following Annual Meeting date, and (ii) the prorated annual grant value for Stock Options and Restricted Stock Units for the immediately preceding Annual Meeting (i.e., \$50,000 annual value for Stock Options and \$50,000 annual value for Restricted Stock Units for the period between the 2019 and 2020 Annual Meetings, and \$50,000 annual value for Stock Options and \$65,000 annual value for Restricted Stock Units for periods after the 2020 Annual Meeting). The number of Shares subject to this grant shall be determined by dividing the value described in the preceding sentence by the Fair Market Value as of the grant date and rounding up to the nearest whole Share.

The Stock Options shall have an Exercise Price equal to the Fair Market Value as of the grant date and shall vest in cumulative installments of 25% on the first anniversary of the grant date, an additional 25% on the second and third anniversaries of the grant date, and the remaining 25% on the fourth anniversary of the grant date. The Restricted Stock Units shall vest on the earliest of the Participant’s third anniversary of the grant date (first anniversary for grants made to new Eligible Directors on or after the 2020 Annual Meeting), the Participant’s death or disability, or the occurrence of a Change in Control. Except as otherwise provided in an Award Agreement, no Award shall vest unless the Participant is a director of the Company on the vesting date.

Initial Restricted Stock Unit Grant for New Directors before September 27, 2019. Each Eligible Director first elected or appointed to the Board before September 27, 2019 shall receive a grant of 3,000 Restricted Stock Units effective as of the first date the Eligible Director is elected or appointed to the Board. The Restricted Stock Units shall vest on the earliest of the Participant’s fifth anniversary of continuous service as a director of the Company, the Participant’s death or disability, or the occurrence of a Change in Control. Except as otherwise provided in an Award Agreement, no Award shall vest unless the Participant is a director of the Company on the vesting date.

Annual Grants of Stock Options and Restricted Stock Units. Effective January 1, 2020 and subject to any limitations set forth in the Plan, each Eligible Director who continues in office following the Annual Meeting shall receive equity grants with a total target value of \$115,000. \$50,000 of the annual grant value shall be granted in Stock Options and the remaining \$65,000 of the annual grant value shall be granted in Restricted Stock Units, with the number of Shares subject to each grant determined by dividing the value by the Fair Market Value as of the date of the Annual Meeting of Shareowners and rounding up to the nearest whole Share.

A grant of Stock Options shall have an Exercise Price equal to the Fair Market Value as of the date of grant and shall vest in cumulative installments of 25% on the first anniversary of the date of grant, an additional 25% on the second and third anniversaries of the date of grant, and the remaining 25% on the fourth anniversary of the date of grant. A grant of Restricted Stock Units shall vest on the earliest of the Participant’s third anniversary of the grant date (first anniversary for grants made on or

after the 2020 Annual Meeting), the Participant's death or disability, or the occurrence of a Change in Control. Except as otherwise provided in an Award Agreement, no Award shall vest unless the Participant is a director of the Company on the vesting date.

Future Changes to Schedule A. Notwithstanding any provision of the Plan to the contrary or the foregoing provisions of this Board Policy, in no event shall the Board amend this Board Policy to increase the total target value of the annual grants to Eligible Directors above \$300,000, without the approval of the Company's shareowners.”
