

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 31, 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)

07950-2546  
(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**

### *Pricing for Cash Tender Offer*

On October 31, 2016, Honeywell International Inc. (the “Company”) announced it had priced its tender offer (the “Offer”) to purchase for cash 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 (collectively, the “Notes”). The Offer was made pursuant to an offer to purchase dated October 24, 2016 and related letter of transmittal and notice of guaranteed delivery, which set forth the terms and conditions of the Offer. A copy of the press release announcing the pricing for the Offer is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### *Results of Cash Tender Offer*

On October 31, 2016, the Company issued a press release announcing the final results of the Offer. A copy of the press release announcing this event is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

### *Redemption of Outstanding Notes*

On November 1, 2016, the Company issued a press release announcing that it is exercising its option to redeem the entire remaining outstanding principal amount of Notes. A copy of the press release announcing this event is attached as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report does not constitute an offer to sell or the solicitation of an offer to buy any security, nor shall there be any offer, solicitation or sale of any security, in any jurisdiction in which such offering, solicitation or sale would be unlawful.

## **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 31, 2016 (Pricing)
Exhibit 99.2	Press Release of Honeywell International Inc. dated October 31, 2016 (Results)
Exhibit 99.3	Press Release of Honeywell International Inc. dated November 1, 2016 (Redemption)

---

**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: November 1, 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 31, 2016 (Pricing)
Exhibit 99.2	Press Release of Honeywell International Inc. dated October 31, 2016 (Results)
Exhibit 99.3	Press Release of Honeywell International Inc. dated November 1, 2016 (Redemption)

---



## Contacts:

**Media**

Robert C. Ferris  
(973) 455-3388  
[rob.ferris@honeywell.com](mailto:rob.ferris@honeywell.com)

**Investor Relations**

Mark Macaluso  
(973) 455-2222  
[mark.macaluso@honeywell.com](mailto:mark.macaluso@honeywell.com)

## HONEYWELL ANNOUNCES SATISFACTION OF FINANCING CONDITION AND CONSIDERATION FOR ANY AND ALL CASH TENDER OFFER

MORRIS PLAINS, N.J., October 31, 2016 – Honeywell International Inc. (“Honeywell” or the “Company”) (NYSE: HON) has determined that the previously announced closing of its offering of senior unsecured notes this morning (the “New Notes Offering”) satisfies the financing condition of its previously announced cash tender offer (the “Offer”) to purchase any and all of its outstanding notes set forth in the table below (collectively, the “Notes”). The Offer remains subject to certain other conditions, including the absence of any adverse legal and market developments.

Additionally, Honeywell today announced the Reference Yield and Consideration for the Notes, which is set forth in the table below. The Reference Yield is based on the bid side price of the Reference U.S. Treasury Security listed in the table below as calculated by the Dealer Managers (as defined herein) at 11:00 a.m., New York City time, on October 31, 2016, as described in the Offer to Purchase, dated October 24, 2016 (the “Offer to Purchase”), and the related Letter of Transmittal and Notice of Guaranteed Delivery. 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</u>	<u>Reference UST Yield</u>	<u>Fixed Spread (Basis Points)</u>	<u>Consideration<sup>(1)</sup></u>
5.30% Senior Notes due 2017	438516AS5	\$400,000,000	0.75% UST due March 15, 2017	FIT3	0.422%	+15	\$1,017.55
5.30% Senior Notes due 2018	438516AX4	\$900,000,000	0.75% UST due February 28, 2018	FIT4	0.759%	+25	\$1,056.67
5.00% Senior Notes due 2019	438516AZ9	\$900,000,000	0.75% UST due February 15, 2019	FIT5	0.916%	+35	\$1,083.96

(1) Per \$1,000 principal amount of Notes validly tendered before the Expiration Time (and not validly withdrawn) and accepted for purchase. Consideration is based on the Reference Yield of the Reference U.S. Treasury Security set forth above as of 11:00 a.m., New York City time, on October 31, 2016, the applicable maturity date, and a Settlement Date of November 1, 2016.

- MORE -

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”) and 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 intends to finance the payment for the Notes tendered pursuant to the Offer with a portion of the proceeds raised from the New Notes Offering. 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 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.gbbsc-usa.com/Honeywell/](http://www.gbbsc-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, New York 10179  
Attention: Liability Management Group  
Toll-Free: (866) 834-4666  
Collect: (212) 834-8553

**Morgan Stanley & Co. LLC**

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

- MORE -

---

**Wells Fargo Securities, LLC**  
550 South Tryon Street, 5th Floor  
Charlotte, North Carolina 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 news 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 materially from those envisaged by such forward-looking statements. We identify the principal risks and uncertainties that affect our performance in our Annual Report on Form 10-K and other filings with the Securities and Exchange Commission.

# # #

---



Contacts:

**Media**

Robert C. Ferris  
(973) 455-3388  
[rob.ferris@honeywell.com](mailto:rob.ferris@honeywell.com)

**Investor Relations**

Mark Macaluso  
(973) 455-2222  
[mark.macaluso@honeywell.com](mailto:mark.macaluso@honeywell.com)

**HONEYWELL ANNOUNCES RESULTS OF ANY AND ALL CASH TENDER OFFER**

MORRIS PLAINS, N.J., October 31, 2016 – Honeywell International Inc. (“Honeywell” or the “Company”) (**NYSE: HON**) today announced the final results for its previously announced cash tender offer (the “Offer”) to purchase any and all of its outstanding notes set forth in the table below (collectively, the “Notes”). As of 5:00 p.m., New York City time, on October 31, 2016 (the “Expiration Time”), the principal amounts of Notes of each series outstanding and validly tendered and not validly withdrawn are as set forth in the table below.

<b>Title of Security</b>	<b>CUSIP</b>	<b>Aggregate Principal Amount Outstanding prior to Offer</b>	<b>Aggregate Principal Amount Tendered at Expiration Date</b>
5.30% Senior Notes due 2017	438516AS5	\$400,000,000	\$145,321,000
5.30% Senior Notes due 2018	438516AX4	\$900,000,000	\$260,344,000
5.00% Senior Notes due 2019	438516AZ9	\$900,000,000	\$239,794,000

Additionally, \$49,000 aggregate principal amount of its outstanding 5.30% Senior Notes due 2017, \$305,000 aggregate principal amount of its outstanding 5.30% Senior Notes due 2018 and \$70,000 aggregate principal amount of its outstanding 5.00% Senior Notes due 2019 were tendered pursuant to the guaranteed delivery procedures described in the Tender Offer Documents (as defined below).

The Offer was made pursuant to the Offer to Purchase and the related Letter of Transmittal and Notice of Guaranteed Delivery sent to holders of the Notes, each dated October 24, 2016 (the “Tender Offer Documents”).

Honeywell has accepted for purchase all Notes validly tendered and not validly withdrawn at or prior to the Expiration Time. Holders whose Notes have been accepted for purchase will also receive accrued and

- MORE -



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). Honeywell will not accept any further tenders.

The Settlement Date for Notes validly tendered and not validly withdrawn before the Expiration Time is expected to be November 1, 2016. The settlement dates for Notes tendered pursuant to the guaranteed delivery procedures and accepted for payment is expected to be November 3, 2016. Honeywell intends to finance the payment for the Notes tendered pursuant to the Offer with a portion of the proceeds raised from its previously announced offering of senior unsecured notes.

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.

Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC served as Dealer Managers in connection with the Offer.

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 news 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 materially from those envisaged by such forward-looking statements. We identify the principal risks and uncertainties that affect our performance in our Annual Report on Form 10-K and other filings with the Securities and Exchange Commission.

# # #

---



Contacts:

**Media**

Robert C. Ferris  
(973) 455-3388  
[rob.ferris@honeywell.com](mailto:rob.ferris@honeywell.com)

**Investor Relations**

Mark Macaluso  
(973) 455-2222  
[mark.macaluso@honeywell.com](mailto:mark.macaluso@honeywell.com)

**HONEYWELL ANNOUNCES REDEMPTION OF NOTES**

MORRIS PLAINS, N.J., November 1, 2016 – Honeywell International Inc. (“Honeywell” or the “Company”) (**NYSE: HON**) today announced that it has delivered a notice of redemption to the holders of the outstanding 5.30% Senior Notes due 2017 (the “2017 Notes”), 5.30% Senior Notes due 2018 (the “2018 Notes”) and 5.00% Senior Notes due 2019 (the “2019 Notes,” and together with the 2017 Notes and the 2018 Notes, the “Notes”) that were not validly tendered in Honeywell’s previously announced cash tender offer, as set forth in the table below.

<u>Title of Security</u>	<u>CUSIP</u>	<u>Aggregate Principal Amount to be Redeemed<sup>1</sup></u>
5.30% Senior Notes due 2017	438516AS5	\$254,679,000
5.30% Senior Notes due 2018	438516AX4	\$639,656,000
5.00% Senior Notes due 2019	438516AZ9	\$660,206,000

The redemption date will be December 1, 2016. The “make-whole premium” redemption price will be equal to the greater of (1) 100% of the principal amount of the Notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes discounted to the redemption date, on a semiannual basis, at a rate equal to the sum of the applicable Treasury Rate (as defined in the Notes) plus 15 basis points with respect to the 2017 Notes, 25 basis points with respect to the 2018 Notes and 35 basis points with respect

<sup>1</sup> In the event that certain notes that are expected to be tendered and accepted for payment on November 3, 2016 under guaranteed delivery procedures pursuant to Honeywell’s previously announced cash tender offer are not so tendered, such notes will be redeemed, and, for assumption purposes, are included in the table above under aggregate principal amount to be redeemed.

- MORE -

to the 2019 Notes. Accrued interest will be paid to but excluding the redemption date. The Treasury Rate will be calculated on the third business day preceding the redemption date.

On the redemption date, the “make-whole premium” redemption price will become due and payable. Interest on the Notes will cease to accrue on and after the redemption date. Payment of the “make-whole premium” redemption price plus accrued interest will be made upon presentation and surrender of the Notes at the principal payment office of the trustee:

DB Services Americas, Inc.  
MS: JCK01-0218  
5022 Gate Parkway, Suite 200  
Jacksonville, FL 32256

Honeywell intends to fund the amounts necessary to redeem the remaining outstanding Notes with a portion of the proceeds from its previously announced offering of unsecured senior notes.

Honeywell ([www.honeywell.com](http://www.honeywell.com)) 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. For more news and information on Honeywell, please visit [www.honeywell.com/newsroom](http://www.honeywell.com/newsroom). Reference to Honeywell's website is made as an inactive textual reference, and the information contained on such website is not incorporated by reference into this press release.

This news 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 materially from those envisaged by such forward-looking statements. We identify the principal risks and uncertainties that affect our performance in our Annual Report on Form 10-K and other filings with the Securities and Exchange Commission.

# # #

---