

**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 - August 2, 2021
(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 NASDAQ Stock Market LLC |
| 1.300% Senior Notes due 2023 | HON 23A | The NASDAQ Stock Market LLC |
| 0.000% Senior Notes due 2024 | HON 24A | The NASDAQ Stock Market LLC |
| 2.250% Senior Notes due 2028 | HON 28A | The NASDAQ Stock Market LLC |
| 0.750% Senior Notes due 2032 | HON 32 | The NASDAQ Stock Market LLC |

* 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 8.01 Other Events.

On August 2, 2021, Honeywell International Inc. (the “Company”) priced an offering of \$2,500,000,000 in total aggregate principal amount of its senior notes (the “Notes Offering”). The Company will use the net proceeds of the Notes Offering and cash on hand to redeem \$500,000,000 in outstanding principal amount of its callable floating rate senior notes due 2022 (the “Proposed Floating Rate Redemption Notes”) and \$2,000,000,000 of the \$2,500,000,000 in outstanding principal amount of its callable 0.483% senior notes due 2022 (the “Proposed Fixed Rate Redemption Notes”) and, together with the Proposed Floating Rate Redemption Notes, the “Proposed Redemption Notes” and such redemption the “Proposed Redemption”). The Notes Offering is expected to close on August 16, 2021 and the Proposed Redemption is subject to settlement in full of the net proceeds from the Notes Offering.

On August 4, 2021, the Company issued (i) a conditional notice of full redemption for the Proposed Floating Rate Redemption Notes and (ii) a conditional notice of partial redemption for the Proposed Fixed Rate Redemption Notes, which notices described the Proposed Redemption, in each case with a redemption date of August 19, 2021.

The information in this Current Report on Form 8-K does not constitute an offer of any securities for sale or a notice of redemption of the Proposed Redemption Notes and should be read in conjunction with the risk factors described in and the information under “Forward-Looking Statements” in the Company’s Form 10-K for the year ended December 31, 2020 and Form 10-Q for the quarters ended March 31, 2021 and June 30, 2021.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 104 Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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.

HONEYWELL INTERNATIONAL INC.

Date: August 4, 2021

By: /s/ Victor J. Miller

Victor J. Miller

Vice President, Deputy General Counsel, Corporate
Secretary and Chief Compliance Officer