

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 – November 6, 2017

(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))

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 November 6, 2017, Honeywell International Inc. announced the extension of the early participation deadline and early results of its previously announced, four separate private offers to eligible holders to exchange any and all outstanding 6.625% Debentures due 2028, 5.70% Senior Notes due 2036, 5.70% Senior Notes due 2037 and 5.375% Senior Notes due 2041 for a series of its newly issued debt securities due 2047 and cash (the “Exchange Offers”). 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

Exhibit 99.1                      Press Release of Honeywell International Inc. dated November 6, 2017

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**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 6, 2017

HONEYWELL INTERNATIONAL INC.

By: /s/ Jeffrey N. Neuman

Jeffrey N. Neuman

Vice President, Corporate Secretary and

Deputy General Counsel

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## HONEYWELL ANNOUNCES EXTENSION OF EARLY PARTICIPATION DEADLINE AND EARLY RESULTS OF PRIVATE EXCHANGE OFFERS

MORRIS PLAINS, N.J., November 6, 2017 – Honeywell International Inc. (“Honeywell”) (NYSE: HON) today announced that the early participation deadline has been extended until 11:59 p.m., New York City time, on November 17, 2017 (the “Extended Early Participation Deadline”), with respect to its previously announced four separate private offers to exchange any and all of certain series of its outstanding notes, for a combination of newly issued debt securities of Honeywell and cash (the “Exchange Offers”) (as described in the Offering Memorandum dated October 23, 2017). Accordingly, the Extended Early Participation Deadline will occur at the same time the Exchange Offers are scheduled to expire. The deadline to validly withdraw tenders of Existing Notes (as defined in the Offering Memorandum) was not extended by Honeywell, and expired at 5:00 p.m., New York City time, on November 3, 2017 (the “Withdrawal Deadline”).

Based on information provided by Global Bondholders Services Corporation, the Exchange Agent and Information Agent for the Exchange Offers, Existing Notes were validly tendered and not validly withdrawn at or prior to the Withdrawal Deadline in the principal amounts set forth below:

CUSIP	Title of Security	Principal Amount Outstanding	Principal Amount Tendered as of the Original Early Participation Deadline
438506AS6	6.625% Debentures due 2028 <sup>(1)</sup>	\$ 215,715,000	\$ 15,166,000
438516AR7	5.70% Senior Notes due 2036	\$ 550,000,000	\$ 105,972,000
438516AT3	5.70% Senior Notes due 2037	\$ 600,000,000	\$ 137,431,000
438516BB1	5.375% Senior Notes due 2041	\$ 600,000,000	\$ 176,146,000

(1) This series of Existing Notes was originally issued by Honeywell Inc., a predecessor to Honeywell International Inc.

The Exchange Offers will each expire at 11:59 p.m., New York City time, on November 17, 2017 (as the same may be extended with respect to each Exchange Offer, the “Expiration Time”). Honeywell’s obligation to accept any series of Existing Notes tendered in the Exchange Offers remains subject to the satisfaction of certain conditions applicable to the Exchange Offer for such series, as well as the Minimum Issue Requirement, which provides that Honeywell will not complete the Exchange Offers if at the Expiration Time, the aggregate principal amount of New Notes to be issued on the Settlement Date would be less than \$300,000,000. Based on the \$434,715,000 aggregate principal amount of Existing Notes tendered at or prior to the Withdrawal Deadline, the Minimum Issue Requirement will be met at the Expiration Time.

On the terms and subject to the conditions set forth in the Offering Memorandum and Honeywell's press release dated November 3, 2017, Eligible Holders who validly tender Existing Notes at or prior to the Extended Early Participation Deadline will receive, for each \$1,000 principal amount of Existing Notes accepted for exchange, a combination of a principal amount of New Notes and cash in an amount equal to the Total Exchange Price (as defined in the Offering Memorandum).

The "Settlement Date" with respect to an Exchange Offer is expected to be the second business day immediately following the Expiration Time, or November 21, 2017.

Only holders who have duly completed and submitted an eligibility letter (which may be found at <http://gbsc-usa.com/eligibility/honeywell>) will be authorized to receive the Offering Memorandum and participate in the Exchange Offers ("Eligible Holders"). The eligibility letters will include certifications that the holders are either (1) "qualified institutional buyers" ("QIBs") as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), or (2) non-"U.S. persons" (as defined in Rule 902 under the Securities Act) located outside of the United States who are (i) not acting for the account or benefit of a U.S. person, (ii) "non-U.S. qualified offerees" (as defined in the Offering Memorandum), and (iii) not resident in Canada.

If and when issued, the New Notes will not be registered under the Securities Act or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws. Honeywell will enter into a registration rights agreement with respect to the New Notes.

Global Bondholder Services Corporation is acting as the Information Agent and the Exchange Agent for the Exchange Offers. Questions or requests for assistance related to the Exchange Offers or for additional copies of the Offering Memorandum and eligibility letter may be directed to Global Bondholder Services Corporation at (866) 470-3800 (toll free) or (212) 430-3774 (collect). You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Exchange Offers.

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If Honeywell terminates any Exchange Offer with respect to one or more series of Existing Notes, it will give prompt notice to the Exchange Agent and all Existing Notes tendered pursuant to such terminated Exchange Offer will be returned promptly to the tendering holders thereof. With effect from such termination, any Existing Notes blocked in DTC will be released.

*Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes as to when such intermediary needs to receive instructions from a holder in order for that holder to be able to participate in, or (in the circumstances in which revocation is permitted) revoke their instruction to participate in, the Exchange Offers before the deadlines specified herein and in the Offering Memorandum. The deadlines set by each clearing system for the submission and withdrawal of exchange instructions will also be earlier than the relevant deadlines specified herein and in the Offering Memorandum.*

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This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to purchase any Existing Notes. The Exchange Offers are being made solely pursuant to the Offering Memorandum and related documents. The Exchange Offers are not being made to holders of Existing Notes 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 in which the securities laws or blue sky laws require the Exchange Offers to be made by a licensed broker or dealer, the Offers will be deemed to be made on behalf of Honeywell by the dealer managers or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

*In any European Economic Area Member State (a "Member State") that has implemented Directive 2003/71/EC (such Directive and amendments thereto, including Directive 2010/73/EU together with any applicable implementing measures in the relevant home Member State, the "Prospectus Directive"), this communication is only addressed to and directed at qualified investors in that Member State within the meaning of the Prospectus Directive.*

*This communication is only being distributed to and only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). The New Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, Relevant Persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.*

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### Cautionary Statement Regarding Forward-Looking Statements

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 news 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, as well as our ability to effect the previously announced proposed separations. 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, including with respect to any changes in or abandonment of the previously announced proposed separations. We identify the principal risks and uncertainties that affect our performance in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission.

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