

HONEYWELL INTERNATIONAL INC  
Form 8-K  
October 31, 2016

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	1-8974	22-2640650
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

115 TABOR ROAD, MORRIS PLAINS, NEW JERSEY	07950-2546
(Address of principal executive offices)	(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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-balance Sheet Arrangement of a Registrant.**

On October 31, 2016, Honeywell International Inc. (the “Company” or “Honeywell”) completed a public offering of \$1,250,000,000 aggregate principal amount of its 1.400% Senior Notes due 2019, \$250,000,000 aggregate principal amount of its Floating Rate Senior Notes due 2019, \$1,500,000,000 aggregate principal amount of its 1.850% Senior Notes due 2021 and \$1,500,000,000 aggregate principal amount of its 2.500% Senior Notes due 2026 (collectively, the “Notes”).

The offering of the Notes was made pursuant to the Company’s shelf registration statement on Form S-3 (Registration No. 333-208501) filed with the Securities and Exchange Commission on December 11, 2015.

The Notes were issued under an indenture, dated as of March 1, 2007 (the “Indenture”), between the Company and Deutsche Bank Trust Company Americas, as trustee.

The foregoing summary is qualified in its entirety by reference to the text of the Indenture and the respective forms of global notes for the offering, which are filed as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

A copy of the opinion of the Deputy General Counsel of Honeywell International Inc. relating to the legality of the issuance and sale of the Company’s Notes is attached as Exhibit 5.1 hereto.

**(d) Exhibits**

Exhibit No.	Description
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Exhibit 4.1	Indenture dated as of March 1, 2007 between Honeywell and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 of Honeywell’s Registration Statement on Form S-3 (File No. 333-141013), filed March 1, 2007).
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Exhibit 4.2	Form of 1.400% Senior Note due 2019.
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Exhibit  
4.3 Form of Floating Rate Senior Note due 2019.

Exhibit  
4.4 Form of 1.850% Senior Note due 2021.

Exhibit  
4.5 Form of 2.500% Senior Note due 2026.

Exhibit  
5.1 Opinion of Deputy General Counsel of Honeywell International Inc.

Exhibit  
23.1 Consent of Deputy General Counsel of Honeywell International Inc. (included in Exhibit 5.1 hereto).

**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: October 31, 2016

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

**EXHIBIT INDEX**

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Exhibit 4.2	Form of 1.400% Senior Note due 2019.
Exhibit 4.3	Form of Floating Rate Senior Note due 2019.
Exhibit 4.4	Form of 1.850% Senior Note due 2021.
Exhibit 4.5	Form of 2.500% Senior Note due 2026.
Exhibit 5.1	Opinion of Deputy General Counsel of Honeywell International Inc.
Exhibit 23.1	Consent of Deputy General Counsel of Honeywell International Inc. (included in Exhibit 5.1 hereto).