

HONEYWELL INTERNATIONAL INC  
Form 8-K  
November 21, 2017

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 21, 2017

(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:

- 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 1.01 Entry into a Material Definitive Agreement.

On November 21, 2017, Honeywell International Inc. (the “Company”) entered into an indenture, dated as of November 21, 2017 (the “Indenture”), between the Company and Deutsche Bank Trust Company Americas, as trustee, in respect of the Notes described below to be issued under the Indenture.

The foregoing summary is qualified in its entirety by reference to the text of the Indenture, which is filed as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

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

On November 21, 2017, the Company issued \$444,859,000 aggregate principal amount of its 3.812% Senior Notes Due 2047 (the “Notes”) in connection with the settlement of its private offers to exchange certain series of outstanding debt securities for a combination of the Notes and cash.

The Notes were issued under the Indenture.

The foregoing summary is qualified in its entirety by reference to the text of the Indenture and the respective forms of global notes offered pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended, 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.

(d) Exhibits.

Exhibit 4.1 Indenture dated as of November 21, 2017 between Honeywell International Inc. and Deutsche Bank Trust Company Americas, as trustee.

Exhibit 4.2 Form of Rule 144A 3.812% Senior Notes Due 2047.

Exhibit  
4.3

Form of Regulation S 3.812% Senior Notes Due 2047.

**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: November 21, 2017

By: /s/ Jeffrey N. Neuman

Jeffrey N. Neuman

Vice President, Corporate Secretary and

Deputy General Counsel