
**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 – October 2, 2018
(Date of First Reportable Event)**

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
(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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On October 2, 2018, Honeywell International Inc. ("Honeywell") sent a notice (the "Blackout Notice") to its directors and executive officers regarding a blackout period (the "Blackout Period") (described below) that will be imposed by the administrator for the Honeywell 401(k) Plan (previously known as the Honeywell Savings and Ownership Plan) and the Honeywell Puerto Rico Savings Plan (previously known as the Honeywell Puerto Rico Savings and Ownership Plan), retirement plans sponsored by Honeywell that are intended to be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Plans").

The administrator for the Plans will impose restrictions on transactions by participants in the Plans during the Blackout Period in order to provide for the conversion of the Honeywell Common Stock Fund in the Plans (the "Honeywell Common Stock Fund"), which is an investment option under the Plans consisting primarily of shares of Honeywell common stock, into a new stock fund in respect of common stock of Resideo Technologies, Inc., in connection with, and contingent upon, the closing of the spin-off contemplated under the separation and distribution agreement and certain other transaction-related agreements among Honeywell and Resideo Technologies, Inc. (the "Spin-Off"), expected to close on October 29, 2018. During this Blackout Period, Plan participants and beneficiaries temporarily will be prevented from effecting certain transactions involving the Honeywell Common Stock Fund.

The Blackout Notice informed Honeywell's directors and executive officers that during the Blackout Period they will be subject to certain trading restrictions with respect to shares of Honeywell common stock (including derivative securities such as stock options) acquired in connection with their services as a director or an executive officer of Honeywell.

The Blackout Period is currently expected to begin at 4:00 p.m., Eastern Time, on Friday, October 26, 2018, the anticipated business day prior to the Spin-Off, which is currently expected to occur on Monday, October 29, 2018, and to end during the week beginning Sunday, October 28, 2018, with an expected ending by Saturday, November 3, 2018. A security holder or other interested person may obtain the actual beginning and ending dates of the Blackout Period without charge, any time on or after 4:00 p.m., Eastern Time, on October 26, 2018 and on or before the date that is two years after the end of the Blackout Period, by calling HR Help at 1-877-258-3699, option 1, Monday through Friday, 8:30 a.m. to 8:30 p.m. Eastern Time, or by mail to:

Honeywell International Inc.
c/o Corporate Employee Benefits Department
Attention: Plan Administrator, Honeywell Savings Programs
115 Tabor Road
Morris Plains, NJ 07950

A copy of the Blackout Notice to directors and executive officers of Honeywell, which includes the information required by Rule 104(b) of Regulation BTR, under the Securities Exchange Act of 1934, as amended, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On October 2, 2018, Honeywell announced the timing and details regarding Honeywell's distribution of all of the issued and outstanding shares of common stock, par value \$0.001 per share, of Resideo Technologies, Inc., a wholly owned subsidiary of Honeywell (the "Resideo Common Stock"), to Honeywell's shareholders as a pro rata dividend in a spin-off. The Honeywell board of directors has declared a pro rata dividend of Resideo Common Stock to be made effective at 12:01 a.m., Eastern Time, on Monday, October 29, 2018, to Honeywell's shareholders of record as of 5:00 p.m., Eastern Time, on Tuesday, October 16, 2018 (the "Record Date"). Each Honeywell shareholder of record on the Record Date will receive a distribution of one share of Resideo Common Stock for every six shares of common stock, par value \$1.00 per share, of Honeywell, that it holds on the Record Date. Honeywell shareowners will receive cash in lieu of fractional shares of Resideo Common Stock. The distribution is subject to the satisfaction or waiver of certain conditions. A copy of the press release is included herewith as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Required Black-Out Notice – Spin-Off-Related Stock Trading Restrictions, dated October 2, 2018](#)

99.2 [Honeywell International Inc. press release, dated October 2, 2018](#)

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: October 2, 2018

HONEYWELL INTERNATIONAL INC.

By: /s/ Anne T. Madden

Anne T. Madden

Senior Vice President, General Counsel and Corporate Secretary

TO: Directors and Executive Officers
FROM: Anne T. Madden
DATE: October 2, 2018
RE: Required Blackout Notice – Spin-Off-Related Stock Trading Restrictions

As you know, Honeywell International Inc. (“Honeywell”) is conducting a spin-off (the “Spin-Off”) of Resideo Technologies, Inc. (“Resideo”), which is expected to close October 29, 2018, on the terms and subject to the conditions set forth in the Separation and Distribution Agreement to be entered into prior to the Spin-Off and certain other transaction-related agreements. This notice informs you that, during a Blackout Period (as discussed further below) relating to the Spin-Off that will affect certain participants in both the Honeywell 401(k) Plan (previously known as the Honeywell Savings and Ownership Plan) and the Honeywell Puerto Rico Savings Plan (previously known as the Honeywell Puerto Rico Savings and Ownership Plan) (collectively, the “Savings Plans”), executive officers and directors will be prohibited from trading in Company Securities (as defined below), whether or not they participate in the Savings Plans.

The Spin-Off will impact the Honeywell Common Stock Fund in the Savings Plans (the “Stock Fund”). The Stock Fund is a unitized stock fund that consists primarily of shares of Honeywell common stock (the “Savings Plan Shares”). Participants will temporarily be unable to conduct certain transactions with respect to their Savings Plan account balances for a period during which the administrator for the Savings Plans will process the distribution of Resideo shares pursuant to the Spin-Off and during the settlement period for the Spin-Off. The period during which participants will be unable to transfer, sell or conduct other transactions with respect to Savings Plan Shares is called the “Blackout Period.” During the Blackout Period, participants who hold Savings Plan Shares will temporarily be unable to perform certain transactions involving the Stock Fund, including the following: (1) direct or diversify investments in the Stock Fund, (2) obtain a full distribution from the Savings Plans (partial distributions will be allowed only if they can be satisfied without impacting Stock Fund balances), or (3) exercise certain other rights generally available under the Savings Plans (e.g., rebalance, fund transfers, withdrawals, loan repayments). In addition, in-kind distributions from the Stock Fund will be restricted during the period starting on the record date and continuing through the end of the Blackout Period (cash distributions from the Stock Fund will continue to be available).

Pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), during the Blackout Period, you generally may not enter into any transaction with respect to shares of Honeywell common stock (including any derivative securities such as stock options) (“Company Securities”), whether or not you participate in the Savings Plans. **Specifically, during the Blackout Period, you are prohibited from, directly or indirectly, purchasing, selling or otherwise acquiring or transferring any Company Securities, including exercising stock options, if you acquired such Honeywell shares or equity awards in connection with your services as a director or executive officer of Honeywell (subject to certain narrow exceptions).** This trading restriction includes indirect trading where you have a pecuniary interest in the transaction (such as transactions by family members, partnerships, corporations, or trusts in which you have a pecuniary interest).

The Blackout Period is currently expected to begin at 4:00 p.m., Eastern Time, on Friday, October 26, 2018 (the anticipated business day prior to the Spin-Off, which is currently expected to occur on Monday, October 29, 2018), and to end during the week beginning Sunday, October 28, 2018, with an expected ending by Saturday, November 3, 2018. We will notify you if the expected start of the Blackout Period changes, and we will notify you in advance if the expected end of the Blackout Period changes, unless it is not practicable to provide such advance notice.

There are limited exemptions to the foregoing restrictions, including: bona fide gifts and transactions involving Company Securities that you are able to demonstrate were not acquired in connection with your service or employment as a director or executive officer and transactions pursuant to a plan intended to comply with the affirmative defense conditions of Rule 10b5-1 under the Exchange Act, provided that such Rule 10b5-1 plan was not entered into or modified during the Blackout Period and you were unaware of the actual or approximate beginning or ending dates of the Blackout Period at the time of the transaction. Proposed transactions should be discussed with Honeywell's General Counsel, Anne T. Madden, before you or your family members take any action concerning Company Securities during this period.

Please note that the trading restrictions implemented because of the Blackout Period are *in addition* to other trading restrictions under Honeywell's Securities Laws: Insider Trading and Corporate Disclosure Manual.

Questions regarding this notice or the Blackout Period (including questions regarding whether the Blackout Period has begun or ended) may be directed to HR Help at 1-877-258-3699, option 1, Monday through Friday, 8:30 a.m. to 8:30 p.m. Eastern Time. You may request a paper version of this notice by contacting HR Help. You may also address any questions by mail to:

Honeywell International Inc.
c/o Corporate Employee Benefits Department
Attention: Plan Administrator, Honeywell Savings Programs
115 Tabor Road
Morris Plains, NJ 07950

If this notice has been delivered to you by electronic means, you have the right to receive a paper version of this notice, and may request a paper version of this notice at no charge by contacting HR Help as indicated above.



Contacts:

Media

Scott Sayres
(480) 257-8921
scott.sayres@honeywell.com

Investor Relations

Mark Macaluso
(973) 455-2222
mark.macaluso@honeywell.com

**HONEYWELL BOARD OF DIRECTORS DECLARES SPIN-OFF DIVIDEND
OF RESIDEO SHARES**

Sets Record and Distribution Dates for Honeywell Common Shareowners

MORRIS PLAINS, N.J., October 2, 2018 — Honeywell (NYSE: HON) today announced that its Board of Directors has declared a pro rata dividend of Resideo Technologies, Inc. common stock, to be made effective at 12:01 a.m. EDT on October 29, 2018, to Honeywell's shareowners of record as of 5:00 p.m. EDT on October 16, 2018, the record date.

Each Honeywell shareowner of record will receive a distribution of one share of Resideo common stock for every six shares of common stock, par value \$1.00 per share, of Honeywell that it holds on the record date. The distribution is subject to certain conditions.

"Today's announcement marks the final phase of the portfolio transformation we announced in October of last year. The Garrett spin was completed on October 1, and Resideo is expected to be an independent, publicly traded company by the end of this month, which is earlier than anticipated," said Honeywell Chairman and Chief Executive Officer Darius Adamczyk. "Once this final phase is complete, Honeywell will be more focused, with businesses that offer multiple platforms for growth and margin expansion, an even stronger balance sheet for aggressively deploying capital, and a continued focus on delivering outstanding returns for our shareowners."

Adamczyk said, "Resideo is well-positioned for future growth and success as a standalone company, with decades of experience in the home comfort and security industries, best-in-class technologies, a long-term agreement to use Honeywell's world-renowned brand, and an experienced management team focused on innovation and speed to market."

It is anticipated that when-issued trading on the New York Stock Exchange in Resideo common stock will begin on or about Monday, October 15. On Monday, October 29, Resideo common stock will begin regular-way trading on the NYSE under the symbol, "REZI."

The Resideo leadership team will host an investor conference at 9 a.m. EDT on Wednesday, Oct. 10, 2018, in New York City. A real-time audio webcast of the presentation can be accessed at www.honeywell.com/investor, where related materials will be posted prior to the presentation and a replay of the webcast will be available for 30 days following the presentation.

Honeywell (www.honeywell.com) is a Fortune 100 software-industrial company that delivers industry specific solutions that include aerospace products and services; control technologies for buildings and industry; and performance materials globally. Our technologies help everything from aircraft, buildings, manufacturing plants, supply chains, and workers become more connected to make our world smarter, safer, and more sustainable. For more news and information on Honeywell, please visit www.honeywell.com/newsroom.

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. 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, as well as the ability to effect the separations. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business

- MORE -

decisions may differ from those envisaged by such forward-looking statements, including with respect to any changes in or abandonment of the proposed separations. We identify the principal risks and uncertainties that affect our performance in our Form 10-K and other filings with the Securities and Exchange Commission.

For additional information with respect to Resideo and the proposed spin-off, please refer to the Form 10 Registration Statement, as it may be further amended, on file with the Securities and Exchange Commission.

The spin-off is subject to customary conditions. This communication shall not constitute an offer of any securities for sale, nor shall there be any offer, sale or distribution of securities in any jurisdiction in which such offer, sale or distribution would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.