

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 – March 1, 2016

(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
(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))
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ITEM 8.01 OTHER EVENTS

On March 1, 2016, Honeywell International Inc. (the “Company”) issued a press release stating that it was no longer pursuing a combination with United Technologies. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibit 99.1 Honeywell International Inc. Press Release dated March 1, 2016

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: March 1, 2016

HONEYWELL INTERNATIONAL INC.

By: /s/ Jeffrey N. Neuman

Jeffrey N. Neuman

Vice President, Corporate Secretary and

Deputy General Counsel



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HONEYWELL NO LONGER PURSUING COMBINATION WITH UNITED TECHNOLOGIES

MORRIS PLAINS, N.J., March 1, 2016 –Honeywell (**NYSE: HON**) today announced that it is no longer pursuing a strategic combination with United Technologies due to their unwillingness to engage in negotiations. Honeywell was interested in a combination because we saw compelling value creation for both sets of shareholders and a readily executable transaction due to two largely complementary business portfolios.

Honeywell strongly disagrees with United Technologies' characterization of the regulatory and customer risks associated with the transaction. We remain confident that the regulatory process would not have presented a material obstacle to a transaction. United Technologies felt the same way as we do when they approached us in May, 2011 and in April, 2015. In our approach to their Chairman and their CEO on February 19, 2016, we had hoped to continue amicable and quiet discussions of a combination. In fact, we were told by them during the meeting that such a combination would be fabulous, they would take it very seriously, and they would get back to us with questions within a week in anticipation of their upcoming Board meeting.

Both companies have agreed in the recent past that the industrial logic was compelling in a very doable transaction. "From both an industrial logic and shareholder value perspective, Honeywell and United Technologies are a great match and that is why the two companies have been talking about a combination for more than 15 years," said Honeywell Chairman and CEO, Dave Cote. "We made a full and fair offer that would have greatly benefitted both sets of shareowners. Considerable value would have been added through the \$3.5 billion of very achievable cost synergies (6% of UTX sales, 4% of total sales) and application of Honeywell management practices, especially our extensive software capability and cost management that would support needed product reinvestment. It also would have created the opportunity to construct an excellent core growth portfolio. However, continuing to try to negotiate with an unwilling partner is inconsistent with our disciplined acquisition process.

We have a terrific growth story for standalone Honeywell that we look forward to sharing at our Investor Day on March 2."

Honeywell (www.honeywell.com) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; turbochargers; and performance materials. For more news and information on Honeywell, please visit www.honeywellnow.com.

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. 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. 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.

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