

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 – December 10, 2025
(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)

855 S. MINT STREET, CHARLOTTE, NC
(Address of principal executive offices)

28202
(Zip Code)

Registrant's telephone number, including area code: (704) 627-6200

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------------|----------------------|---|
| Common Stock, par value \$1 per share | HON | The Nasdaq Stock Market LLC |
| 3.500% Senior Notes due 2027 | HON 27 | The Nasdaq Stock Market LLC |
| 2.250% Senior Notes due 2028 | HON 28A | The Nasdaq Stock Market LLC |
| 3.375% Senior Notes due 2030 | HON 30 | The Nasdaq Stock Market LLC |
| 0.750% Senior Notes due 2032 | HON 32 | The Nasdaq Stock Market LLC |
| 3.750% Senior Notes due 2032 | HON 32A | The Nasdaq Stock Market LLC |
| 4.125% Senior Notes due 2034 | HON 34 | The Nasdaq Stock Market LLC |
| 3.750% Senior Notes due 2036 | HON 36 | The Nasdaq Stock Market LLC |

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On December 10, 2025, Honeywell International Inc. (the “Company”) announced that Ms. Indra Nooyi, 70, former Chair and Chief Executive Officer of PepsiCo, Inc., has been appointed, effective January 1, 2026, to serve as an Independent Director on the Company’s Board of Directors. Ms. Nooyi served as Chief Executive Officer of PepsiCo, Inc. from 2006 through 2018 and Chair of its board of directors from 2007 to 2019. Prior to that, she spent five years as President and Chief Financial Officer and was a member of the PepsiCo, Inc., board of directors. Ms. Nooyi currently serves on the board of directors of Amazon, where she chairs the audit committee. She also sits on the supervisory board of Philips where she is a member of the nominating and corporate governance committee.

Ms. Nooyi will stand for election at the Company’s 2026 Annual Meeting of Shareowners. She will receive compensation as a non-employee director in accordance with the Company’s previously-disclosed non-employee director compensation practices.

Item 7.01 Regulation FD Disclosure

On December 10, 2025, the Company issued the press release attached hereto as Exhibit 99.1 with respect to the matters set forth in Item 5.02 above.

The information in Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

The following exhibits are filed as part of this report:

| Exhibit # | Description |
|------------------|---|
| 99.1 | Press Release of Honeywell International Inc., dated December 10, 2025. |
| 104 | Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document). |

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: December 10, 2025

HONEYWELL INTERNATIONAL INC.

By: /s/ Su Ping Lu

Su Ping Lu

Senior Vice President, General Counsel and Corporate Secretary

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HONEYWELL APPOINTS INDRA NOOYI TO BOARD OF DIRECTORS

CHARLOTTE, N.C., Dec. 10, 2025 -- Honeywell (**NASDAQ: HON**) announced today that its Board of Directors has appointed Indra Nooyi, 70, former Chair and Chief Executive Officer of PepsiCo, to its Board of Directors as an Independent Director, effective January 1, 2026.

Nooyi served as Chief Executive Officer of PepsiCo from 2006 through 2018 and Chair of its board of directors from 2007 to 2019. Prior to that, she spent five years as President and Chief Financial Officer and was a member of the PepsiCo board of directors. During her tenure at PepsiCo, Nooyi was the chief architect of Performance with Purpose, PepsiCo's pledge to deliver sustained growth by making more nutritious products, limiting the company's environmental footprint, and empowering its associates and people in the communities it serves.

"We warmly welcome Indra to our Board of Directors. She brings a wealth of experience and a proven track record leading diverse, global businesses and accelerating long-term growth," said Vimal Kapur, Chairman and Chief Executive Officer of Honeywell. "Her strategic insights, commitment to innovation and financial and operational expertise will complement the experience of our current board and help support continued value creation for our shareholders."

Nooyi joined PepsiCo in 1994 and held roles in finance and corporate strategy and development. Prior to joining PepsiCo, Ms. Nooyi held management positions at ABB, Motorola, and The Boston Consulting Group.

Nooyi currently serves on the board of directors of Amazon, where she chairs the audit committee. She also sits on the supervisory board of Philips where she is a member of the nominating and corporate governance committee.

Nooyi holds a bachelor's degree from Madras Christian College, a Master of business administration degree from the Indian Institute of Management in Calcutta, and a Master of Public and Private Management from the Yale School of Management.

About Honeywell

Honeywell is an integrated operating company serving a broad range of industries and geographies around the world, with a portfolio that is underpinned by our Honeywell Accelerator operating system and Honeywell Forge platform. As a trusted partner, we help organizations solve the world's toughest, most complex challenges, providing actionable solutions and innovations for aerospace, building automation, industrial automation, process automation, and process technology, that help make the world smarter and safer as well as more secure and sustainable. For more news and information on Honeywell, please visit www.honeywell.com/newsroom.

Forward-Looking Statements

We describe many of the trends and other factors that drive our business and future results in this release. Such discussions contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements are those that address activities, events, or developments that management intends, expects, projects, believes, or anticipates will or may occur in the future. They are based on management's assumptions and assessments in light of past experience and trends, current economic and industry conditions, expected future developments, and other relevant factors, many of which are difficult to predict and outside of our control. They are not guarantees of future performance, and actual results, developments and business decisions may differ significantly from those envisaged by our forward-looking statements. We do not undertake to update or revise any of our forward-looking statements, except as required by applicable securities law. Our forward-looking statements are also subject to material risks and uncertainties, including ongoing macroeconomic and geopolitical risks, such as lower GDP growth or recession, capital markets volatility, inflation, and certain regional conflicts, that can affect our performance in both the near- and long-term. In addition, no assurance can be given that any plan, initiative, projection, goal, commitment, expectation, or prospect set forth in this release can or will be achieved. These forward-looking statements should be considered in light of the information included in this release, our Form 10-K and other filings with the Securities and Exchange Commission. Any forward-looking plans described herein are not final and may be modified or abandoned at any time.