

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 – September 29, 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 7.01 Regulation FD Disclosure

On September 29, 2025, Honeywell International Inc., a Delaware corporation (“Honeywell”), permanently divested certain of its legacy asbestos liabilities by selling Sterling Wander LLLP (“Sterling Wander”), a Delaware limited liability limited partnership and an indirect subsidiary of Honeywell that, together with Sterling Wander’s wholly owned subsidiaries, holds these liabilities and the related insurance assets (the “Divestiture”). The Divestiture was made to Delticus, a leading, institutionally capitalized corporate liability acquisition platform that specializes in acquiring and managing long tail legacy corporate liabilities.

At closing, Sterling Wander was capitalized with the related insurance assets and a total of approximately \$1.68 billion in cash. In connection with the Divestiture, Sterling Wander, the board of directors of Honeywell and the governing bodies of certain of Honeywell’s subsidiaries received a solvency opinion from an independent advisory firm that formed the basis (along with other inputs) for its determination that Sterling Wander, together with its subsidiaries, was solvent and adequately capitalized as of the date of, and after giving effect to the consummation of, the Divestiture.

As a result of the Divestiture, the divested asbestos liabilities and related insurance assets will be removed from Honeywell’s consolidated balance sheet. Delticus has assumed management of Sterling Wander and its subsidiaries, including the management of their claims and insurance policy reimbursements.

On October 1, 2025, Honeywell issued a press release announcing the Divestiture, a copy of which is furnished as Exhibit 99.1 hereto.

The information furnished pursuant to this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Cautionary Statement About Forward-Looking Statements

Certain statements in this Current Report on Form 8-K are forward-looking statements within the meaning of Section 21E of the Exchange Act. We describe many of the trends and other factors that drive our business and future results in this Current Report on Form 8-K. Such discussions contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), including statements related to the proposed spin-off of the Company’s Advanced Materials business into Solstice Advanced Materials, a standalone, publicly traded company, the proposed separation of Automation and Aerospace Technologies, and the evaluation of strategic alternatives for the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses. Forward-looking statements are those that address activities, events, or developments that we or our management intend, expect, project, believe, or anticipate 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, including Honeywell’s current expectations, estimates, and projections regarding the proposed spin-off of the Company’s Advanced Materials business into Solstice Advanced Materials, a standalone, publicly traded company, the proposed separation of Automation and Aerospace Technologies, and the evaluation of strategic alternatives for the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses. 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, including the consummation of the spin-off of the Advanced Materials business into Solstice Advanced Materials, the proposed separation of Automation and Aerospace Technologies, and the evaluation of strategic alternatives for the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses, and the anticipated benefits of each. 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 changes in or application of trade and tax laws and policies, including the impacts of tariffs and other trade barriers and restrictions, lower GDP growth or recession in the U.S. or globally, supply chain disruptions, capital markets volatility, inflation, and certain regional conflicts, which 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 Current Report on Form 8-K can or will be achieved. These forward-looking statements should be considered in light of the information included in this Current Report on Form 8-K, our Form 10-K, and our 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.

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 dated October 1, 2025, issued by Honeywell International Inc.
104	Cover Page Interactive Data File (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: October 1, 2025

HONEYWELL INTERNATIONAL INC.

By: /s/ Su Ping Lu

Su Ping Lu

Senior Vice President, General Counsel and Corporate Secretary

Contacts:

Media

Stacey Jones

(980) 378-6258

stacey.jones@honeywell.com

Investor Relations

Sean Meakim

(704) 627-6200

sean.meakim@honeywell.com

HONEYWELL ANNOUNCES TRANSACTION TO DIVEST LEGACY ASBESTOS LIABILITIES

- *Divests all Bendix asbestos liabilities and certain non-Bendix asbestos liabilities*
- *Transaction strengthens annual free cash flow generation and further advances Honeywell's priorities of portfolio optimization and simplification*

CHARLOTTE, N.C., October 1, 2025 -- Honeywell (**NASDAQ: HON**) today announced that it has divested all of its legacy Bendix asbestos liabilities, as well as certain non-Bendix asbestos liabilities, to Delticus, a leading institutionally capitalized corporate liability acquisition platform.

Under the terms of the agreement, Honeywell and Delticus contributed approximately \$1.68 billion in cash, as well as certain insurance assets related to these legacy asbestos liabilities, to the newly established structure. Delticus assumed full responsibility for administering and resolving all current and future asbestos-related claims associated with the acquired liabilities. Honeywell utilized a portion of the approximately \$1.6 billion in cash received from the recently announced Resideo Indemnification and Reimbursement Agreement termination transaction to fund the Delticus transaction.

The transaction allows Honeywell to permanently divest these legacy asbestos liabilities and transfer them to a high-quality partner in Delticus, providing finality and allowing the company to focus on redeploying capital toward core growth priorities. The timing also aligns with Honeywell's overall efforts to simplify its portfolio in advance of its planned separation into three independent, industry-leading companies, which is expected to be completed in the second half of 2026.

Honeywell will have no further financial exposure to the transferred liabilities, which will be fully managed and administered by Delticus and for which Honeywell is fully indemnified.

Financial Impact

The estimated impact of the divestiture will be a one-time after-tax loss of approximately \$115 million and the loss will be excluded from Adjusted Earnings Per Share. Additionally, because Delticus is taking over these liabilities, the transaction is expected to improve annual free cash flow by more than \$100 million over the next several years and then decrease over time.

About Honeywell

Honeywell is an integrated operating company serving a broad range of industries and geographies around the world. Our business is aligned with three powerful megatrends – automation, the future of aviation and energy transition – underpinned by our Honeywell Accelerator operating system and Honeywell Forge IoT platform. As a trusted partner, we help organizations solve the world's toughest, most complex challenges, providing actionable solutions and innovations through our Aerospace Technologies, Industrial Automation, Building Automation and Energy and Sustainability Solutions business segments that help make the world smarter, 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), including statements related to the proposed spin-off of the Company's Advanced Materials business into Solstice Advanced Materials, a standalone, publicly traded company, the proposed separation of Automation and Aerospace Technologies, and the evaluation of strategic alternatives for the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses. Forward-looking statements are those that address activities, events, or developments that we or our management intend, expect, project, believe, or anticipate 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, including Honeywell's current expectations, estimates, and projections regarding the proposed spin-off of the Company's Advanced Materials business into Solstice Advanced Materials, a standalone, publicly traded company, the proposed separation of Automation and Aerospace Technologies, and the evaluation of strategic alternatives for the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses. 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, including the consummation of the spin-off of the Advanced Materials business into Solstice Advanced Materials, the proposed separation of Automation and Aerospace Technologies, and the evaluation of strategic alternatives for the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses, and the anticipated benefits of each. 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 changes in or application of trade and tax laws and policies, including the impacts of tariffs and other trade barriers and restrictions, lower GDP growth or recession in the U.S. or globally, supply chain disruptions, capital markets volatility, inflation, and certain regional conflicts, which 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 our 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.