
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

HONEYWELL INTERNATIONAL INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

22-2640650
(I.R.S. Employer
Identification Number)

855 S. Mint Street
Charlotte, NC
(Address of Principal Executive Offices)

28202
(Zip code)

Honeywell Aerospace 401(k) Plan
Honeywell Aerospace Puerto Rico Savings Plan
(Full Title of the Plans)

Su Ping Lu
Senior Vice President, General Counsel and Corporate Secretary
Honeywell International Inc.
855 S. Mint Street
Charlotte, NC 28202
(704) 627-6200
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with the new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) of Honeywell International Inc. (the “Registrant”) relates to 133,000 shares of the Registrant’s common stock, par value \$1.00 per share (“Common Stock”), that may be allocated to participant accounts under the Honeywell Aerospace 401(k) Plan (as may be amended from time to time, the “401(k) Plan”), and 9,000 shares of Common Stock that may be allocated to participant accounts under the Honeywell Aerospace Puerto Rico Savings Plan (as may be amended from time to time, the “Puerto Rico Plan” and, together with the 401(k) Plan, the “Plans”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover such indeterminate number of additional shares of Common Stock as may become issuable under the Plans as a result of stock splits, stock dividends or similar transactions.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in this Part I will be sent or given to participants in the Plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission as part of this Registration Statement. These documents and the documents incorporated by reference in the Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed (other than filings or portions of filings that are deemed furnished under applicable Commission rules, rather than filed) by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed on February 17, 2026;
- (b) The Registrant’s Current Reports on Form 8-K filed on [January 29, 2026](#), [February 17, 2026](#), [March 3, 2026](#), [March 6, 2026](#), [March 16, 2026](#), and [March 23, 2026](#); and
- (c) The description of the Registrant’s Common Stock contained in [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, and any other amendments and reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items) and prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the “DGCL”) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement in connection with specified actions, suits, proceedings whether civil, criminal, administrative, or investigative (other than action by or in the right of the corporation—a “derivative action”), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys’ fees) incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The DGCL provides that it is not exclusive of other indemnification that may be granted by a corporation’s charter, by-laws, disinterested director vote, shareholder vote, agreement, or otherwise.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director or officer of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director’s duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) payment of unlawful dividends or unlawful stock purchases or redemptions, or (iv) any transaction from which the director derived an improper personal benefit.

Under Article ELEVENTH of the Registrant’s Amended and Restated Certificate of Incorporation, each person who is or was a director or officer of the Registrant, and each director or officer of the Registrant who serves or served any other enterprise or organization at the request of the Registrant, shall be indemnified by the Registrant to the full extent permitted by the DGCL.

Under the DGCL, to the extent that such a person is successful on the merits or otherwise in defense of a suit or proceeding brought against such person by reason of the fact that such person is or was a director or officer of the Registrant, or serves or served any other enterprise or organization at the request of the Registrant, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred in connection with such action.

If unsuccessful in defense of a third-party civil suit or a criminal suit, or if such a suit is settled, such a person shall be indemnified under such law against both (i) expenses (including attorneys’ fees) and (ii) judgments, fines and amounts paid in settlement if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Registrant, and with respect to any criminal action, had no reasonable cause to believe such person’s conduct was unlawful.

If unsuccessful in defense of a suit brought by or in the right of the Registrant, or if such suit is settled, such a person shall be indemnified under such law only against expenses (including attorneys’ fees) actually and reasonably incurred in the defense or settlement of such suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Registrant except that if such a person is adjudged to be liable in such suit to the Registrant, such person cannot be made whole even for expenses unless the court determines that such person is fairly and reasonably entitled to indemnity for such expenses.

In addition, the Registrant maintains directors' and officers' reimbursement and liability insurance pursuant to standard form policies. The risks covered by such policies include certain liabilities under the securities laws.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The Registrant undertakes to submit the 401(k) Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the 401(k) Plan.

Pursuant to the instruction to Item 8 of Form S-8, no opinion of counsel as to the legality of the shares of Common Stock registered with respect to the Plans is furnished because no original issuance securities are being registered.

The following exhibits are filed with or incorporated by reference into this registration statement (numbering corresponds to Exhibit Table in Item 6.01 of Regulation S-K).

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of Honeywell International Inc., dated June 23, 2025 (incorporated by reference to Exhibit 3.1 to Honeywell International Inc.'s Current Report on Form 8-K, filed on June 23, 2025).
4.2	Amended and Restated By-laws of Honeywell International Inc., dated July 25, 2025 (incorporated by reference to Exhibit 3(i) to Honeywell International Inc.'s Current Report on Form 8-K, filed on July 30, 2025).
5.1*	Opinion of Carlos Gonzalez Law Office LLC (d/b/a BenefitsPuertoRico.com) regarding compliance of the Puerto Rico Plan with ERISA.
23.1*	Consent of Carlos Gonzalez Law Office LLC (d/b/a BenefitsPuertoRico.com) (included in Exhibit 5.1).
23.2*	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (incorporated by reference to Exhibit 24 to Honeywell International Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed on February 17, 2026).
107*	Filing Fee Table.

* Filed herewith.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered

would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Charlotte, North Carolina, on April 1, 2026.

HONEYWELL INTERNATIONAL INC.

By: /s/ Robert D. Mailloux
Name: Robert D. Mailloux
Title: Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on April 1, 2026.

<u>Name</u>	<u>Title</u>
<u>*</u> Vimal Kapur	Chairman of the Board, Chief Executive Officer, and Director
<u>/s/ Michal Stepniak</u> Michal Stepniak	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Robert D. Mailloux</u> Robert D. Mailloux	Vice President and Controller (Principal Accounting Officer)
<u>*</u> Duncan B. Angove	Director
<u>*</u> Craig Arnold	Director
<u>*</u> William S. Ayer	Director
<u>*</u> Kevin Burke	Director
<u>*</u> D. Scott Davis	Director
<u>*</u> Deborah Flint	Director

Name	Title
* Michael W. Lamach	Director
* Grace D. Lieblein	Director
* Indra K. Nooyi	Director
* Marc Steinberg	Director
* Robin Watson	Director
* Stephen Williamson	Director

*By: /s/ Su Ping Lu
 Su Ping Lu
 Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the plan administrator of the Honeywell Aerospace 401(k) Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Charlotte, North Carolina, on April 1, 2026.

HONEYWELL AEROSPACE 401(K) PLAN

By: /s/ Matt Ponicali
 Name: Matt Ponicali
 Title: Vice President, Global Benefits

Pursuant to the requirements of the Securities Act of 1933, the plan administrator of the Honeywell Aerospace Puerto Rico Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Charlotte, North Carolina, on April 1, 2026.

HONEYWELL AEROSPACE PUERTO RICO SAVINGS PLAN

By: /s/ Matt Ponicali
 Name: Matt Ponicali
 Title: Vice President, Global Benefits



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Carlos@BenefitsPuertoRico.com

March 16, 2026

By email: lisa.dooley@honeywell.com

Matthew Ponicali,
Vice President, Total Benefits
Honeywell Aerospace Inc.,
1944 East Sky Harbor Circle North
Phoenix, AZ 85034

**Re: Honeywell Aerospace Puerto Rico Savings Plan &
Honeywell Aerospace Puerto Rico Savings Plan Trust Fund**

Dear Mr. Ponicali:

In accordance with 17 C.F.R. § 229.601(b)(5)(ii)(A), this is confirm that, in my opinion, the Honeywell Aerospace Puerto Rico Savings Plan (the "Plan") and the trust fund forming part of the Plan, the Honeywell Aerospace Puerto Rico Savings Plan Trust Fund (the "Trust Fund"), are subject to, and properly comply with, the provision of Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), applicable to individual account plans.

The following facts and circumstances support my opinion:

1. The Plan is a profit-sharing plan with a cash-or-deferred arrangement qualified under Section 1081.01 (a) of the Puerto Rico Internal Revenue Code of 2011, as amended (the "PRIRC"), and the Trust Fund is an employees' trust exempt from:(a) Puerto Rico income taxation in accordance with PRIRC § 1081.01(a); and (b) United States income taxation in accordance with ERISA § 1022(i)(1) and Treas. Reg. § 1.501(a)-1(e).
2. The official documents for the Plan and Trust Fund have been designed, and are intended to be operated, in accordance with the relevant plan qualification and tax-exemption provisions of PRIRC § 1081.01(a) and the reporting and disclosure, participation and vesting, fiduciary responsibility, and administration and enforcement provisions of Title I of ERISA.

3. Active participation in the Plan is limited to the eligible employees of Honeywell Aerospace Inc. and its participating affiliates and subsidiaries who, in accordance with ERISA § 1022(i)(1), are bona fide residents of Puerto Rico.
4. The Trust Fund is established, organized, and registered under the laws of Puerto Rico and its trustee is a financial institution located in Puerto Rico.
5. In accordance with Circular Letter of Tax Policy No. 16-08, by the end of 2026, the Plan and Trust Fund will be filed with the Puerto Rico Treasury Department to obtain a determination letter confirming the Plan's local qualification and the Trust Fund's local tax exemption under PRIRC § 1081.01(a).

This opinion is being furnished to you solely for your benefit in connection with the filing by Honeywell International Inc. of a registration statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended, with respect to shares of Honeywell International Inc. common stock, par value \$1.00 per share, that may be allocated to participant accounts under the Plan and is not to be used, circulated, quote, relied upon or otherwise referred to for any other purpose, without my prior written consent. I hereby consent to the use of this opinion as an exhibit to the Registration Statement.

If you have any questions or would like more information about this matter, please contact me at your earliest convenience.

Cordially,

/s/ Carlos Gonzalez
Carlos Gonzalez

cc: Christopher Rukus (Aerospace)
Lisa Dooley (Honeywell)
Ashely Quick (Honeywell)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 17, 2026, relating to the financial statements of Honeywell International Inc. and the effectiveness of Honeywell International Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Honeywell International Inc. for the year ended December 31, 2025.

/s/ DELOITTE & TOUCHE LLP

Charlotte, North Carolina
April 1, 2026

Calculation of Filing Fee Table

Form S-8
(Form Type)Honeywell International Inc.
(Exact Name of Registrant as Specified in its Charter)**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$1.00 per share	Rule 457(c) and Rule 457(h)	142,000	\$224.45	\$31,871,900	0.0001381	\$4,401.51
Total Offering Amounts							\$4,401.51
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fees Due							\$4,401.51

- (1) This registration statement registers 142,000 shares of common stock, par value \$1.00 per share, of Honeywell International Inc. (“Common Stock”) to be issued from time to time in accordance with the Honeywell Aerospace 401(k) Plan and the Honeywell Aerospace Puerto Rico Savings Plan (collectively, the “Plans”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), the number of shares of Common Stock registered hereby includes an indeterminate number of shares of Common Stock that may be issued in connection with share splits, share dividends or similar transactions.
- (2) The proposed maximum offering price per share and proposed maximum aggregate offering price for the Common Stock covered by this registration statement have been estimated in accordance with Rules 457(c) and (h) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$224.45 per share represents the average of the high and low sales prices of Common Stock as reported on the Nasdaq Stock Market LLC on March 27, 2026.