

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 – January 30, 2024
(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
0.000% Senior Notes due 2024	HON 24A	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
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

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 January 30, 2024, the Board of Directors (the "Board") of Honeywell International Inc. (the "Company") unanimously elected the Company's Chief Executive Officer and a current director, Mr. Vimal Kapur, age 58, to succeed Mr. Darius Adamczyk as Chairman of the Board, effective as of June 7, 2024. At such time, Mr. Adamczyk will retire from the Board and serve as Senior Advisor to the Company.

In addition, the Company's independent directors have unanimously elected Mr. William S. Ayer to succeed Mr. D. Scott Davis as independent Lead Director, effective as of the Company's Annual Meeting of Shareowners on May 14, 2024. Following that change, Mr. Davis will remain on the Board as an independent director and Chairman of the Audit Committee.

Mr. Kapur's and Mr. Ayer's elections to the new roles above are subject to their election to the Board at the Company's Annual Meeting of Shareowners on May 14, 2024. There are no arrangements or understandings between Mr. Kapur and any other persons pursuant to which he was elected Chairman of the Board. There is no family relationship between Mr. Kapur and any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer of the Company. The Company has not entered into any transactions with Mr. Kapur that would require disclosure pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Item 7.01 Regulation FD Disclosure

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 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 dated February 1, 2024, entitled "Honeywell Elects Vimal Kapur as Chairman and William S. Ayer as Independent Lead Director."
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: February 1, 2024

HONEYWELL INTERNATIONAL INC.

By: /s/ Anne T. Madden

Anne T. Madden

Senior Vice President and General Counsel



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**HONEYWELL ELECTS VIMAL KAPUR AS CHAIRMAN AND
WILLIAM S. AYER AS INDEPENDENT LEAD DIRECTOR**

- *Kapur to commence new role, effective June 2024*
- *Ayer, former Chair and CEO of Alaska Airlines, to succeed D. Scott Davis as Independent Lead Director, effective May 2024*
- *Executive Chairman Darius Adamczyk to step down from the board, effective June 2024*

CHARLOTTE, N.C. February 1, 2024 -- Honeywell (**NASDAQ: HON**) today announced that its Board of Directors has elected CEO Vimal Kapur to take on the additional role of chairman when current executive chairman Darius Adamczyk retires from the board as of June 7, 2024. William S. Ayer has also been elected to succeed D. Scott Davis as independent lead director beginning as of the company's annual meeting on May 14, 2024. Davis, who has served as lead director since 2020, will continue to serve as an independent director and as Chair of the Audit Committee.

"The board is unified in its view that Vimal will provide decisive strategic leadership and strong execution of Honeywell's growth plans, capital deployment, succession planning and continuing operational excellence, said Davis, Honeywell's independent lead director. "Additionally, we are confident that the robust governance authorities and responsibilities of our independent lead director, combined with Bill's thoughtful and extensive leadership, will enable our highly independent, diverse, and experienced board to provide effective support and oversight."

Adamczyk, who was Honeywell's chairman and CEO until June 2023 when he became executive chairman, said, "I would like to thank Scott for his service to Honeywell as lead director. His independent perspectives and counsel as Honeywell successfully navigated the unprecedented macro challenges of the past four years, and his leadership throughout the CEO succession planning and smooth transition process have been invaluable to me, Vimal and the entire management team."

"It is a privilege and honor to be named chairman with the full support of Darius and our independent directors," Kapur said. "I look forward to working with Bill, our outstanding board and leadership team and our talented people to continue accelerating Honeywell's growth aligned with three powerful megatrends--automation, the future of aviation and energy transition--each of which is underpinned by robust digitalization capabilities and solutions."

He added, "Accelerating our innovation playbook, leveraging our financial strength and unlocking greater value through our Accelerator operating system uniquely positions us to blend advanced software with leading physical products and solutions to lead in our end markets." Kapur, 58, became President and CEO of Honeywell in June 2023 after serving as President and Chief Operating Officer since July 2022.

“I would like to thank Darius for his leadership and numerous contributions to position Honeywell for growth. I am also grateful to Scott for his service as lead director over the past four years, and his continued service on the board,” Kapur said. “I would also like to congratulate Bill, who as chair of the Corporate Governance and Responsibility Committee, successfully led our robust shareowner engagement program and will continue bringing critical shareowner feedback to the boardroom. His independent perspectives, commitment to best-in-class governance practices, and leadership strengths will be essential as we partner to deliver on Honeywell’s strategic growth objectives.”

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 Connected Enterprise integrated software 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 and more sustainable. For more news and information on Honeywell, please visit www.honeywell.com/newsroom.