
**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 (Date of earliest event reported): October 10, 2018

RESIDEO TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38635
(Commission
File Number)

82-5318796
(IRS Employer
Identification No.)

1985 Douglas Drive North, Golden Valley, Minnesota
(Address of principal executive offices)

55422
(Zip Code)

Registrant's telephone number, including area code: (763) 954-5204

Not applicable
(Former name or former address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Members of management of Resideo Technologies, Inc. (the “Company”) are hosting its previously announced investor day on October 10, 2018 in anticipation of its previously announced spin-off from Honeywell International Inc. The investor day is open to all investors and the presentation slides (the “Presentation Slides”) have been posted on the “Investor Relations” section of Honeywell’s website (www.honeywell.com/investor) for a period of 30 days. A copy of the Presentation Slides is attached as Exhibit 99.1 and incorporated by reference herein.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, 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 of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Reference to Honeywell’s website is made as an inactive textual reference and information contained on Honeywell’s website, except for the Presentation Slides attached hereto as Exhibit 99.1, is not incorporated by reference into this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibits.

Exhibit 99.1 [Presentation Slides: Resideo Investor Conference – NYSE: REZI dated October 10, 2018](#)

SIGNATURES

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.

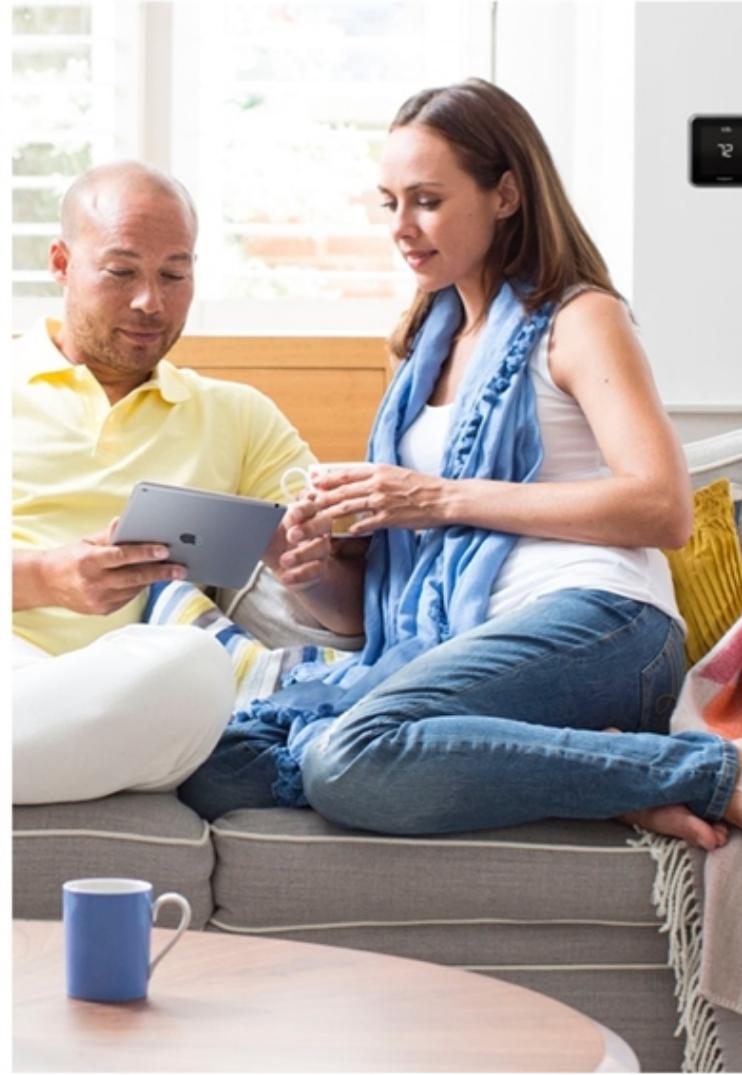
RESIDEO TECHNOLOGIES, INC.

By: /s/ Jacqueline Katzel

Name: Jacqueline Katzel

Title: President

Date: October 10, 2018



**Investor Showcase and
Technology Demonstration**
Wednesday, October 10 | New York

resideo
Honeywell Home



Disclaimer

Additional Information

For additional information with respect to Resideo Technologies, Inc. and the proposed spin-off, please refer to the Form 10 Registration Statement, as it may be further amended, on file with the Securities and Exchange Commission ("Form 10"). The spin-off is subject to customary conditions. The financial information included in this document may not necessarily reflect Resideo's financial position, results of operations, and cash flows in the future or what Resideo's financial position results of operations, and cash flows would have been had Resideo been an independent, publicly traded company during the periods presented. This communication shall not constitute an offer of any securities for sale, nor shall there be any offer, sale or distribution of securities in any jurisdiction in which such offer, sale or distribution would be unlawful prior to appropriate registration or qualification under the securities law of such jurisdiction.

Forward-Looking Statements

This presentation contains "forward-looking statements." All statements, other than statements of fact, that address activities, events or developments that we or our management intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Although we believe forward-looking statements are based upon reasonable assumptions, such statements involve known and unknown risks, uncertainties, and other factors, which may cause the actual results or performance of the company to be materially different from any future results or performance expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to those described in the Form 10 under the headings "Risk Factors" and "Cautionary Statement Concerning Forward-Looking Statements." You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Forward looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by our forward-looking statements.

Non-GAAP Financial Measures

This presentation includes Adjusted EBITDA, Adjusted EBITDA including environmental indemnification payments, Adjusted EBITDA Margin, Segment Profit, Segment Profit Margin and other financial measures not compliant with generally accepted accounting principles in the United States (GAAP). The non-GAAP financial measures provided herein are adjusted for certain items as presented in the Appendix and may not be directly comparable to similar measures used by other companies in our industry, as other companies may define such measures differently. Management believes that, when considered together with reported amounts, these measures are useful to investors and management in understanding our ongoing operations and in analysis of ongoing operating trends. These metrics should be considered in addition to, and not as replacements for, the most comparable GAAP measure. Refer to the Appendix attached to this presentation for reconciliations of non-GAAP financial measures to the most directly comparable GAAP measures. We believe EBITDA, Adjusted EBITDA, Adjusted EBITDA including environmental indemnification payments, Adjusted EBITDA Margin, Segment Profit, and Segment Profit Margin are important indicators of operating performance which more closely measure our operating profit.

A reconciliation of Adjusted EBITDA and Adjusted EBITDA Margin to the closest GAAP financial measure is not available without unreasonable efforts on a forward-looking basis due to the impact and timing on future operating results arising from items excluded from these measures, particularly standalone costs, environmental indemnification reimbursement expense, non-operating (income) expense, stock compensation expense and repositioning charges. For additional information with respect to our Unaudited Combined Financial Statements, see our Form 10.

resideo



Executive Overview

Mike Nefkens | President and CEO

Today's Presenters

Executive Overview

9:00-9:20 a.m.

Mike Nefkens, *President and CEO*

Products Overview

9:20-9:40 a.m.

Mike Nefkens, *President and CEO*



- Previously EVP and GM Hewlett Packard Enterprise
- Led successful turnaround and spinoff-merger of HP Enterprise Services and served on executive team of HP's PC/Printers and software business spinoff into a standalone company

Connected Home Software Overview

9:40-9:55 a.m.

Scott Harkins, *Vice President and General Manager, Connected Home*



- 30 years of experience in residential markets
- Several previous sales and leadership positions at Honeywell; instrumental in transformation to connected, software-driven solutions

Growth Strategy

10:25-10:40 a.m.

Inder Reddy, *Vice President, Corporate Strategy*



- Previously president, Honeywell Security Products Americas
- Responsible for overall strategy for Products and Distribution
- Engineer by training, with Honeywell since 2010

ADI Distribution Overview

9:55-10:10 a.m.

Rob Aarnes, *President, ADI Global Distribution*



- ADI North America leader for 6 years
- 30 years of logistics and distribution experience
- Began career in the U.S. Navy as a supply officer

Financial Review

10:40-11:00 a.m.

Joe Ragan, *Executive Vice President and CFO*



- Previously CFO Ferroglobe PLC where he led merger and significant recapitalization
- Experienced CFO for multiple publicly traded companies

Break

10:10-10:25 a.m.

Q&A

11:00-11:30 a.m.



RESIDEO | Snapshot

LAUNCHING OCTOBER 2018

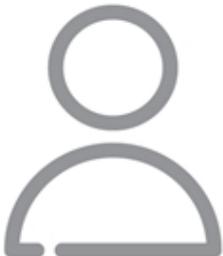
REZI

NYSE

**\$4.77B -
4.83B**
2018E Net Sales

**\$605M -
615M**
Pro Forma Adj.
EBITDA (2018E)

**\$465M -
475M**
Pro Forma
Adj. EBITDA
Incl. Enviro. Indem.
(2018E)



4.7 MILLION
CONNECTED CUSTOMERS



150
MILLION
HOUSEHOLDS
with a Honeywell product



200+
DISTRIBUTOR
STOCKING LOCATIONS



14,500 EMPLOYEES



INSTALLATION OF
15 MILLION
SYSTEMS A YEAR



DATA COLLECTED FROM
30 MILLION
SENSOR POINTS

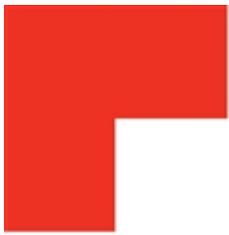


OVER
100,000
CONTRACTORS
SERVED THROUGH ADI DISTRIBUTION



#1 GLOBAL
DISTRIBUTOR
SECURITY PRODUCTS

¹ Pro Forma (PF) Adjusted EBITDA including environmental indemnification payments is PF Adjusted EBITDA adjusted for payment pursuant to Indemnification and Reimbursement Agreement ("Reimbursement Agreement"). PF Adjusted EBITDA represents EBITDA adjusted for the Trademark License Agreement, environmental expense, standalone costs, non-operating (income) expense, stock compensation expense and repositioning charges. See Appendix.



RESIDEO | Business Overview

Positioned to Win

\$4.5B
2017 FY Sales

Honeywell Home



- Leading global provider of critical residential comfort and security solutions
- Licensing agreement to use Honeywell Home brand for 40 years
- Leading global wholesale distributor of security and low voltage products

Industry Leadership

Products

- Comfort & Care
- Security & Safety

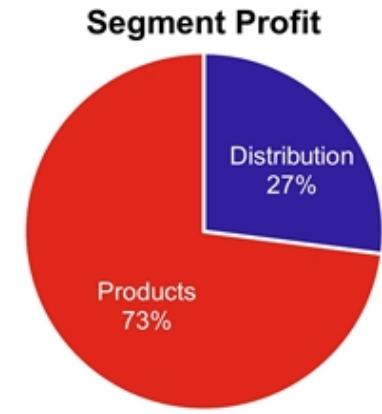
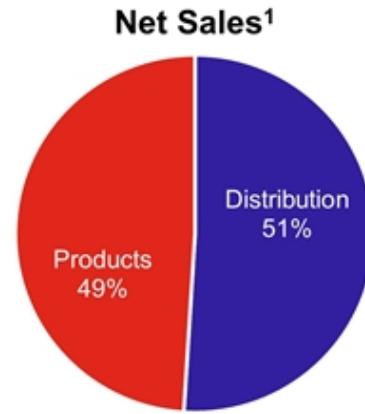
Distribution

- Americas
- EMEA
- India

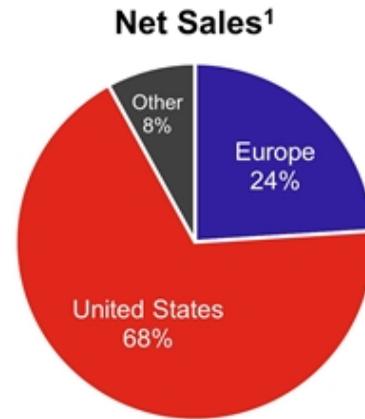
Select Customers

- ADT
- A.O. Smith
- The Home Depot
- Johnstone
- Trane
- USAA

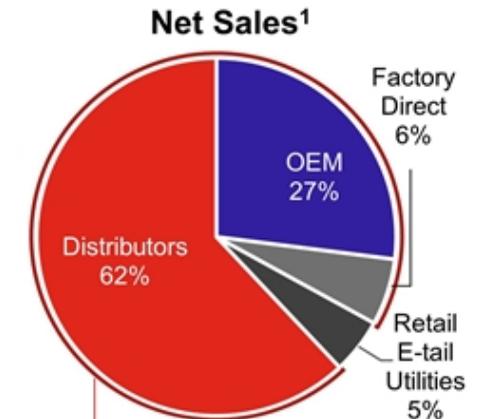
Segment Overview (2017 Actual)



Geography Overview



Channel Overview



¹Pie chart shows total sales of \$4,856M, which includes intercompany sales of \$337M

Professional Installation 95%

Smart Home. Simplified.

RESIDEO | End-to-End Customer Experience



On the Exterior

- 1 Exterior Camera, Outdoor Video, Motion Viewer, Perimeter Protection



Behind the Wall

- 2 Heating Controls, Furnace, Boiler and Hot Water Heater Controls
- 3 Humidification/Dehumidification, Water Filtration and Treatment
- 4 Water Leak/Freeze Detection



On the Wall

- 5 Security Panel, Interior Camera, Indoor Video, Motion Viewer, Sound Detection, Motion Detection, Smoke Detection, Glassbreak Detection, CO Detection
- 6 Thermostats, Life Care Telehealth



In the Cloud

- 7 Mobile Apps
- 8 AlarmNet 360



ADI Global Distribution

- 9 Video Surveillance, Intrusion, Access Control, Fire and Life Safety, and Other Products, Including Wire, Networking and Audio Visual Systems



Broadest Portfolio Supported by Leading Distribution Business

RESIDEO | Honeywell Home and ADI: Creating a Better Experience

PROFESSIONAL INSTALLATION



Contractors: Deep relationships, many of which extend over 20 years



OEMs: Long-standing relationships over 25 years, with some over 40 years



Other: E-commerce, homebuilders, insurance companies, utilities and other adjacent channels

Enhanced Customer Value

- **Customer Experience:** Resideo Security Products sold through ADI Distribution with Net Promoter Score >50*
- **Vertical Integration:** Built-in third-party logistics (3PL) for fulfillment and distribution
- **Share of Wallet:** Revenue and wall-to-wall margin opportunities for Resideo, as ADI customers expand their security purchases into multiple categories



*Internal survey data

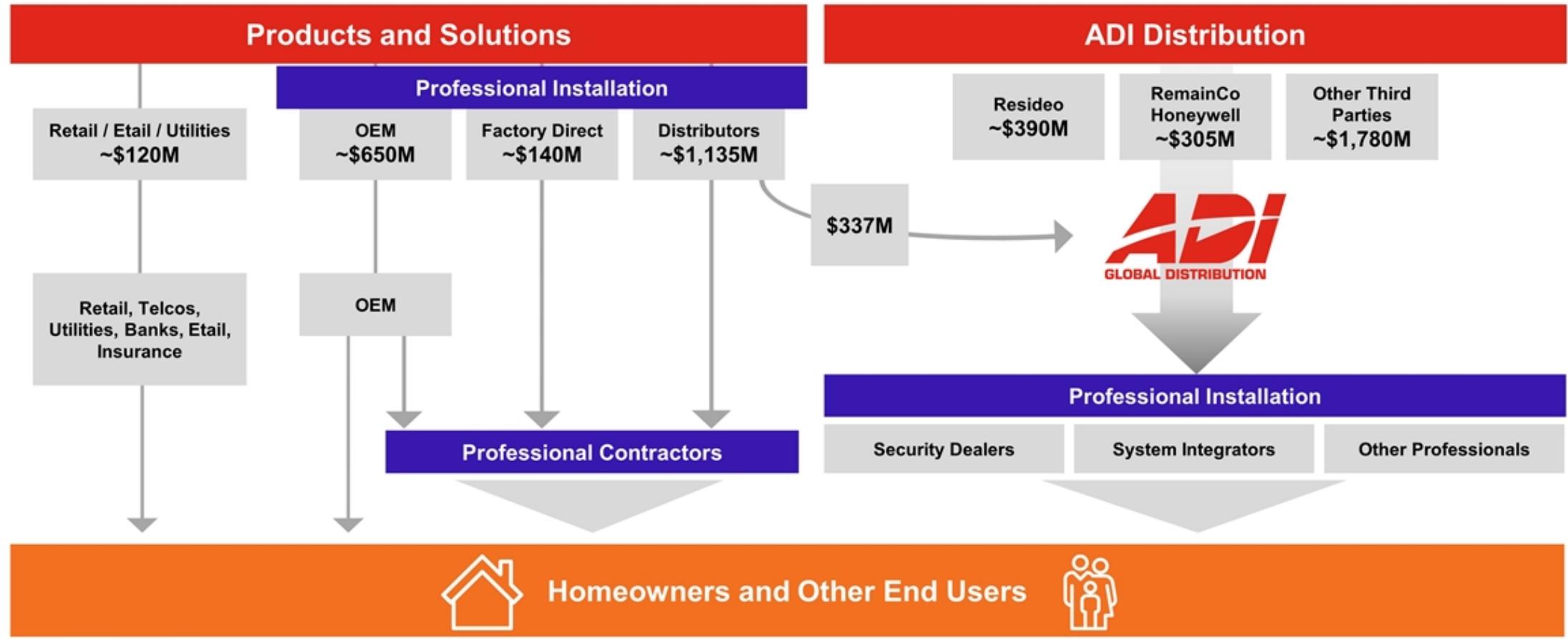
Multi-Channel Strategy Provides Stability and Customer Diversification

RESIDEO | Modernizing Pro Channels to Deliver Connected Home Experience



Professional Expertise Key to Simplifying Connected Home for Consumers

RESIDEO | Go-To-Market Channels



Source: 2017 Company data

Our Position in Professional Installation is Our Strategic Advantage

RESIDEO | Addressable Markets

	Products and Solutions		Distribution
	Comfort & Care	Security & Safety	
2018 Global Addressable Market	<p>~\$10 Billion</p> <p>2017 Comfort & Care Net Sales: \$1.6B</p>	<p>~\$5 Billion</p> <p>2017 Security & Safety Net Sales: \$0.8B</p>	<p>~\$20 Billion</p> <p>2017 Distribution Net Sales: \$2.5B</p>
Select Products			
Resideo's Industry Leadership¹	<p>Leader Thermostats</p> <p>Major Player Connected Thermostats</p> <p>Major Player Humidity Systems</p>	<p>Leader Security Systems</p> <p>Major Player Remote Services</p> <p>Leader Indoor Sensors</p>	<p>Leader Americas Distribution</p> <p>Leader EMEA Distribution</p> <p>Strong Player India Distribution</p>
Select Competitors	<ul style="list-style-type: none"> • Aprilaire • Emerson • Trane • BWT • Nest • UTC • Carrier • SIT • Vivint • Ecobee • Tado • Watts 	<ul style="list-style-type: none"> • 2GIG • Alarm.com • Bosch • Hive • iSmartAlarm • Qolsys • Ring • SimpliSafe • Tyco • UTC • Vivint 	<ul style="list-style-type: none"> • Aditya • Anixter • CSC • Norbain • Prama • Rexel • Scansource

Source: IHS Markit (IHS), Navigant Consulting (Navigant), Building Services Research and Information Association (BSRIA) and management estimates Note: Net sales includes \$337M intercompany sales in 2017. ¹ Industry leadership per management estimates.

Strong Market Positions in Addressable Markets

RESIDEO | Momentum Underpinned by Favorable Macro Trends

Key Macro Trends

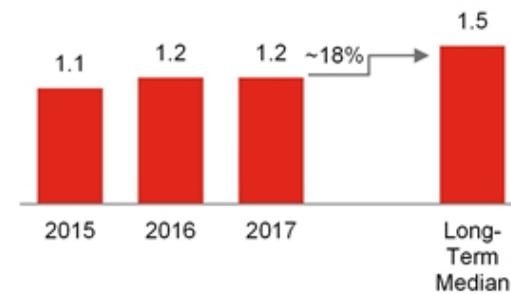
Growing Demand for Comfort, Efficiency and Security

Increasingly Connected Consumers

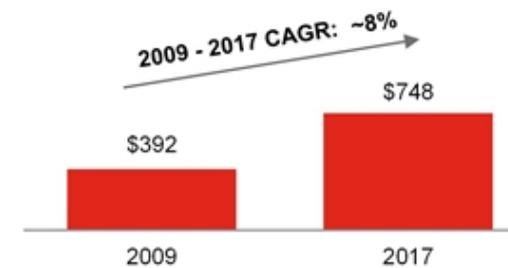
Growing Demand for Expertise and Services

Key Stats

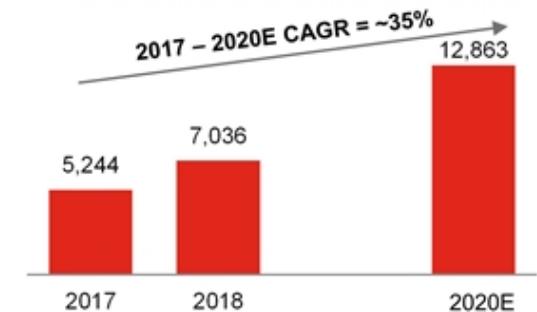
New Housing Starts (Units in M)¹



Renovation and Remodeling Spend (\$M)²



Installed Base of Connected Things, Consumer Segment (Units in M)³



Source: Research and Management Estimates ¹According to the US Census Bureau. Long-term median represents data from 1960 - 2017. ²According to the Bureau of Economic Analysis (BEA). ³According to Gartner Inc.

Strong Industry Outlook Driven by Favorable Macro Trends

RESIDEO | Proven Leadership With Transaction and Technology Experience

New Leadership Talent ...



Michael Nefkens, President and CEO

- Technology sector
- Running complex multinational organizations
- Delivering innovative solutions and shareholder value
- Strong leadership with proven record of delivering for customers



Joe Ragan, Executive Vice President and CFO

- Finance, accounting, business management
- Experience in managing all accounting functions, credit and collections, payroll
- Extensive background as a public company CFO



... Paired with Significant Continuity from Honeywell

Rob Aarnes
President ADI Distribution



Drove above market growth, enhanced customer experience, built e-commerce presence

Jennifer Bonuso
VPGM Consumer Products



Strong consumer marketing, product knowledge, sales

Michael Flink
VP Marketing and Sales



Pricing management, global experience, developing and implementing growth strategies

Scott Harkins
VPGM Connected Home



IoT initiatives and partnerships that add value to the consumers Connected Home experience

Steve Kelly
Chief HR Officer



Multi-industry HR background, developing and maintaining key business talent

Jeannine Lane
General Counsel



Significant IP and U.S. Consumer Product Safety Commission experience, strong business acumen to work out legal solutions

Bruce Mathews
Chief Information Officer



Strong knowledge on ERP deployments, infrastructure management and implementation

Inder Reddy
VP Corporate Strategy



Deep product knowledge, contract negotiations, NPI development, software experience

Edgar Tu
Chief Technology Officer



Innovation, process knowledge, product knowledge, technology

Anselm Wong
Spin Transition Leader
VP of Finance



Capital allocation decisions, M&A, manufacturing, financial systems implementation

Focus on Continuous Improvement Will Live on in Resideo Operating System

RESIDEO | 2018E Financial Performance



9%+

1H 2017 – 1H 2018
NET SALES GROWTH

6%+

2017A – 2018E
SALES GROWTH



165 BPS

1H 2018 SEGMENT MARGIN
CHANGE (YoY)



CONNECTED
DEVICE GROWTH¹

25%+

CAGR 2013 – 2018E

KEY WINS

- ADT
- Defenders
- The Home Depot
- Lennar

¹Connected is defined as any device with the capability to be monitored or controlled from a remote location by an end-user or service provider

Strong Momentum Heading into Spin

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Segment Overview: Products

Mike Nefkens | President and CEO



PRODUCTS | Segment Overview

Comfort & Care

-  Temperature and Humidity
-  Air
-  Water
-  Thermal
-  Software Solutions
-  Telehealth

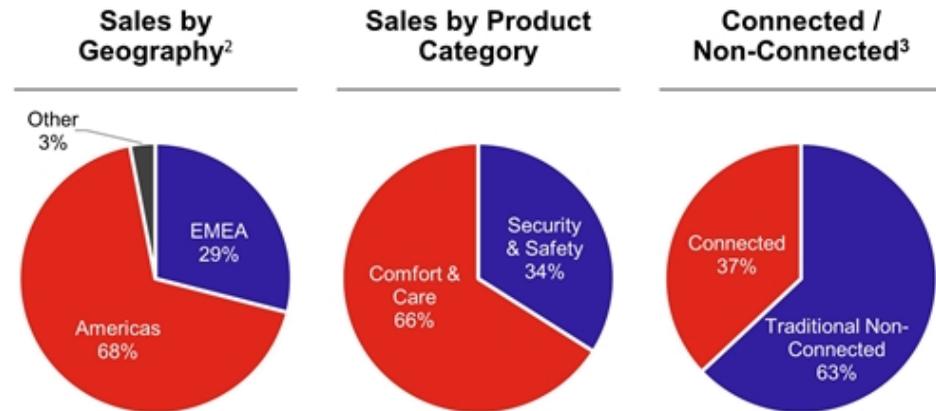
Security & Safety

-  Panels
-  Peripherals
-  Sensors
-  Cameras
-  Communication Devices
-  Awareness
-  Cloud Infrastructure and Software

\$2.5B
NET SALES
— LTM Q2 2018 —

\$402M
SEGMENT PROFIT
— LTM Q2 2018 —

2017 Actual¹

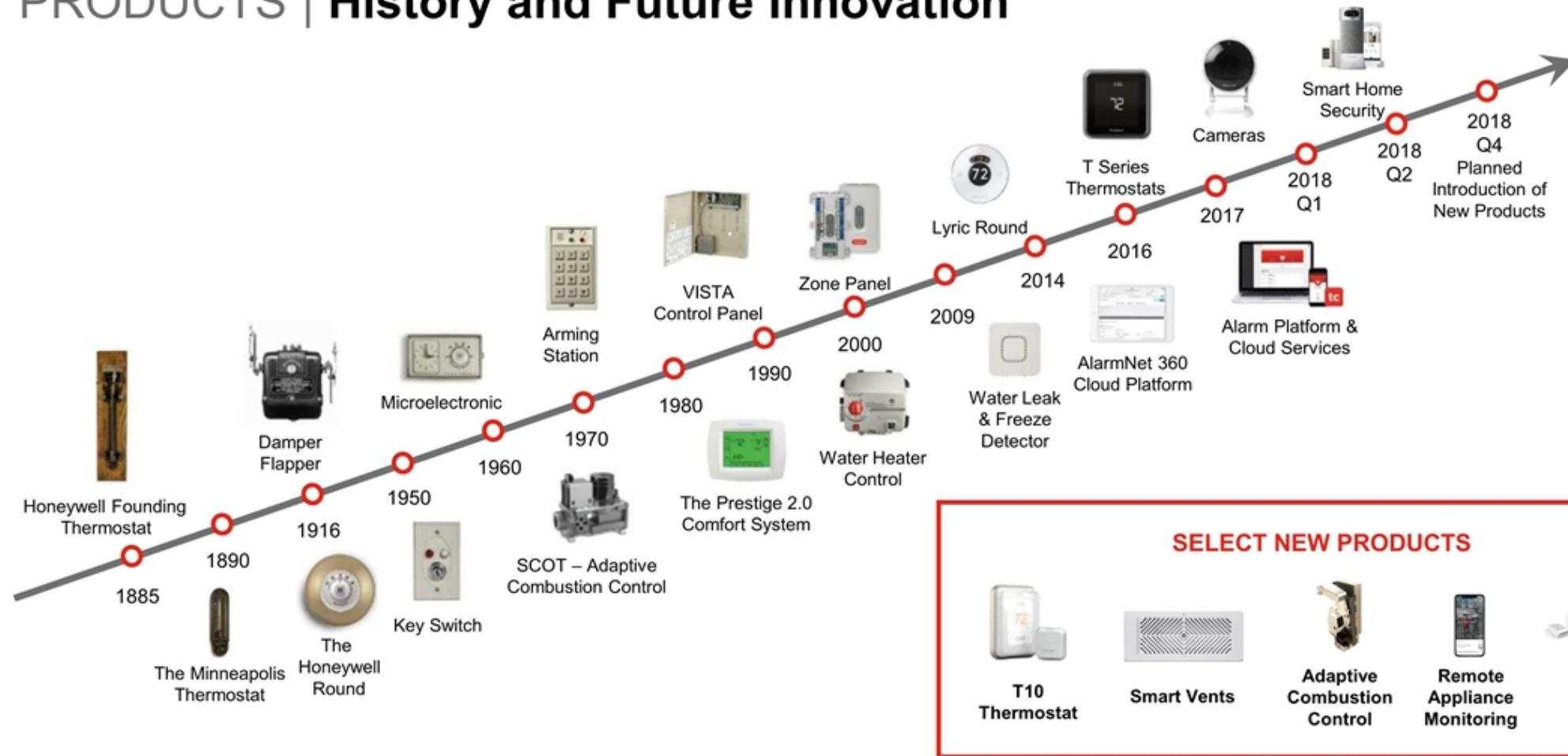


¹Total Products sales includes intercompany sales \$337M in 2017

²Americas represents North and South America. Other principally represents Australia, China, New Zealand and South Korea.

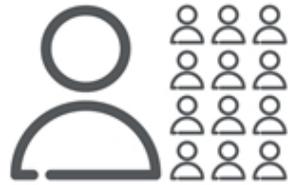
³Connected is defined as any device with the capability to be monitored or controlled from a remote location by an end-user or service provider

PRODUCTS | History and Future Innovation



130+ Years of Experience Providing Proven, Trusted and Tested Solutions

PRODUCTS | Major Player in Connected Home Software Solutions



4.7M
CONNECTED
CUSTOMERS



250B
CLOUD
TRANSACTIONS
ANNUALLY



2.3M
SECURITY PANEL
SIGNALS
TRANSMITTED
DAILY



COLLECTED FROM
30M
SENSOR
POINTS

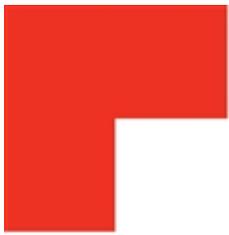
Key Partnerships



Expanding Developer Ecosystem



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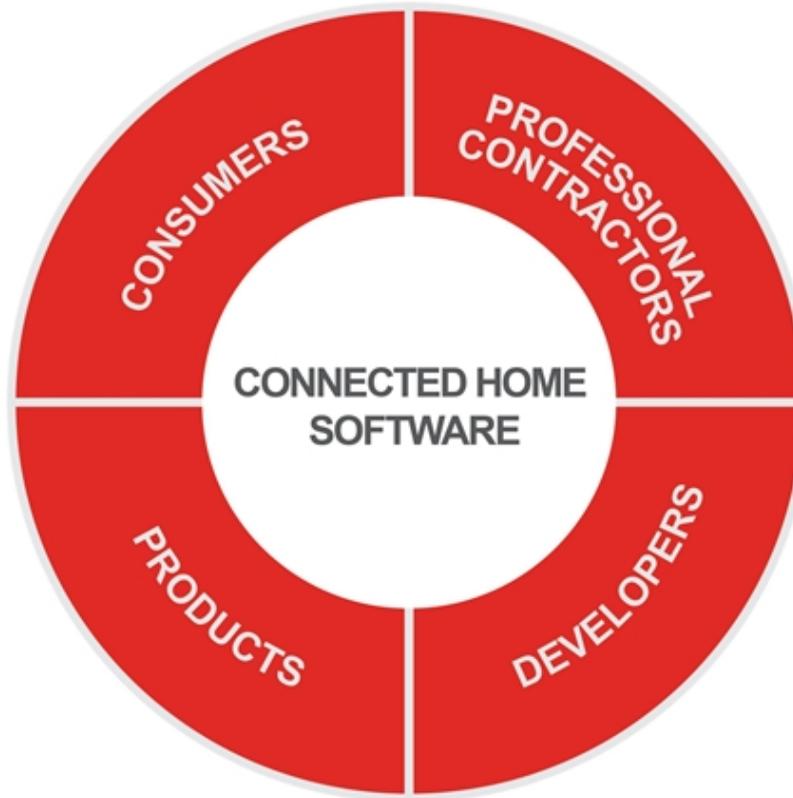
PRODUCTS | Software Ties It All Together



Consumer in-app services offered on recurring revenue model



Seamless control across connected product categories and control of 3rd party products



Software that unlocks new recurring revenue business models for contractors

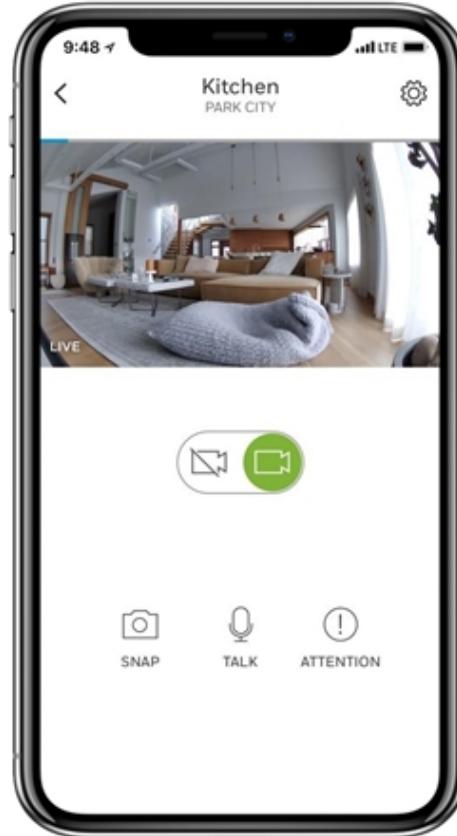
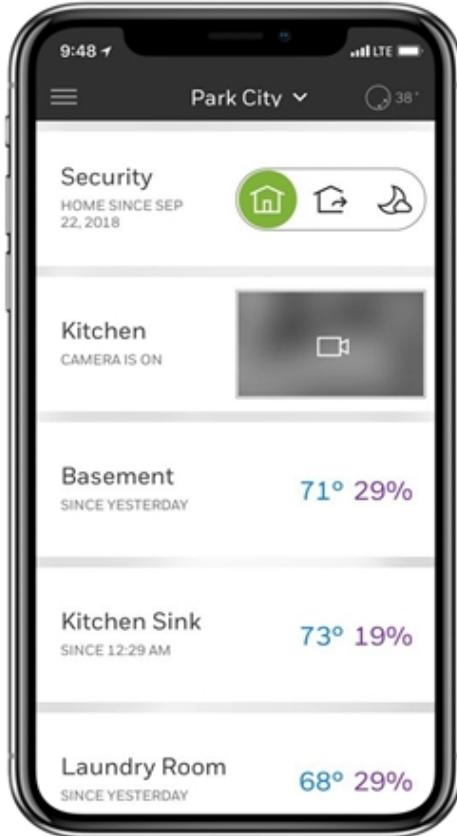


Recurring revenue with developers and participation in key smart home ecosystems

Software that Creates Recurring Revenue and Long Term Customers



PRODUCTS | Honeywell Home App



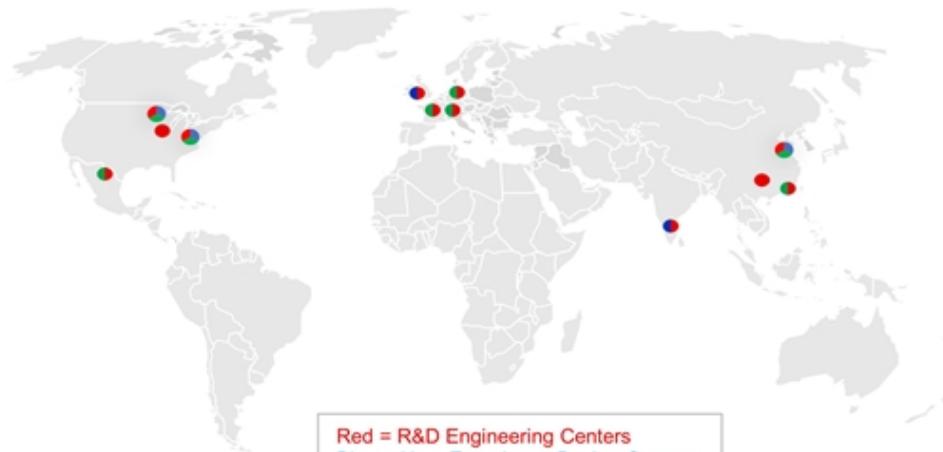
PRODUCTS | Deep Engineering Capabilities and Strong Intellectual Property

Global Engineering and Design Footprint

1,300
Engineers
>50% focused on software and firmware

17
Sites Globally
Low cost region capabilities for greater ROI

3
Dedicated Software Centers of Excellence



Red = R&D Engineering Centers
Blue = User Experience Design Centers
Green = Agency Accredited Labs

Robust Patent Portfolio and IP Strategy

3,000
Patents and Pending Applications Worldwide



Proven Global IP Strategy



State-of-the art management and docketing system



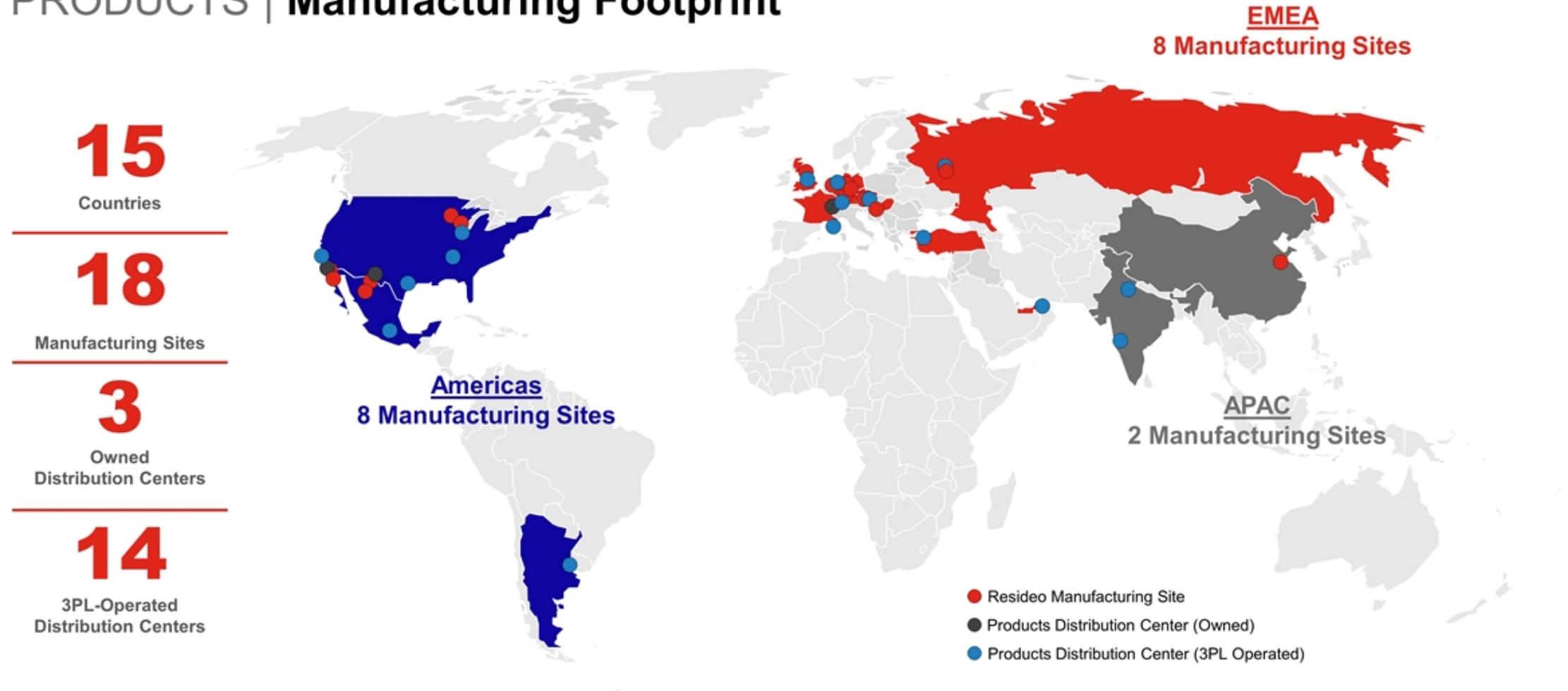
Dedicated IP analytics team for enforcement and clearance



Strong industry and legal expertise

Innovative Solutions Protected by Robust Intellectual Property Portfolio

PRODUCTS | Manufacturing Footprint



Localized, Integrated Supply Chain to Support Products Business Globally

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Connected Home and Software

Scott Harkins | Vice President, General Manager, Connected Home

CONNECTED HOME | Business Overview

Positioned to Win

- ✓ Launched 1st cloud services in 1980s
- ✓ Large installed base of connected devices and consumers
- ✓ Participate in categories with proven SaaS revenue models
- ✓ Recurring revenue from pro channel, developers and consumers
- ✓ User Experience that simplifies the smart home
- ✓ Active in leading ecosystems and large developer community

Business Model

Contractor Services	<ul style="list-style-type: none"> • Software that unlocks new recurring revenue business models and account management
Developer Services	<ul style="list-style-type: none"> • Recurring revenue business model for developers to access APIs
Consumer Services	<ul style="list-style-type: none"> • Consumer facing in-app services offered on a recurring revenue model
Product Connectivity	<ul style="list-style-type: none"> • Seamless control across connected product categories • Open ecosystems with 3rd party product participation

37%¹
CONNECTED SALES
FOR PRODUCTS
SEGMENT 2017 FY


4.7M
CONNECTED
CUSTOMERS


250B
CLOUD
TRANSACTIONS
ANNUALLY


2.3M
SECURITY PANEL
SIGNALS
TRANSMITTED
DAILY

 **Total Connect 2.0**
4.6 ★★★★★

 **Honeywell Home**
4.5 ★★★★★

¹Total Products sales includes intercompany sales \$337M in 2017

Software that Creates Recurring Revenue and Long Term Customers

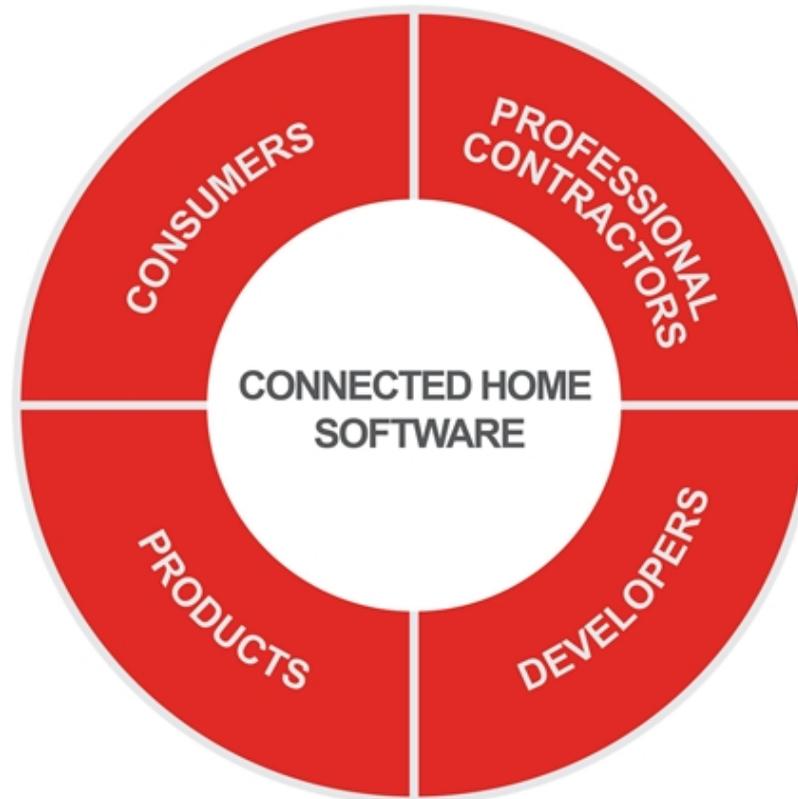
CONNECTED HOME | Software Ties It All Together



Consumer in-app services offered on recurring revenue model



Seamless control across connected product categories and control of 3rd party products



Software that unlocks new recurring revenue business models for contractors



Recurring revenue with developers and participation in key smart home ecosystems

Software that Creates Recurring Revenue and Long Term Customers

CONNECTED HOME | Solutions and Growth Highlights

AlarmNet



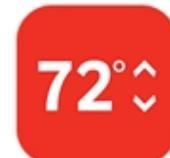
*Total Connect
Application*



AlarmNet 360™

Cloud Platform

Connected Home



*Total Connect
Comfort
Application*



Honeywell Home

Software Services



- *Predictive Maintenance*
- *HVAC Monitoring*
- *Auto-Replenishment*
- *Remote Patient Monitoring*
- *Whole House Monitoring*

Key Products and Solutions

Key Growth Initiatives

- Simplified user experiences for contractors, developers and consumers
- Expand recurring revenues via new software offerings
- Converge platforms and expand geographically

4.7M

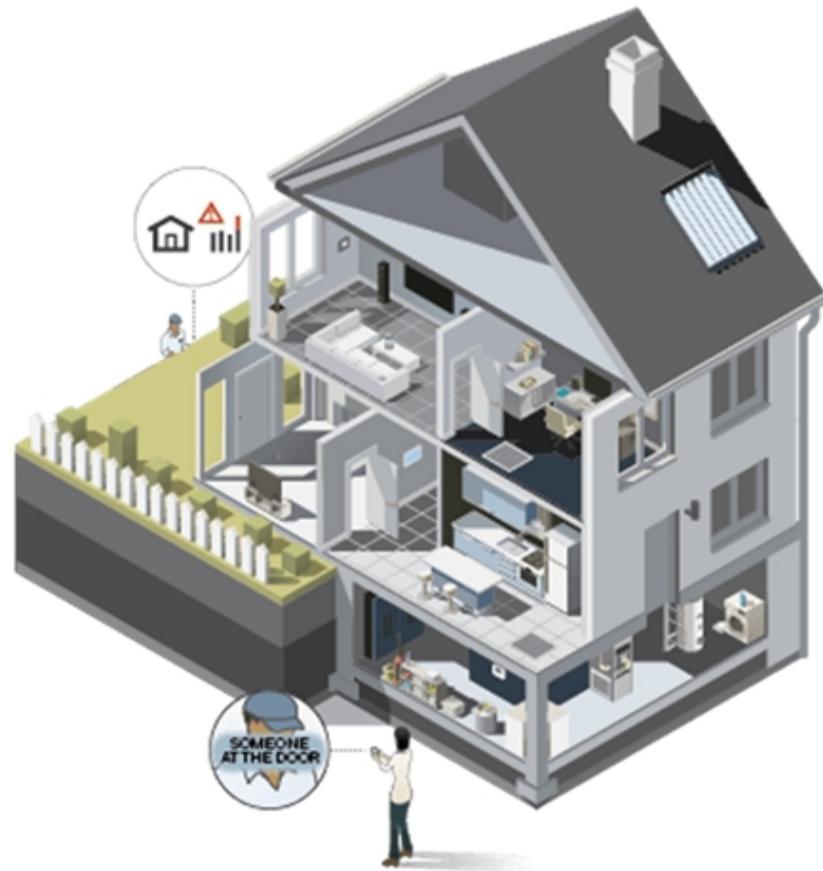
Connected
Users

25%+

CAGR
2013-2018E

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CONNECTED HOME | Focused on End-to-End Customer Experience



Consumer Motivating Factors Influencing Smart Home Device Purchase

86%

**ENERGY
EFFICIENCY**

77%

**INCREASED
CONVENIENCE**

81%

HOME SECURITY

73%

GREATER CONTROL

Source: PwC Survey 2016, US Non-Owners of Connected Home Devices

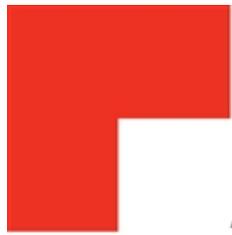
Our Business Aligns to Customer Needs | Software Brings It All Together

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Segment Overview: Distribution

Rob Aarnes | President, ADI Global Distribution

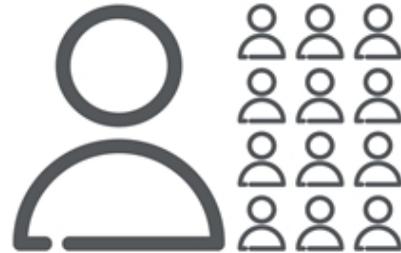


ADI DISTRIBUTION | Segment Overview

#1 
GLOBAL DISTRIBUTOR

200+ 
STOCKING LOCATIONS

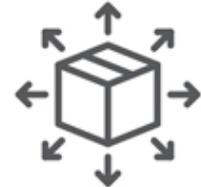
LOCATIONS IN
17 
COUNTRIES



FIRE
ACCESS CONTROL
INTRUSION
VIDEO SURVEILLANCE

 **OVER 100,000 CONTRACTORS**
SERVED THROUGH ADI DISTRIBUTION

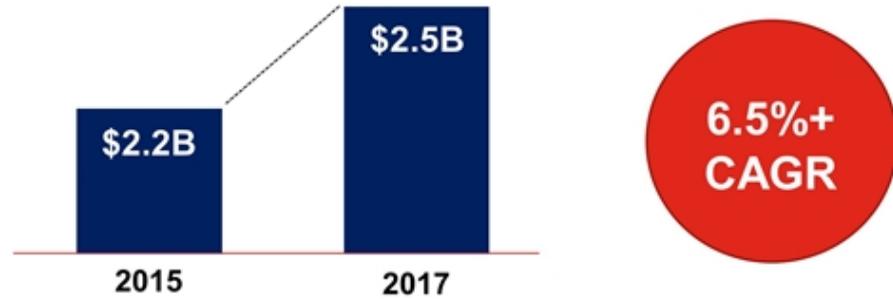
MORE THAN
1,000
SALES REPRESENTATIVES

EXPORTS TO
100 
COUNTRIES

MULTI-CHANNEL DISTRIBUTOR 

ADI DISTRIBUTION | Segment Overview

Growth Culture



Product Categories

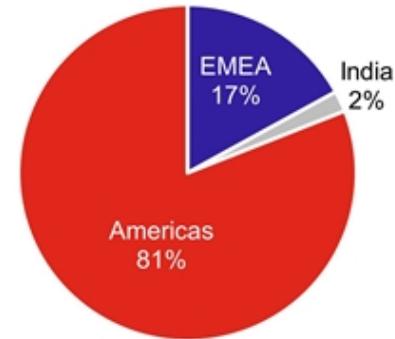


\$2.6B
NET SALES
— LTM Q2 2018 —

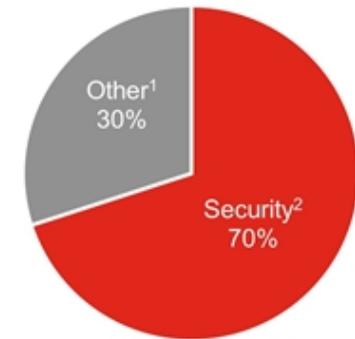
\$141M
SEGMENT PROFIT
— LTM Q2 2018 —

2017 Actual

Sales by Geography



Sales by Product Category



¹Other Includes: Fire and life safety, wire and cable, audio visual, and all other

²Security Includes: Intrusion, video surveillance, and access control

ADI DISTRIBUTION | Geographic Footprint

200+

Stocking
Locations

19

Distribution
Centers

1,300

Suppliers

350K

Products

North America

- Office locations within US and Canada
- 108 branches
- 9 distribution centers

India

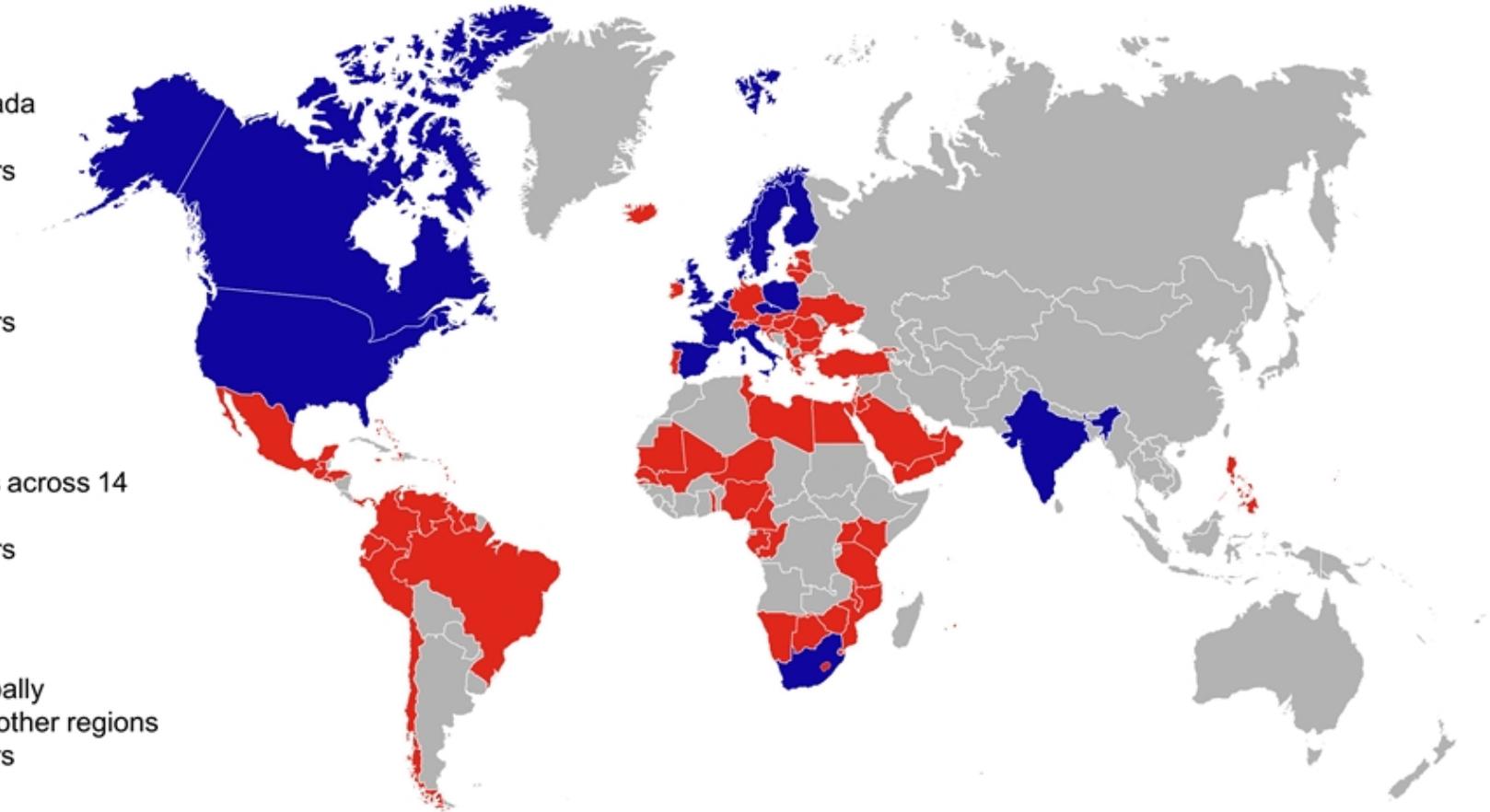
- 16 branches
- 3 distribution centers
- 13 stock locations

EMEA

- 71 branch locations across 14 countries in Europe
- 9 distribution centers
- 5 warehouses

Exports

- 100+ countries globally
- Targeted growth in other regions with large customers



■ Countries with stocking locations

■ Sales in 100+ countries

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ADI DISTRIBUTION | Service Excellence as a Competitive Advantage



60+
NPS*



**Value
Added
Services**



**Product Trainings
and Showcase**



24/7 Order Pickup



**Programming, Testing,
Configuration**



Systems Design



**Total Supply
Chain Management**



**Project
Registration**

*Internal survey data

Products and Services Helping Our Customers Be More Productive, Knowledgeable, and Profitable

ADI DISTRIBUTION | Growth Initiatives

Key Growth Drivers

- Enhance Digital Experience
- Expand Product Categories
- Expand Sales Footprint
- Continued Support of Honeywell Commercial Security and Fire Products

More Products Through Existing Channels

ADI Website & Mobile App



Engaging Functionality
15-20% Growth

Professional A/V and Connectivity



New Product Categories
25-35% Growth

Private Label



New Product Introduction
25-35% Growth

Direct Lens into Industry Trends for Professional Channel

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Growth Strategy

Inder Reddy | Vice President, Corporate Strategy

GROWTH STRATEGY | Driving Growth Across Five Areas

Products and Solutions

Distribution



1

**Innovative
Solutions**



2

**Software &
Connectivity**



3

**Professional
Channels**



4

**New Channels &
Geographies**



5

**Customer Service &
New Categories**

Double Down on the Pro Channel and Grow Connected Categories

GROWTH STRATEGY | **Winning with Design, Technology and Connectivity**

1 **INNOVATIVE SOLUTIONS** to Solve Customers' Critical Needs



Design Focus

Designing for everyday life and critical home operations



Core Technology

Essential technologies with industry expertise and know-how



Innovation

Strong patent portfolio, AI, algorithms, control systems and analytics

2 **SOFTWARE & CONNECTIVITY** for Value and Convenience



Common Platform

Global, hybrid cloud for speed and scale



Unified Experience

Simple, consistent user experience across products



Ecosystem Choices

Curated choices and major ecosystems connectivity

Grow Software and Connected Solutions

GROWTH STRATEGY | Growing with Pro Services and Channel Expansion

3 PROFESSIONAL CHANNELS to Strengthen Core and Grow

20%+ Connected Category Growth

Training & Support

Marketing & Demand Generation

Learning & Networking Events

Partner Productivity Tools



LiveWell

CONNECT2018
A Honeywell Authorized Dealer Event



4 NEW CHANNELS and GEOGRAPHIES to Expand Presence

\$1B+ Opportunity



UTILITIES

Energy & Demand Management



INSURERS

Risk Mitigation



PROPERTY MANAGERS

Energy Efficiency, Safety & Productivity



RETAIL

DIY Solutions



HIGH-GROWTH COUNTRIES

Expansion into Select High-Growth Countries via OEM Partnerships & Localized Solutions

Pro-First Approach to Deliver Connected Home Solutions

GROWTH STRATEGY | ADI Distribution Growth Priorities

5

DISTRIBUTION EXCELLENCE **To Support Professional Channel**



15%+
Growth

Enhance Digital Customer Experience

- Enhanced eCommerce experience
- Pre-sales support, Training | Secure Lockers | 1-hour pick up service



25-35%
Growth

Growth in Core & Adjacent Categories

- Professional AV and connectivity
- ADI private label products



20%+
Growth

Expanding Sales Footprint

- Field sales & tele-sales teams
- Selected new geographies

Distribution Partner of Choice for Connected Home Solutions

GROWTH STRATEGY | **The Resideo Advantage**

		Resideo	Competitors
	Knowledge & Expertise	<ul style="list-style-type: none"> • Global Leader – Trusted, Tested, Proven; >150M Homes 	<ul style="list-style-type: none"> • Niche competency
	Breadth of Solutions	<ul style="list-style-type: none"> • On the Wall, Behind the Wall, Exterior, and In the Cloud 	<ul style="list-style-type: none"> • Point products
	Solution Capabilities	<ul style="list-style-type: none"> • End-to-end Hardware & Software Solutions 	<ul style="list-style-type: none"> • Niche solutions
	Customer Experience	<ul style="list-style-type: none"> • Unified, Seamless Experience with ADI Distribution 	<ul style="list-style-type: none"> • Touch points/channels
	Go to Market	<ul style="list-style-type: none"> • Pro First; Simplified Connected Home Experience 	<ul style="list-style-type: none"> • DIY or DIFM

Well-Positioned to Deliver Strong Profitable Growth

Double Down on the Pro Channel and Grow Connected Categories

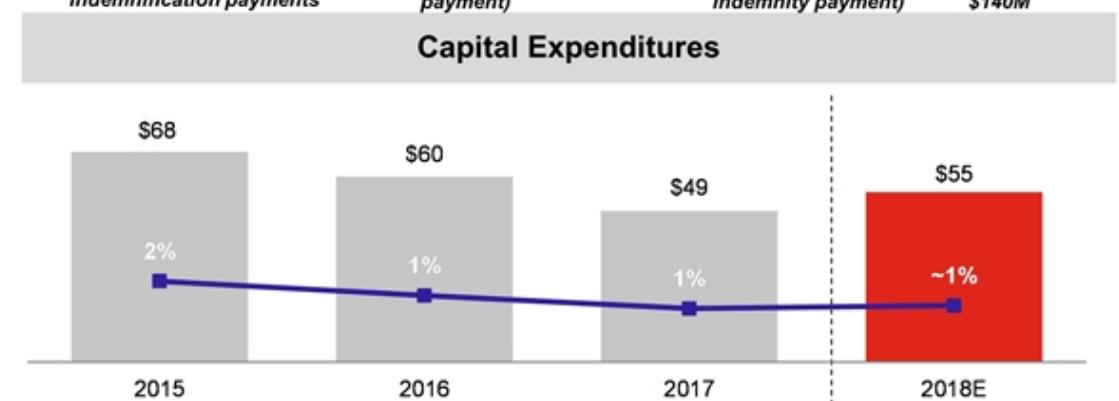
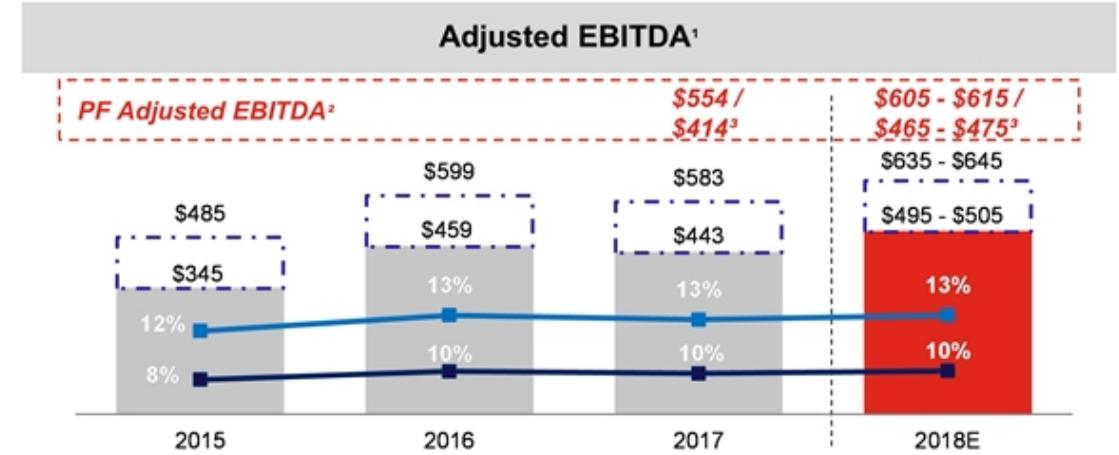
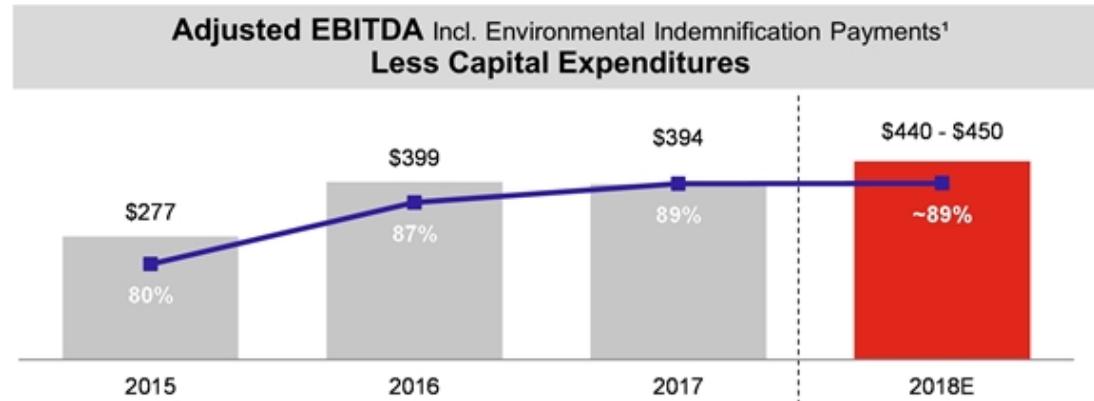
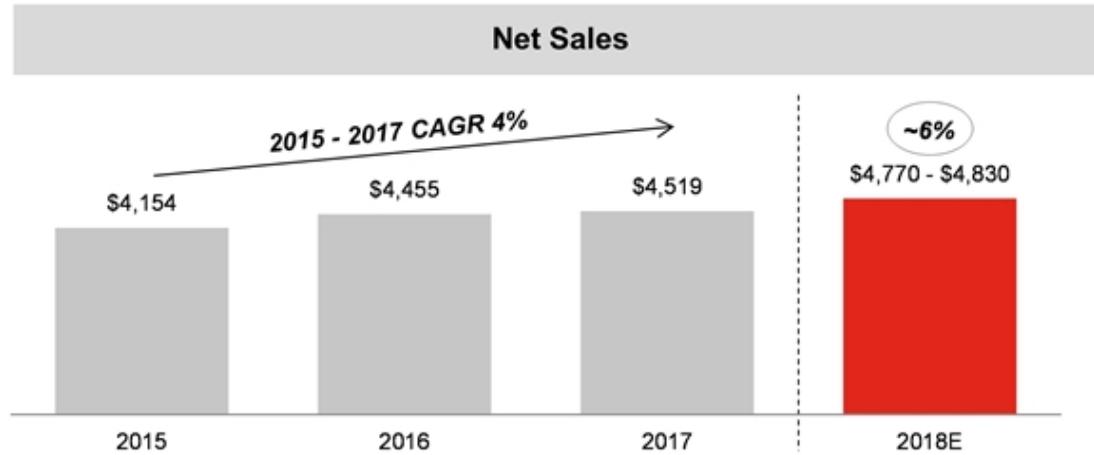
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Financial Overview

Joe Ragan | Executive Vice President and CFO

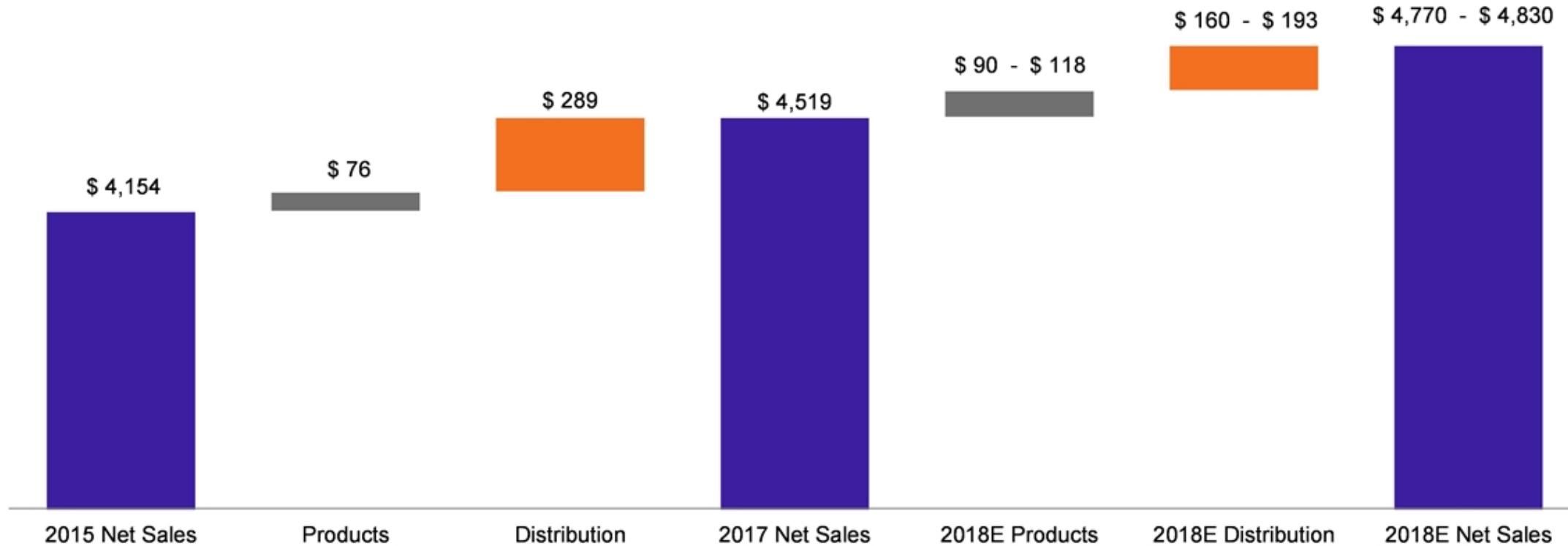
Strong Track Record | (US\$ in Millions)



Note: 2018E margins calculated based off the midpoint of the estimated ranges. See Appendix for Adjusted EBITDA reconciliation. ¹Adjusted EBITDA adjusted for standalone costs, environmental expense, non-operating (income) expense, stock compensation expense and repositioning charges. Adjusted EBITDA is not pro forma for the impact of the Trademark License Agreement. Blue Dotted box on chart represents indemnity payment of \$140M. Solid bars represent Adjusted EBITDA including environmental indemnification payments and is adjusted for an indemnity payment of \$140M. ²PF Adjusted EBITDA represents Adjusted EBITDA adjusted for the impact of the Trademark License Agreement. 2018E Trademark License Agreement Impact assumes ~\$30M. ³PF Adjusted EBITDA including environmental indemnification payments is PF Adjusted EBITDA adjusted for an indemnity payment of \$140M.

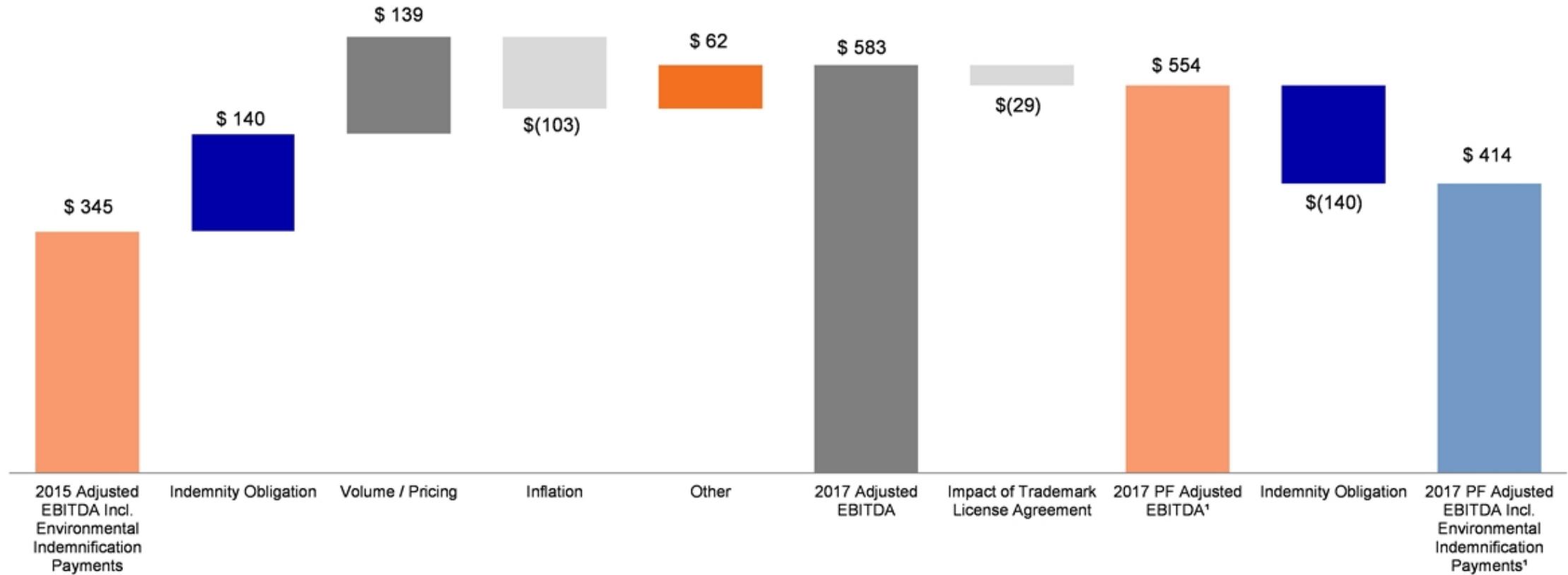
Attractive Financial Profile

2015 – 2018 Net Sales Bridge | (US\$ in Millions)



Profitable Growth

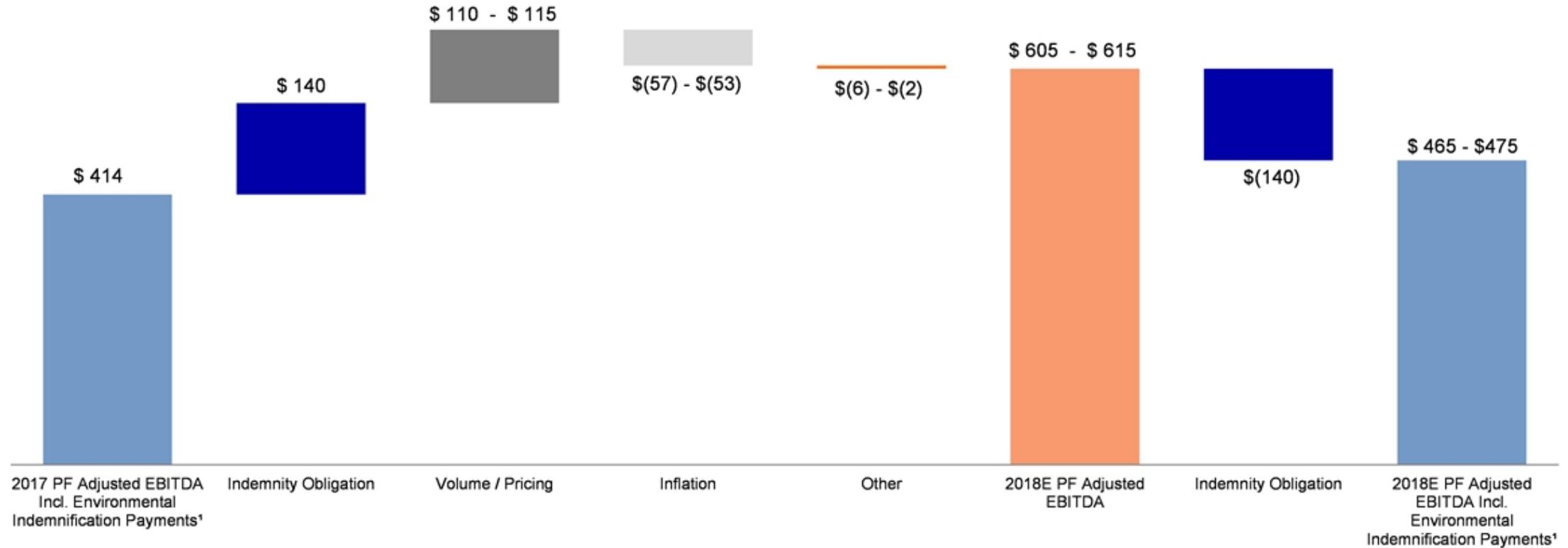
2015 – 2017 EBITDA Bridge | (US\$ in Millions)



Note: Adjusted EBITDA including environmental indemnification payments is Adjusted EBITDA adjusted for an indemnity payment of \$140M. Adjusted EBITDA adjusted for standalone costs, environmental expense, non-operating (income) expense, stock compensation expense and repositioning charges. Adjusted EBITDA is not pro forma for the impact of the Trademark License Agreement. See Appendix. ¹PF Adjusted EBITDA including environmental indemnification payments is PF Adjusted EBITDA adjusted for an indemnity payment of \$140M. PF Adjusted EBITDA represents PF EBITDA adjusted for the impact of the Trademark License Agreement, standalone costs, environmental expense, non-operating (income) expense, stock compensation expense and repositioning charges. See Appendix.

Accelerating EBITDA

2017 – 2018 EBITDA Bridge | (US\$ in Millions)



Note: PF Adjusted EBITDA represents PF EBITDA adjusted for the impact of the Trademark License Agreement, standalone costs, environmental expense, non-operating (income) expense, stock compensation expense and repositioning charges. ¹ PF Adjusted EBITDA including environmental indemnification payments is PF Adjusted EBITDA adjusted for an indemnity payment of \$140M. See Appendix.

Investments that Reinforce Capabilities and Grow Market Position (US\$ in Millions)

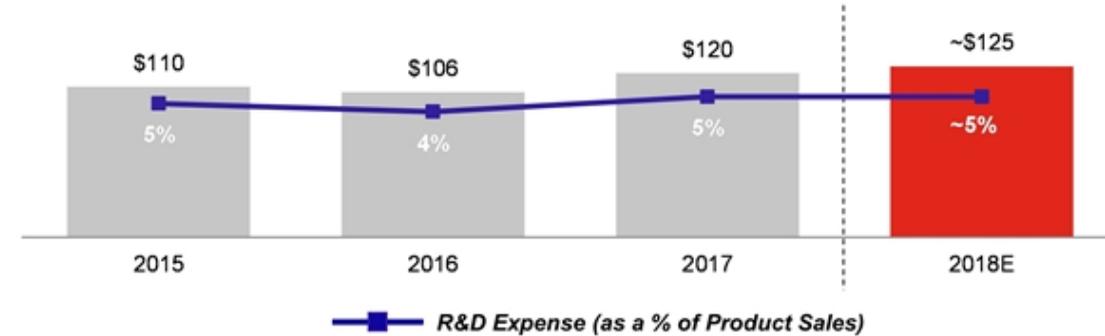
Research and Development Priorities

- ✓ Robust patent portfolio (~3,000 patents and pending applications worldwide)
- ✓ R&D spending driven by investments in new product platforms and software business
- ✓ Strong pipeline to support long-term growth

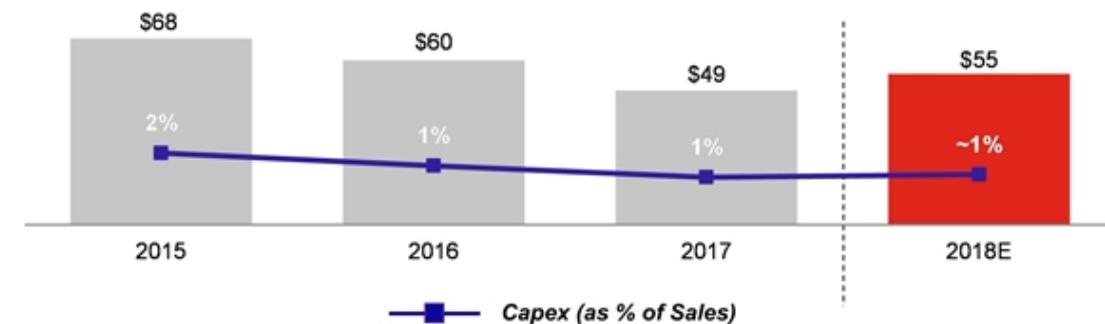
Capital Expenditure Priorities

- ✓ Modest capex needs
- ✓ Ample capacity for growth
- ✓ Continuous improvement in manufacturing processes driven by operating principles

Research and Development Expenses



Capital Expenditures



Note: 2018E % of product sales calculated based off the midpoint of the estimated ranges.

Strong Capital Structure and Liquidity Position to Drive Growth

(US\$ in Millions)

Pro Forma Capitalization			
Tranche	Amount	xLTM EBITDA	Maturity
Cash and Cash Equivalents ³	\$75		
\$350M Revolver	-	0.0x	5 Years
Term Loan A	\$350	0.7	5 Years
Term Loan B	\$475	1.0	7 Years
Total Secured Debt	\$825	1.7x	
Net Secured Debt	\$750	1.6x	
Senior Unsecured Notes	\$400	0.8x	8 Years
Total Debt	\$1,225	2.6x	
Total Net Debt⁴	\$1,150	2.4x	
PF LTM Q2 2018 Adj. EBITDA including environmental indemnification payments²	\$474		

Capital Allocation Priorities	
A Organic Growth	✓ 4%+ organic growth by investing in connected solutions, R&D and commercial excellence ¹
B Deleveraging	✓ Long-term target Debt / PF Adjusted EBITDA ² ~2.0 x ✓ Near-term focus to delever through strong free cash flow
C Return on Capital	✓ Expect to declare modest dividend in 2019, subject to Board approval
D Acquisitions	✓ Select disciplined tuck-in acquisitions to access new technologies, new intellectual property, new product categories and new geographies

¹ 2015 – 2017 organic growth ² PF Adjusted EBITDA including environmental indemnification payments is PF Adjusted EBITDA adjusted for an indemnity payment of \$140M. PF Adjusted EBITDA represents EBITDA adjusted for the impact of the Trademark License Agreement, environmental expense, standalone costs, non-operating (income) expense, stock compensation expense and repositioning charges. ³ Honeywell and the Company have agreed that, upon completion of the Spin-Off and the related retirement of certain intercompany liabilities between Honeywell and the Company on or shortly after the Share Distribution Date, the Company will have an aggregate amount of cash-on-hand equal to approximately \$75 million to \$100 million. ⁴ Assumes \$75M cash and cash equivalents. See Appendix.



Indemnification and Reimbursement Overview and Impact

Agreement for 25 years with maximum cash payment capped at \$140M in respect of any year (exclusive of any late payment fees up to 5% per annum) plus any deferred amounts

Financial relationship with Honeywell; not a contingent liability for Resideo

Honeywell retains liability and is responsible for management and remediation

Cash payments subordinated to all material indebtedness and subject to compliance with financial covenants

Expenses recognized under the agreement not tax deductible by Resideo

Conservative expectation of \$140M of cash payment in respect of any year, but actual payment shall be the lesser of \$140M or 90% of Honeywell's net spend

Note: See Appendix for further information on Indemnification and Reimbursement Agreement.

2019 Full Year Financial Metrics

Organic Growth	4%+
Adjusted EBITDA Margin	~13% excl. environmental indemnification payments¹ / ~10% incl. environmental indemnification payments²
Capital Expenditures / Research & Development	Capital Expenditures at ~1% of sales / Research and Development Expenses of ~\$125M
Tax Rate	~27% Marginal Tax Rate
Capital Return	Expect to declare modest dividends (~20% payout ratio) subject to Board approval
Balance Sheet Priorities	Funding growth with existing liquidity; Targeting long-term gross leverage ~2x

Note: Achieving these stated financial goals involves risk and uncertainties; many factors could affect actual financial results and could cause actual results to differ materially from these stated financial goals. See "Risk Factors," "Forward Looking Statements" and "Cautionary Statement Regarding Forward-Looking Statements" in our Form 10. ¹ Adjusted EBITDA represents EBITDA adjusted for the impact of the environmental expense, standalone costs, non-operating (income) expense, stock compensation expense and repositioning charges. ² Adjusted EBITDA including environmental indemnification payments is Adjusted EBITDA adjusted for an indemnity payment of \$140M. See Appendix.

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Conclusion

Mike Nefkens | President and CEO

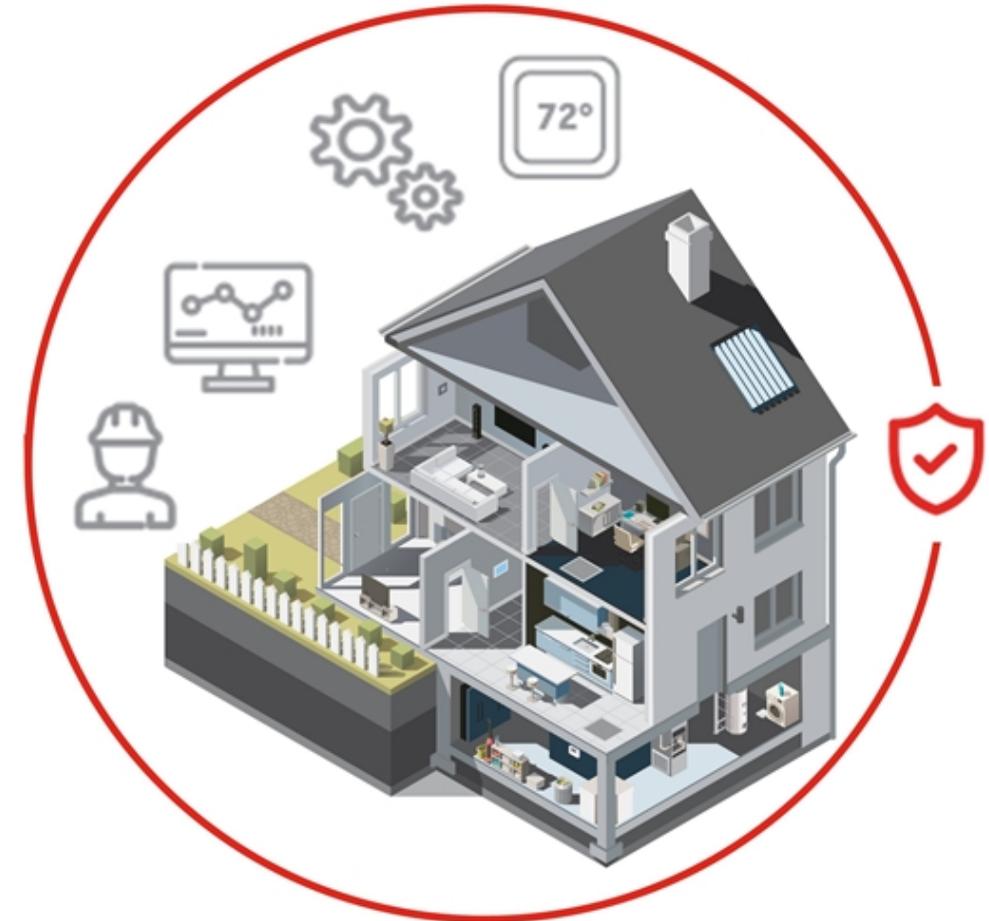
RESIDEO | **We are Winning and Have Momentum**

With Resideo:

We believe your home will anticipate and deliver your comfort and efficiency needs through our innovative smart home solutions installed by our professional channel partners

We Have:

- Winning track record with size, scale, and loyal customer base
- Leading positions integrating and running most critical systems in a home
- Well capitalized balance sheet
- Strong cash flow, liquidity and ability to grow business
- Profitable Top and Bottom Line Growth



Positioned to Drive Shareholder Value Well Into the Future

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Q&A



Appendix

Supplementary Materials

Indemnification and Reimbursement Overview and Impact

Background	<ul style="list-style-type: none"> Honeywell is responsible for the environmental remediation of ~230 sites or groups of sites currently undergoing environmental remediation On the effective date, Resideo will enter into an Indemnification and Reimbursement Agreement (Reimbursement Agreement) with Honeywell Resideo will have obligation to make cash payments to Honeywell related to the remediation of the sites subject to the agreement, up to 90% of cash payments made by Honeywell less 90% of Honeywell's net insurance receipts and less 90% of certain other specified amounts received by Honeywell
Indemnity Obligation	<ul style="list-style-type: none"> Payments subject to a cap of \$140M in respect of any year (exclusive of any late payment fees up to 5% per annum) plus any deferred amounts Indemnity payment will be subject to compliance with financial covenants in credit agreement and is subordinated to all material indebtedness Agreement for a duration of 25 years, up to December 31, 2043, or 3rd consecutive year during which the annual indemnity payment obligations are less than \$25M
Honeywell's Net Liability	<ul style="list-style-type: none"> Upon spin, Resideo recognizes a liability to account for the contingent aspect of the indemnification and carries over Honeywell's historical basis of the underlying obligation being indemnified As of June 30, 2018, the Company would have approximately \$640M of liability under the Reimbursement Agreement Based on the Reimbursement Agreement, the liability will generally be recorded at 90% of Honeywell's accrued liability (net of 90% of insurance receipts and certain other specified amounts) Quarterly meetings between Honeywell counsel managing liability and Resideo counsel to discuss claims experience
P&L Impact	<ul style="list-style-type: none"> Resideo will generally record 90% of the costs recorded by Honeywell <ul style="list-style-type: none"> Honeywell accrues noncash expense related to environmental matters when it is probable that it has incurred a liability and the amount can be reasonably estimated Note: Expense was \$282M in 2017; Averaged ~\$215M over last three years
Cash Flow Impact	<ul style="list-style-type: none"> Resideo will record an operating cash outflow for amounts paid to Honeywell in respect of a given year not to exceed the \$140M cap plus any late payment amounts accruing if Resideo is subject to a specified event of default under certain indebtedness or is not compliant with certain financial covenants in certain indebtedness on a pro forma basis, provided these conditions are not continuing at this time of payment
Tax Treatment	<ul style="list-style-type: none"> Resideo's payments to Honeywell will not be tax deductible by Resideo

Cash Reimbursement Payments to Honeywell Capped at \$140M in Respect of Any Year

Net Loss to EBITDA Reconciliation | (US\$ in Millions)

	Reconciliation						Commentary
	2015A	2016A	2017A	H1 2017	H1 2018	LTM Q2 2018	
Net Sales	\$4,154	\$4,455	\$4,519	\$2,158	\$2,361	\$4,722	
Net Income (Loss) – GAAP	\$147	\$177	\$(394)	\$32	\$78	\$(348)	
Net Interest Income	(1)	(3)	(3)	(2)	(1)	(2)	
Tax Expense	110	133	560	54	6	512	
Depreciation	54	57	57	28	27	56	
Amortization	4	7	10	5	6	11	
EBITDA (Non-GAAP)	\$314	\$371	\$230	\$117	\$116	\$229	
① Environmental Expense	173	190	282	100	176	358	① Represents historical environmental expenses as reported under 100% carryover basis
② Estimated Stand-Alone Costs	(16)	6	31	7	7	31	② Represents the difference between Resideo's estimate of Selling, general and administrative costs as a stand-alone company and historical allocated costs. The preliminary estimates is ~\$265M on an annual basis, which replaces the historical allocations on a carve-out basis of presentation
③ Stock Compensation Expense	10	13	16	8	9	17	③ Stock compensation expense adjustment includes only non-cash expenses
④ Non-Operating (Income) Expense	(6)	0	1	2	1	0	
Repositioning Charges	10	19	23	19	5	9	
Adjusted EBITDA (Non-GAAP)	\$485	\$599	\$583	\$253	\$314	\$644	
<i>Adjusted EBITDA (Non-GAAP) Margin</i>	<i>12 %</i>	<i>13 %</i>	<i>13 %</i>	<i>12%</i>	<i>13%</i>	<i>14 %</i>	④ Non-operating income / expense adjustment excludes net interest income / expenses
Assumed Cash Payments related to Indemnification and Reimbursement Agreement Obligations ¹	(140)	(140)	(140)	(70)	(70)	(140)	
Adjusted EBITDA including environmental indemnification payments (Non-GAAP)	\$345	\$459	\$443	\$183	\$244	\$504	⑤ On a going forward basis, pursuant to the Indemnification and Reimbursement Agreement Resideo expects to indemnify Honeywell in amounts equal to 90% of payments. Such payments will be subject to a cap of \$140M in respect of liabilities arising in any given year (exclusive of any late payment fees up to 5% per annum)
<i>Adjusted EBITDA including environmental indemnification payments (Non-GAAP) Margin</i>	<i>8 %</i>	<i>10 %</i>	<i>10 %</i>	<i>8%</i>	<i>10%</i>	<i>11 %</i>	
<i>Net Income (Loss) GAAP Margin</i>	<i>4 %</i>	<i>4 %</i>	<i>(9)%</i>	<i>1%</i>	<i>3%</i>	<i>(7)%</i>	
Capital Expenditures	(68)	(60)	(49)	(22)	(23)	(50)	
Adjusted EBITDA including environmental indemnification payments (Non-GAAP) less Capital Expenditures	\$277	\$399	\$394	\$161	\$221	\$454	
<i>% Conversion</i>	<i>80%</i>	<i>87%</i>	<i>89%</i>	<i>88%</i>	<i>91%</i>	<i>90%</i>	

Note: Margins calculated as % of net sales. ¹ Assumed cash paid for the environmental obligations subject to the cap of \$140M in respect of a year in accordance with the terms of the Indemnification and Reimbursement Agreement. Independent of the Indemnification and Reimbursement Agreement, Resideo will have ongoing liability for certain environmental claims which are part of SpinCo's going forward business. For 2017 these payments totaled ~\$1.1M.

Pro-Forma Net Loss to Pro-Forma EBITDA Reconciliation | (US\$ in Millions)

Reconciliation			Commentary
	PF 2017A	PF LTM Q2 2018	
Net Sales	\$4,519	\$4,722	
1 Net Loss – GAAP	\$(425)	\$(380)	1 Reflects the impact of the Trademark License Agreement with Honeywell, indebtedness from pro-forma capital structure (principal amount of \$1,225M), settlement of cash pooling and short-term notes receivables and payables, and impact of certain pension assets and liabilities, impact of Indemnification and Reimbursement Agreement to include 90% of Honeywell's expenses
2 Net Interest Expense	71	73	2 Reflects add back of net interest expense including adjustments related to indebtedness in an aggregate principal amount of \$1,225M
3 Tax Expense	520	479	3 Reflects add back of tax expense including adjustments from pro-forma indebtedness (principal amount of \$1,225M), Trademark License Agreement, settlement of cash pooling and short-term notes receivables and payables, and impact of certain pension assets and liabilities
Depreciation	57	56	
Amortization	10	11	
PF EBITDA (Non-GAAP)	\$233	\$239	
4 Environmental Expense	254	322	4 Reflects add back of environmental expenses including the impact of the Indemnification and Reimbursement Agreement with Honeywell pursuant to which Resideo will have an obligation to make cash payments to Honeywell in amounts equal to 90% of Honeywell's certain environmental-related liabilities, net of recoveries, in each case related to legacy elements of the Honeywell homes business, including the legal costs of defending and resolving such liabilities
Estimated Stand-Alone Costs	31	31	
Stock Compensation Expense	16	17	
5 Non-Operating (Income) Expense	(3)	(4)	5 Reflects the impact of Resideo's assumption of certain pension assets and liabilities for employees who are eligible for benefits under defined benefit pension plans that are currently sponsored by Honeywell
Repositioning Charges	23	9	
6 PF Adjusted EBITDA (Non-GAAP)	\$554	\$614	6 Includes impact of Trademark License Agreement with Honeywell in respect of certain Products segment sales
<i>Adjusted EBITDA (Non-GAAP) Margin</i>	<i>12 %</i>	<i>13 %</i>	
Assumed Cash Payments related to Indemnification and Reimbursement Agreement Obligations ¹	140	140	
PF Adjusted EBITDA including environmental indemnification payments (Non-GAAP)	\$414	\$474	
<i>Adjusted EBITDA including environmental indemnification payments (Non-GAAP) Margin</i>	<i>9 %</i>	<i>10 %</i>	
<i>Net Income (Loss) GAAP Margin</i>	<i>(9)%</i>	<i>(8)%</i>	

Source: Management Estimates Note: Assumes transaction close at 31-Dec-2018. Margin calculated as % of net sales. ¹ Assumed cash paid for the environmental obligations subject to the cap of \$140M in respect of a year in accordance with the terms of the Indemnification and Reimbursement Agreement. Independent of the Indemnification and Reimbursement Agreement, Resideo will have ongoing liability for certain environmental claims which are part of SpinCo's going forward business. For 2017 these payments totaled ~\$1.1M.

Segment Profit Reconciliation | (US\$ in Millions)

Products Segment Profit Calculation			
	H1 2017	H1 2018	LTM Q2 2018
Total Sales	\$1,116	\$1,200	\$ 2,463
Less Intersegment Sales	(174)	(159)	(322)
External Sales	\$942	\$1,041	\$ 2,141
Cost of Products and Services Sold	(528)	(584)	(1,205)
Selling General and Administrative and Other Expenses	(265)	(259)	(534)
Segment Profit	\$149	\$198	\$ 402
<i>Segment Profit Margin</i>	13 %	17 %	16 %
Distribution Segment Profit Calculation			
	H1 2017	H1 2018	LTM Q2 2018
Total Sales	\$1,216	\$1,320	\$ 2,581
Less Intersegment Sales	0	0	0
External Sales	\$1,216	\$1,320	\$ 2,581
Cost of Products and Services Sold	(995)	(1,081)	(2,118)
Selling General and Administrative and Other Expenses	(157)	(165)	(322)
Segment Profit	\$64	\$74	\$ 141
<i>Segment Profit Margin</i>	5 %	6 %	5 %
Total			
	H1 2017	H1 2018	LTM Q2 2018
Total Sales	\$ 2,332	\$ 2,520	\$ 5,044
Less Intersegment Sales	\$(174)	\$(159)	\$(322)
External Sales	\$ 2,158	\$ 2,361	\$ 4,722
Segment Profit	\$ 213	\$ 272	\$ 543
<i>Segment Profit Margin</i>	9.1 %	10.8 %	10.8 %
Segment Profit to Income Before Taxes Reconciliation			
	H1 2017	H1 2018	LTM Q2 2018
Products Segment Profit	\$149	198	\$ 402
Distribution Segment Profit	64	74	141
Total Segment Profit	\$213	272	\$ 543
Pension Expense	(8)	(7)	(15)
Repositioning Charges	(19)	(5)	(9)
Other Expense	(100)	(176)	(357)
Interest and Other Charges, net	0	0	2
Income Before Taxes	\$86	\$84	\$ 164
<i>Income Before Taxes Margin</i>	3.7 %	3.3 %	3.3 %

Note: Segment profit margin calculated as % of total sales.