

HONEYWELL INTERNATIONAL INC
Form 8-K
April 24, 2017

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 – April 24, 2017

(Date of earliest event reported)

honeywell international inc.

(Exact name of Registrant as specified in its Charter)

| | | |
|--|--------------------------|---|
| DELAWARE | 1-8974 | 22-2640650 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| | |
|---|------------|
| 115 Tabor Road, Morris Plains, New Jersey | 07950 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (973) 455-2000

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 (§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 5.07 Submission of Matters to a Vote of Security Holders

Honeywell International Inc. (the “Company”) held its Annual Meeting of Shareowners on April 24, 2017. The following matters set forth in our Proxy Statement dated March 9, 2017, which was filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, were voted upon with the results indicated below.

1. The nominees listed below were elected directors with the respective votes set forth opposite their names:

| | For | % | Against | % | Broker Non Votes |
|---------------------|-------------|---------|------------|--------|------------------|
| Darius Adamczyk | 588,155,146 | 98.83 % | 6,965,842 | 1.17 % | 83,799,752 |
| William S. Ayer | 585,837,250 | 98.44 % | 9,283,738 | 1.56 % | 83,799,752 |
| Kevin Burke | 588,585,709 | 98.90 % | 6,535,279 | 1.10 % | 83,799,752 |
| Jaime Chico Pardo | 581,209,793 | 97.66 % | 13,911,195 | 2.34 % | 83,799,752 |
| David M. Cote | 582,826,529 | 97.93 % | 12,294,459 | 2.07 % | 83,799,752 |
| D. Scott Davis | 580,870,079 | 97.61 % | 14,250,909 | 2.39 % | 83,799,752 |
| Linnet F. Deily | 583,699,514 | 98.08 % | 11,421,474 | 1.92 % | 83,799,752 |
| Judd Gregg | 586,527,284 | 98.56 % | 8,593,704 | 1.44 % | 83,799,752 |
| Clive Hollick | 579,177,472 | 97.32 % | 15,943,516 | 2.68 % | 83,799,752 |
| Grace D. Lieblein | 586,271,403 | 98.51 % | 8,849,585 | 1.49 % | 83,799,752 |
| George Paz | 587,807,215 | 98.77 % | 7,313,773 | 1.23 % | 83,799,752 |
| Bradley T. Sheares | 580,400,267 | 97.53 % | 14,720,721 | 2.47 % | 83,799,752 |
| Robin L. Washington | 588,573,133 | 98.90 % | 6,547,855 | 1.10 % | 83,799,752 |

2. The voting results on a non-binding advisory vote on the frequency of the advisory vote on executive compensation are set forth below:

| 1 Year | % | 2 Years | % | 3 Years | % | Abstain | % | Broker Non Votes |
|-------------|--------|-----------|-------|------------|-------|-----------|-------|------------------|
| 541,724,204 | 91.03% | 3,078,698 | 0.52% | 47,551,390 | 7.99% | 2,766,696 | 0.46% | 83,799,752 |

In light of these results, the Board of Directors has determined to hold an annual advisory vote on executive compensation.

3. The voting results on a non-binding advisory vote to approve the compensation of the Company’s named executive officers disclosed in the Company’s 2017 proxy statement are set forth below:

| For | % | Against | % | Abstain | % | Broker Non Votes |
|-----|---|---------|---|---------|---|------------------|
|-----|---|---------|---|---------|---|------------------|

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552,761,104 92.88% 35,959,835 6.04% 6,400,049 1.08% 83,799,752

4. The shareowners approved the appointment of Deloitte & Touche LLP as independent accountants for 2017. The voting results are set forth below:

| For | % | Against | % | Abstain | % |
|-------------|--------|-----------|-------|-----------|-------|
| 672,189,854 | 99.01% | 4,400,023 | 0.65% | 2,330,863 | 0.34% |

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5. The shareowners did not approve the proposal regarding independent board chairman. The voting results are set forth below:

| For | % | Against | % | Abstain | % | Broker Non Votes |
|-------------|--------|-------------|--------|-----------|-------|------------------|
| 165,439,542 | 27.80% | 426,248,787 | 71.62% | 3,432,659 | 0.58% | 83,799,752 |

6. The shareowners did not approve the proposal regarding political lobbying and contributions. The voting results are set forth below:

| For | % | Against | % | Abstain | % | Broker Non Votes |
|-------------|--------|-------------|--------|------------|-------|------------------|
| 211,938,936 | 35.61% | 369,600,823 | 62.11% | 13,581,229 | 2.28% | 83,799,752 |

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: April 24, 2017 HONEYWELL INTERNATIONAL INC.

By: /s/ Jeffrey N. Neuman
Jeffrey N. Neuman
Vice President, Corporate Secretary and
Deputy General Counsel