



Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 8-K

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 8.01 Other Events**

On April 29, 2019, Honeywell International Inc. (the “Company”) announced that its Board of Directors has authorized the Company to repurchase up to \$10 billion of its common stock, including approximately \$2.3 billion of remaining availability under its previously announced \$8 billion share repurchase authorization.

Repurchases may be made through a variety of methods, which could include open market purchases, accelerated share repurchase transactions, negotiated block transactions, 10b5-1 plans, other transactions that may be structured through investment banking institutions or privately negotiated, or a combination of the foregoing. The repurchase authorization does not have an expiration date and may be amended or terminated by the Company’s Board of Directors at any time without prior notice.

The Company presently expects to repurchase outstanding shares from time to time (i) to

generally offset the dilutive impact of employee stock-based compensation plans, including option exercises, restricted unit vesting and matching contributions under our savings plans, and (ii) to reduce share count via share repurchases as and when attractive opportunities arise. The amount and timing of future repurchases may vary depending on market conditions and the level of operating, financing and other investing activities.

The above-described authorization has no impact on the forward-looking share count or share repurchase disclosures contained in the Company's other public disclosures, including press releases and presentations.

As of March 31, 2019, there were 727,742,035 shares of the Company's common stock outstanding.

**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 29, 2019 Honeywell International Inc.

By: /s/ Anne T. Madden  
Anne T. Madden

Senior Vice President,  
General Counsel,  
and Corporate Secretary