

HONEYWELL INTERNATIONAL INC  
Form DEFA14A  
April 21, 2016

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

**SCHEDULE 14A  
(Rule 14a-101)**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.     )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Honeywell International Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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Fee previously paid with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.

3) Filing Party:

4) Date Filed:



1 Forward Looking Statements This report contains “forward - looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. 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. Forward - looking statements are based on management’s assumptions and assessments in light of past experience and trends, current economic and industry conditions, expected future developments and other relevant factors. They are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by our forward - looking statements. Our forward - looking statements are also subject to risks and uncertainties, which can affect our performance in both the near - and long - term. We identify the principal risks and uncertainties that affect our performance in our Form 10 - K and other filings with the Securities and Exchange Commission. I Definition Of Core Organic Growth Throughout this presentation, core organic sales growth refers to reported sales growth less the impacts from foreign currency translation, M&A and raw materials pass - through pricing in the Resins & Chemicals business of PMT. The raw materials pricing impact is excluded in instances where raw materials costs are passed through to customers, which drives fluctuations in selling prices not tied to volume growth.

Automation and Control Solutions 2 Honeywell Investor Conference – March 5, 2014 Acquisition Process Delivering Results Sales And Cost Synergies Exceeding Expectations Valuation Identification • Portable And Fixed Gas And Radiation Detection • Fit: Leading Technologies For Growth; Minimal Portfolio Overlap • Sales Synergy Drivers: Channel And Geographic Expansion Purchase Price Headline Ev /EBITDA Synergy Adjusted Ev /EBITDA\* ~\$340M 14.7x 5.2x \* Based On 2018 Expected Results Purchase Price Headline Ev /EBITDA Synergy Adjusted Ev /EBITDA\* ~\$600M 17.5x 3.2x Purchase Price Headline Ev /EBITDA Synergy Adjusted Ev /EBITDA\* ~\$130M 11.3x 4.4x Integration\* 115% Cost Synergies (vs. Plan) ~8% Sales Growth (5 - Year CAGR) ~12% Return On Investment (At Year 5) 115% Cost Synergies (vs. Plan) ~5% Sales Growth (5 - Year CAGR) ~18% Return On Investment (At Year 5) 119% Cost Synergies (vs. Plan) ~6% Sales Growth (5 - Year CAGR) ~15% Return On Investment (At Year 5) • Industry Leader In Voice, RFID, And Mobile Printing • Fit: Adding Scale And Technology; Significant SG&A Cost Out • Sales Synergy Drivers: Portfolio Expansion; Growing Voice RFID, And Mobile Printing • Building Management System For Infrastructure / Tunnels • Fit: Technology And Channel Expansion; Cross Selling Opportunities • Sales Synergy Drivers: HGR Expansion And Growth In Infrastructure

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