

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) July 10, 2024

Air Products and Chemicals, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or Other Jurisdiction

of Incorporation)

001-04534

(Commission

File Number)

23-12744

(IRS Emplo

Identification

1940 Air Products Boulevard

Allentown, Pennsylvania 18106-5500

(Address of principal executive offices and zip code)

(610) 481-4911

Registrant's telephone number, including area code

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 obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐

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
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Common Stock, par value \$1.00 per share	APD	New York Stock L
1.000% Euro Notes due 2025	APD25	New York Stock L
0.500% Euro Notes due 2028	APD28	New York Stock L
0.800% Euro Notes due 2032	APD32	New York Stock L
4.000% Euro Notes due 2035	APD35	New York Stock L

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 under 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 101(b) of the Securities Exchange Act. ☐

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**Item 7.01 Regulation FD Disclosure.**

On July 10, 2024, Air Products and Chemicals, Inc. (the “Company”) and Honeywell International Inc. (“Honeywell”) issued a joint press release announcing their entry into the transaction described below in this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

The information in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed to be “filed” under Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise be subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth therein.

**Item 8.01. Other Events.**

On July 10, 2024, the Company and Honeywell jointly announced that they had entered into a Purchase Agreement (the “Agreement”) under which the Company has agreed to sell, and Honeywell has agreed to purchase, liquefied natural gas process technology and equipment business and associated assets and liabilities, including a manufacturing facility located in Port Manatee, Florida (collectively, the “LNG Business”), for \$1.81 billion, subject to the satisfaction or waiver of certain customary closing adjustments. At the closing of the transaction, the Company expects approximately 475 employees of the LNG Business to join Honeywell.

Closing of the transaction is subject to the satisfaction or waiver of customary closing conditions, including the receipt of certain regulatory approvals. The Agreement contains customary representations, warranties and covenants of both the Company and Honeywell. The parties currently expect the transaction to close before the end of the calendar year. The Company will provide customary transition services to Honeywell post-closing to facilitate Honeywell’s integration of the LNG Business.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Press Release dated July 10, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused to be signed on its behalf by the undersigned hereunto duly authorized.

Air Products and Chemicals, Inc.  
(Registrant)

Date: July 10, 2024

By: /s/ Sean D. Major  
Sean D. Major  
Executive Vice President,  
General Counsel and Secretary