
**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): **February 9, 2018**

AMERICAN HONDA FINANCE CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

001-36111
(Commission File Number)

California
(State or Other Jurisdiction of Incorporation)

95-3472715
(I.R.S. Employer Identification No.)

20800 Madrona Avenue
Torrance, California
(Address of Principal Executive Offices)

90503
(Zip Code)

(310) 972-2288
(Registrant's Telephone Number, Including Area Code)

(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 (§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 5.05. Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On February 9, 2018, American Honda Finance Corporation’s (the “Company”) Code of Conduct and North American Compliance & Ethics Policy (“Code of Conduct”) was amended and restated to, among other things, (i) provide for a prohibition, subject to certain exceptions, on Honda Motor Co., Ltd., the Company’s indirect parent (“Honda”), or a Honda affiliate to do business with a former associate of Honda within two years of such associate’s separation from Honda or a Honda affiliate, and (ii) incorporate Honda’s global, regional, and/or local cybersecurity policies into the Code of Conduct. The Code of Conduct applies to all associates, including officers and directors, of Honda and its subsidiaries, including the Company.

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.

AMERICAN HONDA FINANCE CORPORATION

Date: February 9, 2018

By: _____ /s/ Paul C. Honda
Paul C. Honda
Vice President and Assistant Secretary