
**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): March 4, 2016

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))
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Item 1.01. Entry into a Material Definitive Agreement.

On March 4, 2016, the commitment termination date of the \$3,500,000,000 364 day unsecured revolving credit facility of American Honda Finance Corporation (“AHFC”) under its 364 Day Credit Agreement, dated as of March 7, 2014 (as amended, the “364 Day Credit Agreement”), among AHFC, the lenders party thereto, the Bank of Tokyo-Mitsubishi UFJ, Ltd., as administrative agent, and the other agents party thereto, was extended from March 4, 2016 to March 3, 2017. The foregoing description of the 364 Day Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the 364 Day Credit Agreement. A copy of the 364 Day Credit Agreement was filed by AHFC as Exhibit 10.1 to its Form 8-K filed on March 11, 2014.

Further, on March 4, 2016, the commitment termination date of AHFC’s \$3,500,000,000 five year unsecured revolving credit facility under its Five Year Credit Agreement, dated as of March 7, 2014 (as amended, the “Five Year Credit Agreement”), among AHFC, the lenders party thereto, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as administrative agent, and the other agents party thereto, was extended from March 7, 2020 to March 7, 2021. The foregoing description of the Five Year Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Five Year Credit Agreement. A copy of the Five Year Credit Agreement was filed by AHFC as Exhibit 10.2 to its Form 8-K filed on March 11, 2014 and a copy of the First Amendment to Credit Agreement amending the Five Year Credit Agreement was filed by AHFC as Exhibit 10.1 to its Form 8-K filed on March 9, 2015.

Certain of the lenders party to the 364 Day Credit Agreement and the Five Year Credit Agreement, as well as certain of their respective affiliates, have performed, and may in the future perform, commercial banking, investment banking, underwriting and other financial advisory services for AHFC and its affiliates, for which they have received, and will receive, customary fees and expenses.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth above under Item 1.01 is hereby incorporated by reference in its entirety in this Item 2.03.

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: March 4, 2016

By: /s/ Paul C. Honda

Paul C. Honda

Vice President and Assistant Secretary