
**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)
June 6, 2018

NORTHROP GRUMMAN CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

1-16411
(Commission File Number)

No. 80-0640649
(I.R.S. Employer
Identification Number)

2980 Fairview Park Drive, Falls Church, Virginia 22042
(Address of principal executive offices) (Zip code)

(703) 280-2900
(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 2.01 Completion of Acquisition or Disposition of Assets.

On June 6, 2018, Northrop Grumman Corporation (the “Company”) completed its previously announced acquisition of Orbital ATK, Inc., a Delaware corporation (“Orbital ATK”), pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of September 17, 2017, among the Company, Neptune Merger, Inc., a Delaware corporation and wholly owned subsidiary of the Company (“Merger Sub”), and Orbital ATK. Pursuant to the Merger Agreement, Merger Sub merged with and into Orbital ATK with Orbital ATK continuing as the surviving corporation in the Merger as a wholly owned subsidiary of the Company (the “Merger”). At the effective time of the Merger, each share of common stock, \$0.01 par value, of Orbital ATK (the “Orbital ATK Shares”) issued and outstanding immediately prior to the effective time of the Merger (other than Orbital ATK Shares owned by the Company, Merger Sub or Orbital ATK and the Orbital ATK Shares with respect to which appraisal rights were properly exercised and not withdrawn under Delaware law) were converted into the right to receive \$134.50 in cash, without interest (the “Merger Consideration”). On the effective date of the Merger, Orbital ATK’s name was changed to Northrop Grumman Innovation Systems, Inc. (“Northrop Grumman Innovation Systems”). Each Orbital ATK stock option outstanding immediately prior to the effective time was converted into the right to receive a cash payment equal to the number of shares of Orbital ATK’s common stock subject to the stock option, multiplied by the excess, if any, of the Merger Consideration over the exercise price per share of such stock option. Each Orbital ATK restricted share outstanding immediately prior to the effective time was converted into the right to receive a cash payment equal to the Merger Consideration. Each Orbital ATK performance share outstanding immediately prior to the effective time vested at target performance, subject to proration except to the extent otherwise provided by an existing contractual arrangement, and was converted into the right to receive a cash payment equal to the number of shares of Orbital ATK’s common stock subject to the vested performance share, multiplied by the Merger Consideration. Restricted share awards and performance share awards granted following the execution of the Merger Agreement were treated as described above after giving effect to the proration and forfeiture provisions of the Merger Agreement and applicable award agreements. Each Orbital ATK deferred stock unit and each phantom stock unit outstanding immediately prior to the effective time was converted into the right to receive a cash payment equal to the number of shares of Orbital ATK’s common stock subject to such deferred stock unit or phantom stock unit, multiplied by the Merger Consideration.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed on September 18, 2017 and incorporated herein by reference. The Merger Agreement has been included to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about the Company, Orbital ATK or any of their respective subsidiaries or affiliates. The representations and warranties and the covenants in the Merger Agreement were made solely for the benefit of the parties to the Merger Agreement. Investors should not rely on the representations and warranties and the covenants as characterizations of the actual state of facts or condition of the Company, Orbital ATK or any of their respective subsidiaries or affiliates.

Item 7.01 Regulation FD Disclosure.

On June 6, 2018, the Company issued a press release announcing the completion of the Merger. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The information contained in this Item 7.01 and in Exhibit 99.1 is furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and such information shall not be deemed to be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The Company intends to file the financial statements of Orbital ATK required by Item 9.01(a) as part of an amendment to this Current Report on Form 8-K no later than 71 calendar days after the required filing date for this Current Report on Form 8-K.

(b) Pro Forma Financial Information

The Company intends to file the pro forma financial information required by Item 9.01(b) as part of an amendment to this Current Report on Form 8-K no later than 71 days after the required filing date for this Current Report on Form 8-K.

(d) Exhibits

Exhibit No.	Description
Exhibit 2.1	<u>Agreement and Plan of Merger, dated as of September 17, 2017, among Northrop Grumman Corporation, Neptune Merger, Inc. and Orbital ATK, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on September 18, 2017).</u> *
Exhibit 99.1	<u>Press Release ("Northrop Grumman Completes Orbital ATK Acquisition, Blake Larson Elected to Lead New Innovation Systems Sector"), dated June 6, 2018.</u>

* Pursuant to Item 601(b)(2) of Regulation S-K, certain exhibits and schedules have been omitted. The registrant hereby agrees to furnish supplementally a copy of any omitted exhibit or schedule to the SEC upon request.

SIGNATURE

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

NORTHROP GRUMMAN
CORPORATION
(Registrant)

By: /s/ Jennifer C. McGarey
Jennifer C. McGarey
Corporate Vice President and
Secretary

Date: June 6, 2018

The logo for Northrop Grumman, featuring the company name in a bold, blue, sans-serif font. A blue curved line underlines the text, starting from the left and arching under the word "GRUMMAN".

News Release

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Northrop Grumman Completes Orbital ATK Acquisition, Blake Larson Elected to Lead New Innovation Systems Sector

FALLS CHURCH, Va. - June 6, 2018 - Northrop Grumman Corporation (NYSE: NOC) today announced it has closed the acquisition of Orbital ATK Inc. (“Orbital ATK”), a global leader in aerospace and defense technologies. Orbital ATK is now Northrop Grumman Innovation Systems, a new, fourth business sector.

Northrop Grumman’s board of directors has elected Blake Larson as corporate vice president and president of Northrop Grumman Innovation Systems, reporting to Kathy Warden, Northrop Grumman’s president and chief operating officer. Larson previously served as the chief operating officer of Orbital ATK.

“We welcome Orbital ATK’s talented employees,” said Wes Bush, chairman and chief executive officer, Northrop Grumman. “We are delighted to have them join the Northrop Grumman team, and we are very excited about the value creation our combination represents for our customers, shareholders and employees. Together, through our leading technologies and innovation-focused culture, we look forward to developing enhanced mission capabilities and more competitive offerings in critical global security domains,” said Bush.

“I am also excited to welcome Blake to our leadership team,” Bush added. “He is a proven leader and I know that he will continue to focus on performance and innovation as the president of our new Innovation Systems sector.”

Northrop Grumman is a leading global security company providing innovative systems, products and solutions in autonomous systems, cyber, C4ISR, strike, and logistics and modernization to customers worldwide. Please visit news.northropgrumman.com and follow us on Twitter, @NGCNews, for more information.

Cautionary Statement Regarding Forward-Looking Statements

Statements in this press release, other than statements of historical fact, constitute “forward-looking” information within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as

“will,” “anticipate,” “expect,” “intend,” “plan,” “believe,” “estimate,” and similar expressions generally identify these forward-looking statements. Forward-looking statements include, among other things, statements regarding the benefits and implications of the Orbital ATK acquisition. These forward-looking statements speak only as of the date when made, and Northrop Grumman undertakes no obligation to update or revise any forward-looking statements after the date of this press release except as required by applicable law. Forward-looking statements are not guarantees of future performance and inherently involve a wide range of risks and uncertainties that are difficult to predict. Actual results may differ materially from those described or implied in these statements based on a number of factors. A discussion of these risks and uncertainties is contained in Northrop Grumman’s Annual Report on Form 10-K and in our other filings with the Securities and Exchange Commission.