
**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 12, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 12, 2018, Wesley G. Bush, Chairman and Chief Executive Officer, notified Northrop Grumman Corporation (the “Company”) that he will step down from his position as Chief Executive Officer effective January 1, 2019, and he will retire from his position as Chairman on July 31, 2019.

On July 12, 2018, the Board of Directors of the Company elected Kathy J. Warden, President and Chief Operating Officer, to the Board of Directors effective July 12, 2018. The Board of Directors of the Company elected Ms. Warden to the position of Chief Executive Officer and President effective January 1, 2019. Ms. Warden, age 47, who has been employed by the Company since 2008, has held the position of President and Chief Operating Officer since January 1, 2018. Previously Ms. Warden served as Corporate Vice President and President, Mission Systems (January 2016 to December 2017) and Corporate Vice President and President, Information Systems (January 2013 to December 2015).

On July 12, 2018, the Board of Directors also approved an increase in the size of the Board from 12 members to 13 members effective immediately.

Mr. Bush and Ms. Warden will continue at this time to receive salary, bonus and equity awards, and to participate in other benefit and compensation plans, consistent with their current compensation arrangements. The Company has not yet entered into any new compensatory arrangements for Mr. Bush or Ms. Warden for 2019.

A copy of the Company’s press release announcing these officer changes is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
Exhibit 99.1	Press Release ("Northrop Grumman Announces CEO Transition"), dated July 12, 2018

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: July 12, 2018

NORTHROP GRUMMAN
**News Release**

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Northrop Grumman Announces CEO Transition

FALLS CHURCH, Va. - July, 12, 2018 - Northrop Grumman (NYSE: NOC) chairman and chief executive officer Wes Bush announced today that he will step down from the position of chief executive officer effective Jan. 1, 2019. He will remain chairman through July 2019.

Northrop Grumman's board of directors has elected Kathy Warden, the company's president and chief operating officer, to the position of chief executive officer and president, effective Jan. 1, 2019. The board has also elected Warden to serve as a member of the board, effective immediately.

"I am delighted that Kathy will become our company's next CEO," said Bush. "She has demonstrated exceptional leadership in her roles leading the operations of our company, and she brings the vision and values to lead Northrop Grumman into the future."

"I look forward to leading Northrop Grumman and driving performance for all our stakeholders; working with our employees, our customers, and our shareholders as we move our company forward," said Warden.

"The board of directors has a strong focus on succession planning, and Kathy's election as our incoming CEO and president enables us to ensure a seamless transition in this important leadership position for our company," said Don Felsing, Northrop Grumman's lead independent director. "The board appreciates the tremendous progress the company has made under Wes' leadership and we look forward to building on this progress with Kathy as our next CEO."

Warden joined the company in 2008, and has held a series of positions of increasing responsibility, including serving as the vice president and general manager of the company's cybersecurity business, president of its former Information Systems sector, president of its Mission Systems sector, and currently as president and chief operating officer.

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](https://twitter.com/NGCNews), for more information.