

---

**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 8, 2019

---

**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, Northrop Grumman Corporation (the "Company") announced and reported on Form 8-K that Wesley G. Bush will retire from his position as Chairman on July 31, 2019. On July 8, 2019, Mr. Bush submitted his resignation from the Board of Directors effective July 31, 2019.

On July 9, 2019, the Company announced that the Board of Directors has designated Kathy J. Warden, the Company's Chief Executive Officer and President, to serve as Chairman effective immediately following Mr. Bush's retirement on July 31, 2019. The Board of Directors also confirmed that the size of the Board of Directors will decrease to 12 members upon Mr. Bush's resignation.

A copy of the press release entitled "Northrop Grumman Board Names Kathy J. Warden Chairman" is filed as an exhibit to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 99.1	Press Release (" <a href="#">Northrop Grumman Board Names Kathy J. Warden Chairman</a> "), dated July 9, 2019

**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 9, 2019

The logo for Northrop Grumman, featuring the company name in a bold, blue, sans-serif font. A blue curved line is positioned below the text, starting under 'NORTHROP' and ending under 'GRUMMAN'.

## News Release

Contact: Tim Paynter  
703-280-2720  
[tim.paynter@ngc.com](mailto:tim.paynter@ngc.com)

### Northrop Grumman Board Names Kathy J. Warden Chairman

FALLS CHURCH, Va. - July 9, 2019 - The board of directors of Northrop Grumman Corporation (NYSE: NOC) has elected Kathy J. Warden as its chairman, effective August 1, 2019. Warden will serve as chairman, chief executive officer and president. Warden succeeds Wes Bush, who has served as chairman since July 2011. As previously announced, Bush will retire from the company and resign from the board on July 31, 2019. Donald E. Felsing will continue to serve as the company's lead independent director.

"We are excited to have Kathy Warden assume the role of chairman. She has the full confidence of the board and our shareholders, customers and employees will greatly benefit from her leadership. Now is the right time for Kathy to assume the chairmanship of Northrop Grumman," said Felsing.

"Wes has been an outstanding chairman and leader for our board and the company, providing unwavering leadership for our team," said Warden. "I look forward to continuing to work with Don as our extraordinary lead independent director."

Felsing joined the company's board of directors in 2007. He is the former chairman and chief executive officer of Sempra Energy. Warden has been chief executive officer and president of Northrop Grumman since January 1, 2019. She was elected to the company's board of directors in 2018. Previously, she served as president and chief operating officer of the company where she was responsible for the operational management of the four operating sectors as well as its enterprise services organization.

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

###

**Northrop Grumman Corporation**  
2980 Fairview Park Drive Falls Church, VA 22042-4511  
[news.northropgrumman.com](http://news.northropgrumman.com)