

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)  
November 16, 2022

**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)

80-0640649  
(IRS Employer  
Identification Number)

2980 Fairview Park Drive, Falls Church, VA 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	NOC	New York Stock Exchange

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 November 16, 2022, the Board of Directors of Northrop Grumman Corporation (the “Company”) elected Arvind Krishna to the Board of Directors effective November 16, 2022. Mr. Krishna has been Chairman and Chief Executive Officer of IBM since January 2021, and Chief Executive Officer and a member of the Board of Directors of IBM since April 2020. Previously, Mr. Krishna led the IBM Cloud and Cognitive Software business unit from 2017 to April 2020, and also served as the director of IBM’s Research division from 2015 to 2020.

The Board of Directors appointed Mr. Krishna to the Compensation Committee and the Policy Committee.

Mr. Krishna is entitled to receive an annual cash retainer of \$140,000 per year. In addition, Mr. Krishna will receive an annual equity grant of \$175,000 in deferred stock units to be paid at the conclusion of his board service, or earlier, as specified by Mr. Krishna. Mr. Krishna’s retainer fees and equity grant will be prorated for 2022.

On November 16, 2022, the Board of Directors also approved an increase in the size of the Board from thirteen members to fourteen members.

A copy of the Company’s press release announcing the election of Mr. Krishna is attached here to as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release ("Arvind Krishna Joins Northrop Grumman Board of Directors") dated November 16, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release ("Arvind Krishna Joins Northrop Grumman Board of Directors") dated November 16, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



## News Release

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### Arvind Krishna Joins Northrop Grumman Board of Directors

FALLS CHURCH, Va. – Nov. 16, 2022 – Northrop Grumman Corporation (NYSE: NOC) announced it has elected Arvind Krishna to its board of directors. Krishna is the chairman and chief executive officer of IBM.

“Arvind is a proven business leader and technologist, with deep knowledge of the technology landscape,” said Kathy Warden, chairman, chief executive officer and president, Northrop Grumman. “He brings an important perspective that will be incredibly valuable for our company’s innovation journey and continued growth trajectory.”

Krishna became IBM's CEO in April 2020, and chairman of the board in January 2021. He has held numerous senior leadership positions with IBM. Prior to becoming CEO, Krishna was senior vice president for cloud and cognitive software and he also headed IBM Research. He has led the building and expansion of new markets for IBM in artificial intelligence, cloud, quantum computing, and blockchain. He joined IBM in 1990.

Krishna has an undergraduate degree from the Indian Institute of Technology, Kanpur (IITK) and a Ph.D. from the University of Illinois at Urbana-Champaign.

He is a member of the Federal Reserve Bank of New York Board of Directors.

Northrop Grumman is a technology company, focused on global security and human discovery. Our pioneering solutions equip our customers with capabilities they need to connect, advance and protect the U.S. and its allies. Driven by a shared purpose to solve our customers’ toughest problems, our 90,000 employees define possible every day.

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**Northrop Grumman Corporation**  
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