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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported)  
February 19, 2019**

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**NORTHROP GRUMMAN CORPORATION**  
(Exact name of registrant as specified in its charter)

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**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.

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**Item 8.01 Other Events.**

Northrop Grumman Corporation ("Northrop Grumman" or the "Company") has received notification of an unsolicited "mini-tender" offer by TRC Capital Corporation (TRC Capital) to purchase up to 500,000 shares, or approximately 0.29 percent of the outstanding common stock of the company as of January 28, 2019. TRC Capital's offer price of \$274.25 per share in cash is approximately 4.44% less than the \$286.98 closing price of the Company's common stock on February 15, 2019, the last trading day before the mini-tender offer commenced.

The Company does not endorse TRC Capital's mini-tender offer and recommends that shareholders do not tender their shares in response to the offer. The offer is at a price below the current market price for Northrop Grumman shares and is subject to various conditions.

The Company urges shareholders to obtain current market quotes for their shares, to review the conditions to TRC Capital's mini-tender offer, to consult with their brokers or financial advisors and to exercise caution with respect to this mini-tender offer. The Company is in no way associated with TRC Capital, the mini-tender offer or the offer documentation.

A copy of the Company's press release entitled "Northrop Grumman Recommends Shareholders Reject Mini-Tender Offer by TRC Capital Corporation" 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	<a href="#">Press Release ("Northrop Grumman Recommends Shareholders Reject Mini-Tender Offer by TRC Capital Corporation"), dated February 19, 2019</a>

**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: February 19, 2019

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 extending under the word "GRUMMAN".

## News Release

Contact: Tim Paynter (Media)  
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### Northrop Grumman Recommends Shareholders Reject Mini-Tender Offer by TRC Capital Corporation

FALLS CHURCH, Va. - Feb. 19, 2019 - Northrop Grumman Corporation (NYSE: NOC) has received notification of an unsolicited "mini-tender" offer by TRC Capital Corporation (TRC Capital) to purchase up to 500,000 shares, or approximately 0.29 percent of the outstanding common stock of the company as of Jan. 28, 2019. TRC Capital's offer price of \$274.25 per share in cash is approximately 4.44% less than the \$286.98 closing price of the company's common stock on Feb. 15, 2019, the last trading day before the mini-tender offer commenced.

The company does not endorse TRC Capital's mini-tender offer and recommends that shareholders do not tender their shares in response to the offer. The offer is at a price below the current market price for Northrop Grumman shares and is subject to various conditions. Mini-tender offers, such as this one by TRC Capital, seeking to acquire less than 5 percent of a company's outstanding shares, avoid many disclosure and procedural requirements of the Securities and Exchange Commission (SEC) that apply to larger tender offers. As a result, these mini-tender offers do not provide investors with the same level of protection as provided by larger tender offers under U.S. federal securities laws.

The company urges shareholders to obtain current market quotes for their shares, to review the conditions to TRC Capital's mini-tender offer, to consult with their brokers or financial advisors and to exercise caution with respect to this mini-tender offer. The company is in no way associated with TRC Capital, the mini-tender offer or the offer documentation.

The SEC has cautioned investors about offers of this type, noting that "[s]ome bidders make mini-tender offers at below-market prices, hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price." The SEC's Tips for Investors regarding mini-tender offers may be found on the SEC's website at [www.sec.gov/investor/pubs/minitend.htm](http://www.sec.gov/investor/pubs/minitend.htm).

According to the TRC Capital offer documents received by the company, Northrop Grumman shareholders who have already tendered their shares may withdraw their shares by providing written notice described in TRC Capital's offering documents prior to the expiration of the offer, currently scheduled for 12:01 a.m., New York City time on March 20, 2019.

The company encourages broker-dealers and other market participants in the dissemination of the offer to review the SEC's recommendations to broker-dealers in these circumstances, which can be found on the SEC website at <http://www.sec.gov/divisions/marketreg/mini-tenders/sia072401.htm> and Information Memo Number 01-27 issued by the NYSE on Sept. 28, 2001, which can be found on the NYSE website at <https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2001/01-27.pdf> regarding the dissemination of mini-tender offer materials.

The company requests that a copy of this news release be included with all distributions of materials relating to TRC Capital's mini-tender offer.

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, for more information.