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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)  
December 7, 2016**

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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**  
**www.northropgrumman.com**  
**(Address of principal executive offices and internet site)**

**(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))
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**TABLE OF CONTENTS**

<a href="#">Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers</a>	3
<a href="#">Item 9.01 Financial Statements and Exhibits</a>	3
<a href="#">SIGNATURE</a>	4
<a href="#">EXHIBIT INDEX</a>	5

EXHIBIT 99.1

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

**(d) Election of New Director**

On December 7, 2016, the Board of Directors of Northrop Grumman Corporation (the “Company”) elected Mark A. Welsh III to the Board of Directors effective December 8, 2016. General Welsh is the Dean of the Bush School of Government and Public Service at Texas A&M University, a position he has held since August 2016. Prior to his current position, General Welsh most recently served as the Chief of Staff, U.S. Air Force from August 2012 until his retirement in July 2016, and Commander, U.S. Air Forces in Europe; Commander, Air Component Command, Ramstein Air Base, Germany; and Director, Joint Air Power Competency Center, Ramstein Air Base, Germany from December 2010 to July 2012. He served on active duty in the U.S. Air Force for almost 40 years in various positions.

The Board of Directors appointed General Welsh to the Audit Committee and the Policy Committee.

General Welsh is entitled to receive an annual cash retainer of \$122,500 per year as well as an additional \$10,000 retainer for serving on the Audit Committee. In addition, General Welsh will receive an annual equity grant of \$145,000 in deferred stock units to be paid out at the conclusion of his board service, or earlier, as specified by General Welsh. General Welsh’s retainer fees and equity grant will be prorated for 2016.

On December 7, 2016, the Board of Directors also approved an increase in the size of the Board from 13 members to 14 members.

A copy of the Company’s press release announcing the election of General Welsh is attached hereto 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>
Exhibit 99.1	Press Release (“Northrop Grumman Elects Mark A. Welsh III to Its Board of Directors”), dated December 8, 2016.

**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: December 9, 2016

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 99.1	Press Release (“Northrop Grumman Elects Mark A. Welsh III to Its Board of Directors”), dated December 8, 2016.

***NORTHROP GRUMMAN***



## News Release

Contact: Randy Belote (Media)  
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### Northrop Grumman Elects Mark A. Welsh III to its Board of Directors

FALLS CHURCH, Va. - Dec. 8, 2016 -- Northrop Grumman Corporation (NYSE:NOC) announced it has elected Gen. Mark A. Welsh, III (USAF ret.), Dean of the Bush School of Government and Public Service at Texas A&M University to its board of directors. The addition of Welsh increases Northrop Grumman's board of directors to 14 members, 13 of whom are independent directors.

A photo accompanying this release is available at: available at: <http://news.northropgrumman.com/news/releases/northrop-grumman-elects-mark-a-welsh-iii-to-its-board-of-directors>

"We are delighted that Mark Welsh has joined our board of directors," said Wes Bush, chairman, chief executive officer and president, Northrop Grumman Corporation. "His extensive leadership experience and deep understanding of global security are a great fit to our board, and we are excited about the contributions he will make as Northrop Grumman employees around the globe work to create value for our customers and shareholders."

Prior to his current position as Dean of the Bush School of Government and Public Service at Texas A&M University, Welsh served as Chief of Staff of the U.S. Air Force, the senior uniformed Air Force officer responsible for the organization, training and equipping of active-duty, Guard, Reserve and civilian forces serving in the United States and overseas. During his long career, Welsh also served as a member of the Joint Chiefs of Staff, Commander of the U.S. Air Forces in Europe and Commander of NATO's Air Command, Associate Director for Military Affairs at the Central Intelligence Agency and Commandant of the United States Air Force Academy.

Welsh earned a bachelor's degree from the U.S. Air Force Academy, a master's degree in computer resource management from Webster University, and graduated from the Army Command and General Staff College, the Air War College and the National War College.

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 [www.northropgrumman.com](http://www.northropgrumman.com) for more information.

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