
**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)
May 28, 2013**

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

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))
-
-

TABLE OF CONTENTS

Item 7.01 Regulation FD Disclosure	3
Item 9.01 Financial Statements and Exhibits	3
SIGNATURE	4
EXHIBIT INDEX	5

EXHIBIT 99.1

Item 7.01 Regulation FD Disclosure.

On May 28, 2013, Northrop Grumman Corporation (the “Company”) issued a press release announcing that on June 27, 2013 it will redeem for cash all of its then outstanding 3.70% Senior Notes due 2014 and all of its then outstanding 1.850% Senior Notes due 2015. The Company also announced the commencement of a public offering of senior unsecured debt securities of the Company. A copy of the press release is filed as Exhibit 99.1 hereto and the press release is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release dated May 28, 2013

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: May 28, 2013

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Press Release dated May 28, 2013

News Release

Contacts: Randy Belote (Media)
703-280-2720
randy.belote@ngc.com
Steve Movius
(Investors)703-280-4575
steve.movius@ngc.com

Northrop Grumman Announces Debt Redemption and Commences Debt Offering

FALLS CHURCH, Va. - May 28, 2013 - Northrop Grumman Corporation (NYSE: NOC) announced today that it will redeem for cash all of its then outstanding 3.70% Senior Notes due 2014 (the “2014 Notes”) and all of its then outstanding 1.850% Senior Notes due 2015 (the “2015 Notes”) and, together with the 2014 Notes, the “Notes”) on June 27, 2013. Each series of Notes will be redeemed at a price equal to the sum of (i) 100% of the principal amount outstanding, (ii) a “make-whole” premium, which will be calculated three business days prior to the redemption date in accordance with the Notes and the indenture governing the applicable series of Notes, and (iii) accrued and unpaid interest on the principal amount being redeemed to, but not including, the redemption date. Northrop Grumman currently expects the “make-whole” premiums to result in a one-time, pre-tax charge of approximately \$30 million in the second quarter of 2013. As of the date of this press release, \$350 million aggregate principal amount of the 2014 Notes and \$500 million aggregate principal amount of the 2015 Notes were outstanding.

Debt Offering

Northrop Grumman also announced that it has commenced an underwritten offering of senior unsecured notes under its effective shelf registration statement. Northrop Grumman expects to use the net proceeds from the offering to redeem the Notes and for general corporate purposes, including debt repayment, share repurchases, pension plan funding, acquisitions and working capital.

Citigroup Global Markets Inc., J.P. Morgan Securities LLC, RBS Securities Inc. and Wells Fargo Securities, LLC are serving as joint book-running managers for the offering. Copies of the preliminary prospectus supplement and the accompanying prospectus, and when available the prospectus supplement, relating to the offering may be obtained by calling Citigroup Global Markets Inc. toll free at (800) 831-9146, J.P. Morgan Securities LLC collect at (212) 834-4533, RBS Securities Inc. toll free at (866) 884-2071 and Wells Fargo Securities, LLC toll free at (800) 326-5897. A copy of these documents may also be obtained by visiting EDGAR on the SEC website at www.sec.gov.

Northrop Grumman Corporation
2980 Fairview Park Drive · Falls Church, VA 22042-4511
www.northropgrumman.com/media

Northrop Grumman Announces Debt Redemption and Commences Debt Offering

The securities are being offered pursuant to an effective shelf registration statement previously filed with the Securities and Exchange Commission, and a prospectus supplement and accompanying prospectus filed with the Securities and Exchange Commission as part of the shelf registration statement.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Northrop Grumman is a leading global security company providing innovative systems, products and solutions in unmanned systems, cyber, C4ISR, and logistics and modernization to government and commercial customers worldwide. Please visit www.northropgrumman.com for more information.

Note: Statements in this press release, other than statements of historical fact, constitute “forward-looking” information within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “anticipate,” “expect,” “intend,” “plan,” “believe,” “estimate,” “guidance,” “goal” and similar expressions generally identify these forward-looking statements. These forward-looking statements speak only as of the date when made, and the Company undertakes no obligation to update or revise any forward-looking statements after the date of this press release. Forward-looking statements are not guarantees of future performance and inherently involve a wide range of risks and uncertainties that are difficult to predict. Actual results may differ materially from those described or implied in these statements based on a number of factors, including global economic conditions, economic conditions in our industry, government fiscal and budget policies, changes in interest rates and other market conditions. A discussion of these risks and uncertainties is contained in the Company's 2012 Annual Report on Form 10-K and the company's other filings with the Securities and Exchange Commission.

###

Northrop Grumman Corporation
2980 Fairview Park Drive · Falls Church, VA 22042-4511
www.northropgrumman.com/media