
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Northrop Grumman Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

April 8, 2015
CA 15-06

**Update: Important Information Regarding Your
Northrop Grumman Shares—Your Vote Is Important**

To Northrop Grumman Employees:

On Monday, Northrop Grumman filed its proxy statement for the 2015 Annual Meeting of Shareholders. The proxy statement and 2014 annual report are [now available online](#).

You may have received a communication from Computershare on Monday with the subject line “*Northrop Grumman Corporation Proxy Meeting Materials*” that contained instructions for viewing the proxy statement and annual report and casting your vote for the 2015 Annual Meeting of Shareholders. **If you previously attempted to access the site using Internet Explorer and were unable to view the content, a reboot will be required for a browser setting change to take effect in order to enable you to properly view the site.** If you are unable to display the content once the reboot is complete, please contact the IT Help Desk at 855-737-8364. You may also use Firefox to access the site.

As a reminder, to view the proxy statement and annual report, please visit www.envisionreports.com/NOC.

To cast your vote, please visit www.envisionreports.com/NOC and follow the on-screen instructions. You will be prompted to enter your Control Number that was provided in the email from Computershare to access this voting site. **If you did not receive the email from Computershare, deleted the email, or if you have any questions, please contact Computershare at (877) 498-8861 or the company’s shareholder services at (310) 332-2544.**

Please note that votes submitted through this site must be received by Wednesday, May 20, 2015 at 1 a.m. Eastern Daylight Time.

If shares are held on your behalf under any of the company savings plans, voting instructions submitted through this site must be received by Sunday, May 17, 2015 at 11:59 p.m. Eastern Daylight Time.

We value your input as shareholders. Please ensure that your shares are represented at the 2015 Annual Meeting.

Thank you for your attention to this matter.