

**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:



Company **Announcement**

May 12, 2021

Information Regarding Your Northrop Grumman Shares - Your Vote Is Important

To Northrop Grumman Employees:

The company's 2021 annual meeting of shareholders will be held virtually on Wednesday, May 19, at <http://www.meetingcenter.io/241697037>. Many of you hold Northrop Grumman shares through one of the company savings plans. This announcement is to encourage you to vote all of your shares if you have not done so already. Your vote is important, and your input is valued.

The voting deadline for participants in the Northrop Grumman Savings Plan or the Northrop Grumman Financial Security and Savings Program for the company's 2021 annual meeting of shareholders is Sunday, May 16, at 11:59 p.m. Eastern Time.

To cast your vote, visit www.envisionreports.com/NOC and follow the instructions. It is important to vote all of your Northrop Grumman shares held in the Northrop Grumman Savings Plan or the Northrop Grumman Financial Security and Savings Program.

The following are the proposals scheduled to be presented at the annual meeting and the voting recommendations of the company's board of directors. Please refer to the company's 2021 Proxy Statement at www.envisionreports.com/NOC for a discussion of why the board recommends that you vote as follows:

| Proposal | Board Recommendation |
|---|-----------------------------|
| Election of Directors | For |
| Advisory Vote on Compensation of Named Executive Officers | For |
| Ratification of Appointment of Independent Auditor | For |
| Shareholder Proposal That the Company Assess and Report on Potential Human Rights Impact That Could Result From Governments' Use of Our Products and Services, Including in Conflict-Affected Areas | Against |
| Shareholder Proposal to Move to a 10% Ownership Threshold for Shareholders to Request Action by Written Consent | Against |

Note that you may receive multiple communications (electronically and/or by mail) containing proxy materials and voting instructions for each type of account in which you hold shares of Northrop Grumman stock. Review each communication carefully as it is likely not a duplicate and be sure to vote all of your shares in each of your accounts.

On Friday, April 2, you should have received an email notification from Northrop Grumman's transfer agent, Computershare, sent to your email address on record (either your personal or company address), containing instructions for viewing the proxy statement and annual report, and for voting your shares.

If you did not receive an email notification, or wish to change your vote, contact Computershare at 877-498-8861.