

**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)

October 13, 2015

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))

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

(c)(e) On October 14, 2015, Northrop Grumman Corporation (the “Company”) announced that on October 13, 2015 the Board of Directors elected three current officers to new officer positions, in each case effective January 1, 2016: Gloria A. Flach, currently Corporate Vice President and President, Electronic Systems has been elected to the position of Corporate Vice President and Chief Operating Officer ; Kathy J. Warden, currently Corporate Vice President and President, Information Systems has been elected to the position of Corporate Vice President and President, Mission Systems; and Christopher T. Jones, Corporate Vice President, Technical Services has been elected to the position of Corporate Vice President, Technology Services.

Ms. Flach, age 56, who has been employed by the Company since 1981, has held the position of Corporate Vice President and President, Electronic Systems, since January 2013. Prior to her current position, Ms. Flach held several other positions with the Company, including Corporate Vice President and President, Enterprise Shared Services (2010-2012); and Sector Vice President and General Manager, Targeting Systems Division, Electronic Systems Sector (2010).

Ms. Warden, age 44, who has been employed by the Company since 2008, has held the position of Corporate Vice President and President, Information Systems since January 2013. Prior to her current position, Ms. Warden held several other positions with the Company, including Vice President and General Manager, Cyber Intelligence Division (2011-2012); and Vice President, Cyber and SIGINT business unit (2008-2011).

Mr. Jones, age 51, who has been employed by the Company since 2004, has held the position of Corporate Vice President, and President, Technical Services since January 2013. Prior to his current position, Mr. Jones held several other positions with the Company, including Vice President and General Manager, Integrated Logistics and Modernization Division, Technical Services Sector (2010-2012).

Each of these officers will continue at this time to receive salary, bonus and equity awards, and to participate in other benefit and compensation plans, consistent with her or his current compensation arrangements. Ms. Flach and Ms. Warden each will receive a relocation payment in the amount of \$250,000 in connection with her new position. The Company has not entered into any other new material compensatory arrangements specific to Ms. Flach, Ms. Warden or Mr. Jones.

In their new roles, each of these officers will continue to report to Wes Bush, Chairman, Chief Executive Officer and President.

A copy of the Company’s press release announcing these officer changes is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

A copy of the press release announcing these actions is furnished as Exhibit 99.1 to this Form 8-K and incorporated by reference.

Exhibit No.	Description
Exhibit 99.1	Press Release (“Northrop Grumman Announces Organization and Leadership Changes”), dated October 14, 2015

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: October 15, 2015

Exhibit Index

Exhibit No.	Description
Exhibit 99.1	Press Release (“Northrop Grumman Announces Organization and Leadership Changes”), dated October 14, 2015.



News Release

Contact: Randy Belote (Media)
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Northrop Grumman Announces Organization and Leadership Changes

FALLS CHURCH, Va. -- Oct. 14, 2015 -- Northrop Grumman Corporation (NYSE: NOC) announced today structural changes that better align its business with the evolving needs of the company's customers and enhance innovation across the company. The changes include the streamlining of business sectors from four to three. Two new sectors will be created by merging elements of the company's current Electronic Systems, Information Systems and Technical Services sectors. As a part of this change, Northrop Grumman also announced the appointment of a chief operating officer. These actions will be effective on Jan. 1, 2016.

Gloria Flach will become chief operating officer. She is currently corporate vice president and president of the Electronic Systems sector and brings more than thirty years of experience to her new role.

A new Mission Systems sector will be composed of the company's existing Electronic Systems sector and the businesses from the current Information Systems sector focused on the development of new capabilities for our military and intelligence customers around the globe. Kathy Warden, currently corporate vice president and president of Information Systems, will be corporate vice president and president of Mission Systems. The new sector will be headquartered in Maryland.

The services portfolio in the Information Systems sector will combine with the Technical Services sector to form the new Technology Services sector. Chris Jones, currently corporate vice president and president, Technical Services, will lead the new sector.

The military and civil space hardware business in Azusa, California, currently reporting to Electronic Systems, will move to the Aerospace Systems sector and the

Northrop Grumman Announces Organization and Leadership Changes

electronic attack business currently in Aerospace Systems will move to the Mission Systems sector. Tom Vice will continue to lead the Aerospace Systems sector.

“These changes align more closely with the evolving missions of our customers in the global security markets we serve,” said Wes Bush, chairman, chief executive officer and president, Northrop Grumman. “I am pleased that we have strong leadership in place and I look forward to working with them to continue to deliver top performance for our shareholders, customers and employees.”

The organization and leadership changes announced today are not expected to have a material impact on the company’s 2015 results.

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.

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