

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)

June 10, 2020

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)

80-0640649
(IRS Employer
Identification Number)

2980 Fairview Park Drive, Falls Church, VA 22042
(Address of principal executive offices)(Zip Code)

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	NOC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 10, 2020, the Board of Directors of Northrop Grumman Corporation (the “Company”) elected David P. Abney to the Board of Directors effective June 10, 2020. Mr. Abney is the Executive Chairman of the Board of Directors of UPS, a position from which he is scheduled to retire in September 2020. Mr. Abney served as Chief Executive Officer of UPS from 2014 until the end of May, 2020, and was appointed Chairman of the Board in 2016. Prior to his role as Chairman and CEO, Mr. Abney served as Chief Operating Officer and in a number of other roles since joining UPS in 1974.

The Board of Directors appointed Mr. Abney to the Audit Committee and the Policy Committee.

In connection with Mr. Abney’s appointment, the Company reports the following related party transaction consistent with Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934: in the ordinary course of business, the Company purchases logistical services from UPS. For the year ended December 31, 2019, amounts paid for these services accounted for less than 0.1% of either companies’ revenues for the 2019 fiscal year and to date in 2020.

Mr. Abney is entitled to receive an annual cash retainer of \$130,000 per year as well as an additional \$10,000 retainer for serving on the Audit Committee. In addition, Mr. Abney will receive an annual equity grant of \$160,000 in deferred stock units to be paid at the conclusion of his board service, or earlier, as specified by Mr. Abney. Mr. Abney’s retainer fees and equity grant will be prorated for 2020.

On June 10, 2020, the Board of Directors also approved an increase in the size of the Board from 12 members to 13 members.

A copy of the Company’s press release announcing the election of Mr. Abney is attached here to 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>
99.1	Press Release ("David Abney Joins Northrop Grumman Board of Directors") dated June 10, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release ("David Abney Joins Northrop Grumman Board of Directors") dated June 10, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



News Release

Contact: Tim Paynter
703-280-2720 (office)
571-835-0771 (mobile)
Timothy.Paynter@ngc.com

David Abney Joins Northrop Grumman Board of Directors

FALLS CHURCH, Va. - June 10, 2020 - Northrop Grumman Corporation (NYSE: NOC) announced it has elected David Abney to its board of directors. Abney is the executive chairman of the UPS board of directors, and served as the chief executive officer of UPS from 2014 until May 2020.

"David is an accomplished and respected business leader and is a great addition to our board," said Kathy Warden, chairman, chief executive officer and president, Northrop Grumman. "His experience leading a complex, global business will be extremely valuable as we continue to position our company for long-term growth."

Abney served as UPS's chief operating officer prior to becoming chief executive officer, overseeing all facets of UPS's global transportation network. Prior to this, he was president of UPS International, where he led the company's growth in its global logistics capabilities.

Abney also serves on the board of Macy's, Inc. and the board of Catalyst, an organization working to accelerate and advance women into senior leadership and board positions. He also serves as a Trustee of The UPS Foundation and the Annie E. Casey Foundation.

Northrop Grumman solves the toughest problems in space, aeronautics, defense and cyberspace to meet the ever evolving needs of our customers worldwide. Our 90,000 employees define possible every day using science, technology and engineering to create and deliver advanced systems, products and services.

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Northrop Grumman Corporation
2980 Fairview Park Drive Falls Church, VA 22042-4511
news.northropgrumman.com