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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)  
September 25, 2017**

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**NORTHROP GRUMMAN CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**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**

(b)(c) On September 25, 2017, Wes Bush, Chairman, Chief Executive Officer and President of Northrop Grumman Corporation (the “Company”) announced the election of four officers effective January 1, 2018.

The Board of Directors elected Kathy J. Warden to the position of President and Chief Operating Officer of the Company. Ms. Warden, age 46, who has been employed by the Company since 2008, has held the position of Corporate Vice President and President, Mission Systems since January 1, 2016. Prior to her current position, Ms. Warden held the positions of Corporate Vice President and President, Information Systems (January 2013 to December 2015) and Vice President and General Manager, Cyber Intelligence Division (2011-2012). Ms. Warden will continue to report directly to Mr. Wes Bush who, effective January 1, 2018, will serve as Chairman and Chief Executive Officer.

The Board of Directors elected Mark A. Caylor to the position of Corporate Vice President and President, Mission Systems. Mr. Caylor currently serves in the position of Corporate Vice President and President, Enterprise Services and Chief Strategy Officer.

The Board of Directors elected Shawn N. Purvis to the position of Corporate Vice President and President, Enterprise Services. Ms. Purvis currently holds the position of Vice President and Chief Information Officer.

The Board of Directors elected Lesley A. Kalan to the position of Corporate Vice President, Government Relations. Ms. Kalan is currently the Vice President, Legislative Affairs.

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. The Company has not entered into any other new material compensatory arrangements specific to these officers.

The Company announced that Gloria A. Flach, Corporate Vice President and Chief Operating Officer of the Company, will retire from the Company effective December 31, 2017, after 36 years with the Company. The Company also announced that Sid Ashworth, Corporate Vice President, Government Relations will retire effective December 31, 2017.

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.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	<a href="#"><u>Press Release (“Northrop Grumman Announces Leadership Transition”), dated September 26, 2017</u></a>

**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: September 26, 2017

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	<a href="#">Press Release ("Northrop Grumman Announces Leadership Transitions"), dated September 26, 2017</a>

The logo for Northrop Grumman, featuring the company name in a bold, blue, sans-serif font. A blue swoosh underline is positioned below the text, starting under 'NORTHROP' and extending past 'GRUMMAN'.

## News Release

Contact: Tim Paynter (Media)  
703-280-2720  
[tim.paynter@ngc.com](mailto:tim.paynter@ngc.com)

Steve Movius (Investors)  
703-280-4575  
[steve.movius@ngc.com](mailto:steve.movius@ngc.com)

### Northrop Grumman Announces Leadership Transitions

- *Gloria A. Flach, Sid Ashworth to retire at year end*
- *Kathy J. Warden elected president and COO, effective Jan. 1, 2018*
- *Mark A. Caylor named corporate vice president and President, Mission Systems effective Jan. 1, 2018*
- *Shawn N. Purvis named corporate vice president and president, Enterprise Services effective Jan. 1, 2018*
- *Lesley A. Kalan elected corporate vice president, Government Relations effective Jan. 1, 2018*

FALLS CHURCH, Va. - Sept. 26, 2017 -- Northrop Grumman Corporation (NYSE: NOC) announced today that two of its elected officers have stated their intent to retire at the end of this year. Gloria A. Flach, chief operating officer, and Sid Ashworth, corporate vice president, Government Relations have announced their decisions to retire from the company, effective Dec. 31, 2017.

The Northrop Grumman Board of Directors has elected Kathy J. Warden president and chief operating officer, effective Jan. 1, 2018. Warden currently is corporate vice president and president, Mission Systems. In her new role, Warden will oversee the company's three operating sectors as well as the integration of the Orbital ATK business upon closing of that transaction. Warden and all sector presidents will continue to be members of the company's Corporate Policy Council.

The board of directors also elected Mark A. Caylor corporate vice president and president, Mission Systems; Shawn N. Purvis corporate vice president and president, Enterprise Services; and Lesley A. Kalan corporate vice president, Government Relations. Caylor, Purvis and Kalan will assume their new roles on Jan. 1, 2018. They will also serve as members of the Corporate Policy Council.

"Gloria and Sid have made tremendous contributions to our company, and to our nation," said Wes Bush, chairman, chief executive officer and president. "I want to thank them for their leadership in our

company. I am delighted to welcome Kathy, Mark, Shawn and Lesley into their new roles as we continue to focus on driving top performance for our customers, shareholders and employees.”

Gloria Flach has had a distinguished 36-year career with Northrop Grumman, providing engineering expertise and executive leadership across our company. She is the first female chief operating officer in the company’s history and previously served as president of Northrop Grumman’s Electronic Systems sector, a world-leader in defense electronic systems. Her innovative leadership has contributed greatly to the company’s success.

Sid Ashworth joined Northrop Grumman’s leadership team as it established its headquarters in Washington, D.C., transforming the company’s government relations approach and providing effective guidance, coordination and support for all company relationships with the U.S. government. Her successful career at Northrop Grumman caps off more than 25 years of prior experience in the legislative and executive government branches, including 14 years as a professional staff member with the U.S. Senate Committee on Appropriations.

As corporate vice president and president of Northrop Grumman’s Mission Systems sector, Kathy Warden oversees large-scale, mission-critical systems and complex hardware and software products within the U.S. and internationally in areas such as command, control, computing, communications, intelligence, surveillance and reconnaissance (C4ISR) and cybersecurity. Previously, Warden was corporate vice president and president of the former Information Systems sector. Prior to joining Northrop Grumman in 2008, Warden held leadership roles at General Dynamics, Veridian and General Electric. She earned a bachelor’s degree from James Madison University and a master’s degree in business administration from George Washington University.

Mark Caylor leads the company’s Enterprise Shared Services organization and the Corporate Strategy and Mergers and Acquisitions functions. He has served as corporate vice president and president, Enterprise Shared Services and as corporate vice president and treasurer. Caylor earned a bachelor’s degree in aeronautical and astronautical engineering from the Massachusetts Institute of Technology, a master’s degree in aeronautics and astronautics from the California Institute of Technology, and a master’s degree in business administration from UCLA’s Anderson School of Management.

Shawn Purvis, as vice president and chief information officer, leads and executes all aspects of Northrop Grumman’s internal IT strategy and related responsibilities. Prior to her current position she served as sector vice president and general manager for Northrop Grumman’s former Cyber division. Purvis joined Northrop Grumman in 2012 serving as vice president of the Integrated Intelligence Systems (IIS) business unit. Prior to joining Northrop Grumman, she held positions of increasing scope and responsibility with SAIC. Purvis earned a bachelor’s degree in computer science from Hampton University and a master’s degree in information systems from George Mason University.

Lesley Kalan leads the corporate Legislative Affairs organization, responsible for implementing and overseeing all Northrop Grumman strategic and tactical interactions with the U.S. Congress and related organizations. Prior to joining Northrop Grumman, Kalan was vice president with the Cohen Group and served as professional staff of the U.S. Senate, Committee on Appropriations, Defense Subcommittee, and in the Office of the Secretary of Defense. She earned a master's degree in public administration and policy from the Askew School of Public Administration and Policy, Florida State University and a bachelor's degree in political science from the University of South Florida.

Northrop Grumman is a leading global security company providing innovative systems, products and solutions in autonomous systems, cyber, C4ISR, strike, and logistics and modernization to customers worldwide. Please visit [news.northropgrumman.com](https://news.northropgrumman.com) and follow us on Twitter, [@NGCNews](https://twitter.com/NGCNews), for more information.

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