

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)

February 1, 2021

**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 8.01. Other Events.**

On February 1, 2021, Northrop Grumman Corporation (the “Company”) issued a press release announcing that it has entered into an accelerated share repurchase (“ASR”) agreement with Goldman Sachs & Co. LLC (“Goldman Sachs”) to repurchase \$2 billion of the Company’s common stock. The ASR agreement was entered into pursuant to the Company’s current share repurchase authorization.

Approximately 5.9 million shares of the Company’s common stock to be repurchased under the transaction will be received by the Company on February 2, 2021. The final number of shares to be repurchased will be based on the volume-weighted average price of the Company’s common stock during the term of the transaction, less a discount and subject to adjustments pursuant to the terms of the ASR agreement, and is expected to be completed in the second quarter of 2021. At settlement, Goldman Sachs may be required to deliver additional shares of common stock to the Company, or, under certain circumstances, the Company may be required to deliver shares of its common stock or may elect to make a cash payment to Goldman Sachs.

A copy of the Company’s press release entitled “Northrop Grumman Announces \$2 Billion Accelerated Share Repurchase Agreement” is filed 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	<a href="#">Press Release ("Northrop Grumman Announces \$2 Billion Accelerated Share Repurchase Agreement") dated February 1, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## Exhibit Index

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release ("Northrop Grumman Announces \$2 Billion Accelerated Share Repurchase Agreement") dated February 1, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



## News Release

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

Contact: Todd Ernst (Investors)  
703-280-4535 (office)  
[todd.ernst@ngc.com](mailto:todd.ernst@ngc.com)

### Northrop Grumman Announces \$2 Billion Accelerated Share Repurchase Agreement

FALLS CHURCH, Va. – Feb. 1, 2021 – Northrop Grumman Corporation (NYSE: NOC) today announced that it has entered into an accelerated share repurchase (ASR) agreement with Goldman Sachs & Co. LLC to repurchase \$2 billion of Northrop Grumman’s common stock. Under the ASR agreement, Northrop Grumman will receive initial deliveries of approximately 5.9 million shares on Feb. 2, representing approximately 85 percent of the expected share repurchases under the ASR agreement, based on the company’s closing price of \$286.61 on Jan. 29, 2021. The final number of shares to be repurchased will be based on Northrop Grumman’s volume-weighted average price during the term of the transaction, less a discount, and is expected to be completed in the second quarter of 2021. The ASR will be completed under the company’s current share repurchase authorization, which currently has \$5.8 billion in authorization remaining.

Northrop Grumman solves the toughest problems in space, aeronautics, defense and cyberspace to meet the ever evolving needs of our customers worldwide. Our 97,000 employees define possible every day using science, technology and engineering to create and deliver advanced systems, products and services.

#### Cautionary Statement Regarding Forward-Looking Statements

*Statements in this press release contain or may contain statements that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “will,” “expect,” “anticipate,” “intend,” “may,” “could,” “should,” “plan,” “project,” “forecast,” “believe,” “estimate,” “guidance,” “outlook,” “trends,” “goals” and similar expressions generally identify these forward-looking statements. Forward-looking statements are*

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*based upon assumptions, expectations, plans and projections that we believe to be reasonable when made, but which may change over time. These statements are not guarantees of future performance and inherently involve a wide range of risks and uncertainties that are difficult to predict. Specific risks that could cause actual results to differ materially from those expressed or implied in these forward-looking statements include, but are not limited to those identified and discussed more fully in the section entitled "Risk Factors" in the Form 10-K for the year ended December 31, 2020 and from time to time in our other filings with the Securities and Exchange Commission. You are urged to consider the limitations on, and risks associated with, forward-looking statements and not unduly rely on the accuracy of forward-looking statements. These forward-looking statements speak only as of the date when made, and the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.*

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