

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)
July 7, 2023

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 July 7, 2023, the Board of Directors of Northrop Grumman Corporation (the "Company") elected Kathryn G. Simpson as Corporate Vice President and General Counsel, effective October 30, 2023. Ms. Simpson will succeed Sheila C. Cheston, who will retire from the Company effective December 1, 2023 after more than 13 years as the Corporate Vice President and General Counsel of the Company. Ms. Simpson joined the Company in 2012 and is currently the Vice President and Associate General Counsel in the Mission Systems sector. Previously, Ms. Simpson served as the Vice President and Deputy General Counsel.

A copy of the press release announcing the election of Ms. Simpson is attached hereto 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 (" Northrop Grumman Elects Kathryn Simpson Corporate Vice President and General Counsel; Sheila Cheston to Retire "), dated July 12, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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
 (Signature)
 Jennifer C. McGarey
 Corporate Vice President and Secretary

Date: July 12, 2023

Exhibit Index

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News Release

Contact: Vic Beck
703-280-4456
vic.beck@ngc.com

Northrop Grumman Elects Kathryn Simpson Corporate Vice President and General Counsel; Sheila Cheston to Retire

FALLS CHURCH, Va. – July 12, 2023 – Northrop Grumman Corporation (NYSE: NOC) announces that its board of directors has elected Kathryn Simpson corporate vice president and general counsel, effective October 30, 2023. She will succeed Sheila Cheston, who has announced her intent to retire effective December 1. Simpson will report to Kathy Warden, chair, chief executive officer and president, and oversee the company's legal matters.

"Kathy is a seasoned and respected general counsel and leader, and I'm excited to have her join our senior management team," said Kathy Warden. "She brings broad-based legal and strategic expertise to the role, and extensive experience working in the aerospace and defense industry, all of which will serve her and our company well as the leader of our global legal team."

"On behalf of our company and the board of directors, I want to thank Sheila for her contributions to our company over her 13-year career with Northrop Grumman," said Warden. "She provided outstanding leadership and counsel and has been instrumental in instilling a culture of strong ethics. We wish her all the best in her retirement."

Simpson is currently vice president and associate general counsel in the company's Mission Systems sector. Previously, she served as the company's vice president and deputy general counsel. Simpson joined Northrop Grumman in 2012 from Raytheon, where she worked for 17 years in various positions, including vice president for corporate transactions and board governance and general counsel of Raytheon International and Raytheon Commercial Electronics. Prior to this, Simpson was an Attorney-Advisor at the United States International Trade Commission and practiced law at a major U.S. law firm. She holds a bachelor's degree from the University of Iowa and a juris doctorate degree from the University of Wisconsin.

Northrop Grumman is a leading global aerospace and defense technology company. Our pioneering solutions equip our customers with capabilities they need to connect and protect the world, and push the boundaries of human exploration across the universe. Driven by a shared purpose to solve our customers' toughest problems, our 95,000 employees define possible every day.

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