
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): November 8, 2009

Northrop Grumman Corporation

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

1-16411
(Commission
File Number)

95-4840775
(IRS Employer
Identification No.)

1840 Century Park East, Los Angeles, CA 90067
(Address of principal executive offices) (Zip Code)

(310) 553-6262
Registrant's telephone number, including area code

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 8.01. Other Events.

On November 8, 2009, Northrop Grumman Corporation (the "Company") issued a press release announcing that it has signed an agreement to sell TASC, Inc., the Company's advisory services business, for \$1.65 billion in cash to an investor group led by General Atlantic LLC and affiliates of Kohlberg Kravis Roberts & Co. L.P. The transaction is expected to generate net cash proceeds, after taxes, of approximately \$1.1 billion. Completion of the transaction is subject to customary regulatory conditions, including Hart-Scott-Rodino approval. The transaction is expected to close by the end of 2009. The Company also announced in the press release that its Board of Directors has separately approved an increase of \$1.1 billion to the Company's prior \$2.5 billion share repurchase authorization, on which approximately \$280 million remained at the end of the third quarter of 2009. The Company expects to use the net proceeds from the sale of TASC, Inc. to repurchase shares of the Company's common stock. The press release dated November 8, 2009 announcing the agreement to sell TASC, Inc. and the increase in the Company's share repurchase program is furnished as Exhibit 99.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits

Furnished
Exhibit 99 Press release dated November 8, 2009

Signature(s)

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)

Date: November 10, 2009

By: /s/ Joseph F. Coyne, Jr.
(Signature)
Joseph F. Coyne, Jr.
Corporate Vice President, Deputy General
Counsel and Secretary

Exhibit Index

Exhibit No.
Exhibit 99 — Furnished

Description of Exhibit
Press release dated November 8, 2009

NORTHROP GRUMMAN**News Release**

Contact: Dan McClain (Media)
(310) 201-3335
(310) 801-9351 (mobile)
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Northrop Grumman to Sell Its Advisory Services Division, TASC, Inc., for \$1.65 Billion; Net Cash Proceeds to Fund Additional \$1.1 Billion Share Repurchase

LOS ANGELES — Nov. 8, 2009 — Northrop Grumman Corporation (NYSE: NOC) has signed a definitive agreement to sell TASC, Inc., its advisory services business, for \$1.65 billion in cash to an investor group led by General Atlantic LLC and affiliates of Kohlberg Kravis Roberts & Co. L.P. Completion of the transaction is subject to customary regulatory conditions including Hart-Scott-Rodino approval. The transaction is expected to close by year end.

Northrop Grumman's board of directors separately authorized a \$1.1 billion increase in the company's share repurchase program. At the end of the third quarter of 2009, approximately \$280 million remained on the company's prior \$2.5 billion share repurchase authorization.

The company expects the sale to generate net cash proceeds, after taxes, of approximately \$1.1 billion. Net proceeds will be used to repurchase shares of common stock, after which the transaction is expected to be neutral to Northrop Grumman's 2010 earnings per share from continuing operations. The company also expects the transaction to be neutral to 2009 net income and diluted earnings per share.

"This transaction is in the best interest of Northrop Grumman's customers, employees and shareholders," said Ronald D. Sugar, chairman and chief executive officer. "It reflects Northrop Grumman's desire to align quickly with the government's new organizational conflict of interest standards, while preserving TASC's unique organizational culture and its status as the advisory services employer of choice. TASC is a remarkable organization with a proud 43-year heritage of supporting critical national security missions. We are confident the investors understand the critical importance of its customers' missions and the depth and sophistication of its employees' expertise."

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www.northropgrumman.com/media

Northrop Grumman to Sell Its Advisory Services Division, TASC, Inc., for \$1.65 Billion; Net Cash Proceeds to Fund Additional \$1.1 Billion Share Repurchase

Chantilly, Va.-based TASC, Inc. is part of Northrop Grumman's Information Systems sector and has approximately 5,000 employees. TASC, Inc. expects 2009 revenue of approximately \$1.6 billion.

Goldman Sachs and Credit Suisse represented Northrop Grumman in the transaction. Fried, Frank, Harris, Shriver & Jacobson LLP served as legal advisor to Northrop Grumman.

Northrop Grumman Corporation is a leading global security company whose 120,000 employees provide innovative systems, products, and solutions in aerospace, electronics, information systems, shipbuilding and technical services to government and commercial customers worldwide.

Northrop Grumman will hold a conference call at 11:30 a.m. EST on Nov. 9th to discuss this announcement. A live audio broadcast of the conference call will be available on the investor relations page of the company's Web site at <http://www.northropgrumman.com>.

Statements in this release, other than statements of historical fact, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks and uncertainties. Actual results could differ materially due to factors such as: timing of the closing of the transaction described in this release; the effect of economic conditions in the United States and globally; access to capital; future sales and cash flows; timing of cash receipts; effective tax rates and timing and amounts of tax payments; returns on pension plan assets, interest and discount rates and other changes that may impact pension plan assumptions; the outcome of litigation, claims, audits, appeals, bid protests and investigations; hurricane-related insurance recoveries; costs of environmental remediation; our relationships with labor unions; availability and retention of qualified personnel; costs of capital investments; changes in organizational structure and reporting segments; risks associated with acquisitions, dispositions, joint ventures and other business arrangements; possible impairments of goodwill or other intangible assets; effects of legislation, rulemaking, and changes in accounting, tax or defense procurement; changes in government and customer priorities and requirements (including government budgetary constraints, shifts in defense spending, changes in import and export policies, changes in customer short-range and long-range plans); acquisition or termination of contracts; technical, operational or quality setbacks in contract performance; issues with, and financial viability of, key suppliers and subcontractors; availability of materials and supplies; controlling costs of fixed-price development programs; contractual performance relief and the application of cost sharing terms; allowability and allocability of costs under U.S. Government contracts; progress and acceptance of new products and technology; domestic and international competition; legal, financial and governmental risks related to international transactions; potential security threats, natural disasters and other disruptions not under our control; and other risk factors disclosed in our filings with the Securities and Exchange Commission.

These forward-looking statements speak only as of the date of this release and we undertake 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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