

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)
March 15, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 15, 2023, the Board of Directors of Northrop Grumman Corporation (the "Company") elected Kimberly A. Ross and Mary A. Winston to the Board of Directors effective March 15, 2023.

Ms. Ross served as Chief Financial Officer of WeWork from March through November 2020. She served as Senior Vice President and Chief Financial Officer of Baker Hughes Company from September 2014 to July 2017. Ms. Ross was Executive Vice President and Chief Financial Officer of Avon Products, Inc. from November 2011 to November 2014. Prior to that, she served as the Executive Vice President and Chief Financial Officer of Royal Ahold N.V. from 2007 to 2011 and previously held a variety of senior management positions at Royal Ahold. The Board of Directors appointed Ms. Ross to the Audit and Risk Committee and the Policy Committee and determined that Ms. Ross satisfies the SEC's definition of "audit committee financial expert."

Ms. Winston is the President and Founder of WinsCo Enterprises, a consulting firm providing financial and board governance advisory services since 2016. She served as interim Chief Executive Officer of Bed Bath & Beyond from May 2019 to November 2019, and as Executive Vice President and Chief Financial Officer of Family Dollar Stores from 2012 to 2015. Prior to that, Ms. Winston served as Senior Vice President and Chief Financial Officer of Giant Eagle, Inc. from 2008 to 2012, and as Executive Vice President and Chief Financial Officer of Scholastic Corporation from 2004 to 2007. The Board of Directors appointed Ms. Winston to the Compensation Committee and the Policy Committee.

Ms. Ross and Ms. Winston each are entitled to receive an annual cash retainer of \$140,000 per year. In addition, they both will receive an annual equity grant of \$175,000 in deferred stock units to be paid at the conclusion of their respective board service, or earlier, as specified by them. Their retainer fees and equity grants will be prorated for 2023.

On March 15, 2023, the Board of Directors also approved an increase in the size of the Board from fourteen members to fifteen members.

A copy of the press release announcing the election of Ms. Ross and Ms. Winston 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 ("Kimberley Ross and Mary Winston Join Northrop Grumman Board of Directors") dated March 15, 2023
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 ("Kimberly Ross and Mary Winston Join Northrop Grumman Board of Directors") dated March 15, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



News Release

Contact: Vic Beck (Media)
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Kimberly Ross and Mary Winston Join Northrop Grumman Board of Directors

FALLS CHURCH, Va. – March 15, 2023 – Northrop Grumman Corporation (NYSE: NOC) has elected Kimberly A. Ross and Mary A. Winston to its board of directors.

“Kimberly and Mary are proven global business leaders, and we’re thrilled to have them join our board,” said Kathy Warden, chair, chief executive officer and president, Northrop Grumman. “Their deep experience, serving in senior executive leadership and board roles with large public companies, will be valuable as we continue to position our company for near and long-term global growth.”

Ross was chief financial officer of WeWork in 2020 and chief financial officer of Baker Hughes Company from 2014 to 2017. Prior to this, she was executive vice president and chief financial officer of Avon Products, Inc. from 2011 to 2014, and executive vice president and chief financial officer of Royal Ahold N.V. from 2007 to 2011.

Winston is president and founder of WinsCo Enterprises, a financial and board governance consulting firm. She was interim chief executive officer of Bed Bath & Beyond in 2019. Previously, she was executive vice president and chief financial officer of Family Dollar Stores from 2012 to 2015, senior vice president and chief financial officer of Giant Eagle from 2008 to 2012, and executive vice president and chief financial officer of Scholastic Corporation from 2004 to 2007.

Northrop Grumman is a leading global aerospace and defense technology company. Our pioneering solutions equip our customers with the 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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