

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 3, 2025

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.

(b) (c) (e) On November 6, 2025, Northrop Grumman Corporation (the “Company”) announced that on November 3, 2025, the Board of Directors elected John Greene, age 60, as corporate vice president and chief financial officer, effective January 7, 2026. Mr. Greene served as executive vice president, chief financial officer of Discover Financial Services from September 2019 to May 2025, when Discover Financial Services was acquired by Capital One Financial Corporation. Prior to joining Discover in 2019, Mr. Greene served as executive vice president, chief financial officer and treasurer at Bioverativ, a global biopharmaceutical company, from 2016 to March 2018. From 2014 to 2016, he was chief financial officer for Willis Group Holdings, which was preceded by more than eight years at HSBC Holdings where he served as chief financial officer for multiple business units, including retail bank and wealth management. He also held various chief financial officer roles in his 12-year tenure with General Electric from 1993 to 2005.

The Company further announced that Kenneth Crews, corporate vice president and chief financial officer, will be stepping down from his position effective January 7, 2026, but will remain an employee of the Company and serve in an advisory capacity until February 20, 2026 to ensure a smooth transition.

In connection with Mr. Greene’s election as corporate vice president and chief financial officer, the Compensation and Human Capital Committee of the Board of Directors approved a base salary for Mr. Greene of \$955,000, as well as an annual incentive, a long-term incentive and other benefits commensurate with his position. The Compensation and Human Capital Committee also approved a sign-on grant comprised of Restricted Stock Rights, in accordance with the terms and conditions approved by the Compensation and Human Capital Committee, with a value of \$2,000,000.

ITEM 7.01. Regulation FD Disclosure.

The Company issued a press release announcing the chief financial officer transition on November 6, 2025. A copy of that press release is furnished as Exhibit 99.1 to this Current Report and incorporated herein by reference. As part of that press release, the Company reaffirmed its previously announced fiscal year 2025 guidance.

The information contained in this Item 7.01, including the accompanying Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities under that section and shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release ("Northrop Grumman Announces CFO Transition") dated November 6, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



News Release

Contact: News Bureau
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Northrop Grumman Announces CFO Transition

FALLS CHURCH, Va. – Nov. 6, 2025 – Northrop Grumman Corporation (NYSE: NOC) announces that its board of directors has elected John Greene corporate vice president and chief financial officer (CFO), effective Jan. 7, 2026. He will report to Kathy Warden, chair, chief executive officer and president.

Greene will succeed Ken Crews, who has announced his intent to leave the company, effective Feb. 20, 2026, to pursue other interests. Crews will remain the company's CFO through Jan. 7. Once Greene joins the company, Crews will serve in an advisory capacity to ensure a smooth transition.

"John is a seasoned finance executive with a distinguished record of global leadership and deep experience across complex, highly regulated industries," said Warden. "He has consistently managed strategic capital deployment, operational discipline, and shareholder value creation. We are excited to welcome him to Northrop Grumman and look forward to his leadership as we navigate a dynamic market with significant opportunities for growth."

"On behalf of the company and the board of directors, I want to thank Ken for his dedicated service to our company over his 22-year career with Northrop Grumman," said Warden. "He's a valued member of our team and leader to our finance team. I have confidence in his continued leadership as we finish the year strong."

Most recently, Greene was chief financial officer for Discover Financial Services for six years, prior to its acquisition by Capital One. Previously, he served as chief financial officer for Bioverativ, a global pharmaceutical company, and Willis Group Holdings. He also served as chief financial officer for multiple business units within HBSC Holdings, including retail bank and wealth management. Greene began his career with Ernst & Young and worked for 12 years at General Electric.

He holds a Bachelor of Science degree from State University of New York and a Master of Business Administration degree from Northwestern University's Kellogg School of Management.

The company is reaffirming 2025 financial guidance and 2026 outlook, as shared during the last quarterly earnings call on October 21.

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

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the boundaries of human exploration across the universe. Driven by a shared purpose to solve our customers' toughest problems, our employees define possible every day.

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Forward-Looking Statements

Financial guidance, as well as outlook, trends, expectations and other forward-looking statements provided by the company for 2025 and beyond, reflect the company's judgment based on the information available to the company at the time of this release. The company's financial guidance and outlook for 2025 and beyond reflect what the company currently anticipates will be the impacts on the company from, among other factors, the global macroeconomic, security, and political/budget environments, including the impacts from inflationary pressures and labor and supply chain challenges; changes in the threat environment; changes in government budget, appropriations and procurement priorities and processes; changes in the regulatory environment, including trade policy and tax policy; and changes in support for our programs. We are not assuming, and the company's financial guidance and outlook for 2025 and beyond do not reflect impacts on the company from, a prolonged government shutdown, or application of spending limits or other spending cuts. However, the company cannot predict how these factors will evolve or what impacts they will have, and there can be no assurance that the company's current expectations or underlying assumptions are correct. These factors can affect the company's ability to achieve guidance or meet expectations.

Forward-looking statements are not guarantees of future performance and inherently involve a wide range of risks and uncertainties that are difficult to predict. A discussion of these risks and uncertainties is contained in the Company's filings with the Securities and Exchange Commission.

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