

**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)

December 10, 2018

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))

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 7.01 Regulation FD.

On December 10, 2018, Northrop Grumman Corporation (the “Company”) announced a change to the Company’s method of accounting for actuarial gains and losses relating to its pension and other post-retirement benefit (“OPEB”) plans to a more preferable method under U.S. GAAP. A copy of the press release entitled “Northrop Grumman Announces Change in Pension Accounting” is furnished as Exhibit 99.1 and incorporated by reference herein. Beginning with December 31, 2018 results, the Company will adopt the mark-to-market method of accounting and recognize pension and OPEB actuarial gains and losses, largely related to changes in discount rates and differences between expected and actual plan asset returns, in the year they are incurred rather than amortizing them over time. This accounting change will have no effect on the Company’s cash flows, pension funding requirements or benefits received by participants of the pension and OPEB plans. It is expected to impact pre-tax earnings as described in the press release. The Company will provide recast prior period financial statements reflecting the effects of this change when it reports its fourth quarter and full year 2018 results.

ITEM 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit No.	Description
Exhibit 99.1	Press Release ("Northrop Grumman Announces Change in Pension Accounting"), dated December 10, 2018

News Release

Contact: Steve Movius (Investors)
703-280-4575
steve.movius@ngc.com

Northrop Grumman Announces Change in Pension Accounting

- Adopts Mark-to-Market Method to Simplify Pension Accounting
- No Effect on Cash Flow, Pension Funding Requirements or Participant Benefits
- New Method Expected to Increase 2018, 2019 and 2020 Earnings from Net FAS/CAS Adjustment

FALLS CHURCH, Va. - Dec. 10, 2018 - Northrop Grumman Corporation (NYSE: NOC) is changing its method of accounting for pension and other post-retirement benefits (OPEB) to a more preferable method under U.S. GAAP. Beginning with Dec. 31, 2018 results, the company will adopt the mark-to-market (MTM) method of accounting.

Under MTM accounting, the company now plans to recognize pension and OPEB actuarial gains and losses, largely related to changes in discount rates and differences between expected and actual plan asset returns, in the fourth quarter of the year they are incurred rather than amortizing them over time. The elimination of amortization of gains and losses is expected to increase 2018 pre-tax earnings by \$535 million before the fourth quarter 2018 MTM adjustment. Assuming a 4.25 percent discount rate and zero percent plan asset returns in 2018, the increase in 2018 pre-tax earnings resulting from the elimination of amortization would be partially offset by a fourth quarter 2018 MTM adjustment of approximately \$500 million. The actual fourth quarter 2018 MTM adjustment will largely be determined based on actual 2018 plan asset returns and the year-end discount rate.

For 2019, the adoption of the MTM method is expected to increase the company's net FAS/CAS adjustment to \$1.350 billion from \$750 million, and increase pre-tax earnings by approximately \$600 million, before any fourth quarter 2019 MTM adjustment. The increase reflects the elimination of future amortization of actuarial gains and losses.

Schedule 1 of this release updates the company's Oct. 24, 2018 pension information for the new accounting method. Schedule 2 provides the 2018 MTM adjustment's sensitivities to differences in the discount rate and plan asset return assumptions described above, and also provides FAS pension expense sensitivities for 2019 and beyond.

Northrop Grumman will provide recast prior period financial statements, reflecting the effects of the adoption of the MTM method as described above, when it reports its fourth quarter and full year 2018 earnings results on January 31, 2019.

2018-2020 Pension Accounting Update (Excluding MTM Adjustments)

(\$ in millions)	As of October 24, 2018 ¹			Pension Accounting Update ^{2,3}		
	2018E	2019E	2020E	2018E	2019E	2020E
Total Net FAS/ CAS adjustment	~1,110	~750	~825	~1,645	~1,350	~1,350
CAS	~1,000	~850	~800	~1,000	~850	~800
FAS service expense	~(405)	~(400)	~(350)	~(405)	~(400)	~(350)
FAS non-service benefit	~515	~300	~375	~1,050	~900	~900
Required funding	~90	~180	~270	~90	~180	~270

¹ Assumes a 4.18% discount rate for 2019 and 2020, 2018 plan asset return of 0%, and an 8% expected long-term rate of return for all years presented, subject to change depending upon actual results.

² Assumes a 4.25% discount rate for 2019 and 2020, 2018 plan asset return of 0%, and an 8% expected long-term rate of return for all years presented, subject to change depending upon actual results.

³ Updated accounting treatment will include a MTM adjustment to be recorded in Q4 of each year.

SCHEDULE 2

2018 MTM Adjustment Sensitivities

(\$ in millions)	Change	Inc/(Dec) to Expense
Discount rate	+25 basis points	~(1,000)
	-25 basis points	~1,000
Plan asset returns	+100 basis points	~(300)
	-100 basis points	~300

2019 and Beyond FAS Pension Expense Sensitivities

(\$ in millions)	Change	Inc/(Dec) to Expense
Discount rate	+25 basis points	~35
	-25 basis points	~(35)
Plan asset returns	+100 basis points	~(25)
	-100 basis points	~25

Northrop Grumman is a leading global security company providing innovative systems, products and solutions in autonomous systems, cyber, C4ISR, space, strike, and logistics and modernization to customers worldwide. Please visit news.northropgrumman.com and follow us on Twitter, [@NGCNews](https://twitter.com/NGCNews), for more information.

Forward-Looking Statements

This press release contains statements, other than statements of historical fact, that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “will,” “expect,” “intend,” “may,” “could,” “plan,” “project,” “forecast,” “believe,” “estimate,” “guidance,” “outlook,” “anticipate,” “trends,” “goals” and similar expressions generally identify these forward-looking statements. Forward-looking statements include, among other things, statements relating to our future financial condition, results of operations and/or cash flows. Forward-looking statements are 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 our 2017 Annual Report on Form 10-K, the section entitled “Risk Factors” in the Form 10-Q for the quarter ended June 30, 2018 and in other filings with the Securities and Exchange Commission (SEC). 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 this release is first issued or, in the case of any document incorporated by reference, the date of that document. 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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Northrop Grumman Corporation
2980 Fairview Park Drive • Falls Church, VA 22042-4511
news.northropgrumman.com