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)

May 20, 2020

NORTHROP GRUMMAN CORPORATION

	(Exact name of registrant as speci	fied in its charter)	
Delaware (State or Other Jurisdiction of Incorporation or Organization)	1-16411 (Commission File Nun	nber)	80-0640649 (IRS Employer Identification Number)
	2980 Fairview Park Drive, Falls (Address of principal executive offi		
	(703) 280-2900 (Registrant's telephone number, incl	uding area code)	
	(Former name or former address, if chan	ged since last report)	
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 Stoo	ck Exchange
Check the appropriate box below if the Form 8-K following provisions: Written communications pursuant to Rule 42: Soliciting material pursuant to Rule 14a-12 to Pre-commencement communications pursuant Pre-commencement communications pursuant Indicate by check mark whether the registrant is a chapter) or Rule 12b-2 of the Securities Exchange	5 under the Securities Act (17 CFR 24 under the Exchange Act (17 CFR 240 nt to Rule 14d-2(b) under the Exchannt to Rule 13e-4(c) under the Exchangen the Exchangen emerging growth company as defin	30.425) .14a-12) .ge Act (17 CFR 240.14d-2) ge Act (17 CFR 240.13e-4) ned in Rule 405 of the Secu	(b)) c))
	•	-	growth company □
If an emerging growth company, indicate by checor revised financial accounting standards provide			ition period for complying with any new

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2020 Annual Meeting held on May 20, 2020, shareholders considered and approved the three proposals that management presented, each of which is described in more detail in the Company's Proxy Statement filed on April 3, 2020. Shareholders did not approve either the shareholder proposal that the Company assess and report on potential human rights impacts that could result from governments' use of our products and services or the shareholder proposal to move to a 3% ownership threshold for shareholders to request action by written consent.

The results detailed below represent the final voting results as certified by the Inspectors of Election:

Management's Proposals

Proposal 1

The shareholders elected the following twelve directors: Kathy J. Warden, Marianne C. Brown, Donald E. Felsinger, Ann M. Fudge, Bruce S. Gordon, William H. Hernandez, Madeleine A. Kleiner, Karl J. Krapek, Gary Roughead, Thomas M. Schoewe, James S. Turley and Mark A. Welsh III.

Director	For	Against	Abstain	Broker Non-Vote
Kathy J. Warden	134,861,739	4,016,476	505,813	15,128,774
Marianne C. Brown	136,568,695	1,987,554	827,779	15,128,774
Donald E. Felsinger	134,157,812	4,451,102	775,114	15,128,774
Ann M. Fudge	137,002,172	1,643,519	738,337	15,128,774
Bruce S. Gordon	132,785,750	5,859,390	738,888	15,128,774
William H. Hernandez	137,365,676	1,301,978	716,374	15,128,774
Madeleine A. Kleiner	133,425,769	3,225,212	2,733,047	15,128,774
Karl J. Krapek	135,212,550	3,338,115	833,363	15,128,774
Gary Roughead	136,181,131	2,404,781	798,116	15,128,774
Thomas M. Schoewe	136,441,598	2,079,454	862,976	15,128,774
James S. Turley	136,412,867	2,108,380	862,781	15,128,774
Mark A. Welsh III	137,402,399	1,237,374	744,255	15,128,774

Proposal 2

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, with a vote of:

For	Against	Abstain	Broker Non-Vote
133,107,383	5,124,820	1,151,825	15,128,774

Proposal 3

The shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2020 with a vote of 149,850,548 shares for, 4,048,098 shares against and 614,156 abstentions.

Shareholder Proposals

Proposal 4

The shareholders did not approve the shareholder proposal that the Company assess and report on potential human rights impacts that could result from governments' use of our products and services.

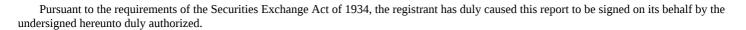
For	Against	Abstain	Broker Non-Vote
33,123,948	103,984,875	2,275,205	15,128,774

Proposal 5

The shareholders did not approve the shareholder proposal to move to a 3% ownership threshold for shareholders to request action by written consent.

For	Against	Abstain	Broker Non-Vote
38,450,058	99,760,752	1,173,218	15,128,774

SIGNATURE



NORTHROP GRUMMAN CORPORATION (Registrant)

/s/ Jennifer C. McGarey By:

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

Date: May 26, 2020