
**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 18, 2015**

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)

No. 80-0640649
**(I.R.S. Employer
Identification Number)**

2980 Fairview Park Drive, Falls Church, Virginia 22042
www.northropgrumman.com
(Address of principal executive offices and internet site)

(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))
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EXHIBIT 99.1

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 18, 2015, the Board of Directors of Northrop Grumman Corporation (the “Company”) elected Marianne C. Brown to the Board of Directors effective March 19, 2015. Ms. Brown is the Chief Operating Officer of SunGard Financial Systems, the largest business segment of SunGard Data Systems, Inc., a position she has held since February 2014. Prior to joining SunGard Financial Systems, Ms. Brown served as President and CEO of Omgeo, LLC from 2006 to 2014.

The Board of Directors appointed Ms. Brown to the Audit Committee and the Policy Committee.

Ms. Brown is entitled to receive an annual cash retainer of \$120,000 per year as well as an additional \$10,000 retainer for serving on the Audit Committee. In addition, Ms. Brown will receive an annual equity grant of \$135,000 in deferred stock units to be paid out at the conclusion of her board service, or earlier, as specified by Ms. Brown, once she has five or more years of service. Ms. Brown’s retainer fees and equity grant will be prorated for 2015.

On March 18, 2015, the Board of Directors also approved an increase in the size of the Board from 12 members to 13 members.

A copy of the Company’s press release announcing the election of Ms. Brown 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>
Exhibit 99.1	Press Release (“Northrop Grumman Elects Marianne Brown to Its Board of Directors”), dated March 19, 2015.

SIGNATURE

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)

By: /s/ Jennifer C. McGarey
Jennifer C. McGarey
Corporate Vice President and
Secretary

Date: March 19, 2015

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Press Release (“Northrop Grumman Elects Marianne Brown to Its Board of Directors”), dated March 19, 2015.

NORTHROP GRUMMAN



News Release

Contact: Randy Belote
703-280-2720
randy.belote@ngc.com

Northrop Grumman Elects Marianne Brown to its Board of Directors

FALLS CHURCH, Va. -- March 19, 2015 -- Northrop Grumman Corporation (NYSE:NOC) announced it has elected Marianne Brown, chief operating officer of SunGard Financial Systems, to its board of directors. The addition of Brown increases Northrop Grumman's board of directors to 13 members, 12 of whom are independent directors.

A photo accompanying this release is available at: <http://media.globenewswire.com/noc/mediagallery.html?pkgid=31541>.

"We are pleased that Marianne Brown has joined our board of directors," said Wes Bush, chairman, chief executive officer and president. "Her global leadership and track record of success in financial services and technology industries will contribute to Northrop Grumman's focus on performance for our shareholders, customers and employees."

Brown serves as chief operating officer of SunGard Financial Systems, a leading provider of software and IT services to institutions in virtually every segment of the global financial services industry. She joined SunGard Financial Systems in February 2014. Prior to that, Brown was the CEO and president of Omgeo, a global financial services technology company. Before joining Omgeo, she was the CEO of the Securities Industry Automation Corporation. Brown began her career at Automatic Data Processing (ADP) and progressed through a series of positions of increasing responsibility culminating in her role as general manager of ADP's Brokerage Processing Services business, which was subsequently spun off to become Broadridge Financial Solutions.

Brown earned a bachelor's degree in Business Administration from Concordia College. She holds a variety of community and philanthropic leadership roles and has received numerous awards for her business and volunteer work.

Northrop Grumman Corporation
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www.northropgrumman.com/media

Northrop Grumman is a leading global security company providing innovative systems, products and solutions in unmanned systems, cyber, C4ISR, and logistics and modernization to government and commercial customers worldwide. Please visit www.northropgrumman.com for more information.

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