

NORTHROP GRUMMAN CORP /DE/

Form 8-K

March 20, 2015

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))

TABLE OF CONTENTS

| | |
|--|---|
| <u>Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers</u> | 3 |
| <u>Item 9.01 Financial Statements and Exhibits</u> | 3 |
| <u>SIGNATURE</u> | 4 |
| <u>EXHIBIT INDEX</u> | 5 |

EXHIBIT 99.1

2

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

| Exhibit No. | Description |
|--------------|---|
| 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

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5