

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
May 22, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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, 2015

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NORTHROP GRUMMAN CORPORATION  
(Exact name of registrant as specified in its charter)

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

At the 2015 Annual Meeting held on May 20, 2015, shareholders considered and approved management's four proposals, each of which is described in more detail in the Company's Proxy Statement filed on April 6, 2015. Shareholders did not approve the shareholder proposal regarding an independent board chairman.

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

## Management's Proposals

## Proposal 1

The shareholders elected the following twelve directors to hold office until the 2015 Annual Meeting of Shareholders: Wesley G. Bush, Marianne C. Brown, Victor H. Fazio, Donald E. Felsing, Bruce S. Gordon, William H. Hernandez, Madeleine A. Kleiner, Karl J. Krapek, Richard B. Myers, Gary Roughead, Thomas M. Schoewe and James S. Turley.

| Director             | For         | Against   | Abstain   | Broker Non-Vote |
|----------------------|-------------|-----------|-----------|-----------------|
| Wesley G. Bush       | 149,466,479 | 6,389,065 | 1,575,331 | 18,568,956      |
| Marianne C. Brown    | 154,164,790 | 1,948,608 | 1,317,477 | 18,568,956      |
| Victor H. Fazio      | 151,556,777 | 4,524,279 | 1,349,819 | 18,568,956      |
| Donald E. Felsing    | 153,397,888 | 2,686,987 | 1,346,000 | 18,568,956      |
| Bruce S. Gordon      | 154,363,832 | 1,726,791 | 1,340,006 | 18,568,956      |
| William H. Hernandez | 154,369,249 | 1,764,374 | 1,297,006 | 18,568,956      |
| Madeleine A. Kleiner | 152,192,713 | 3,246,313 | 1,991,603 | 18,568,956      |
| Karl J. Krapek       | 153,298,959 | 2,759,284 | 1,372,386 | 18,568,956      |
| Richard B. Myers     | 151,104,311 | 5,039,517 | 1,287,047 | 18,568,956      |
| Gary Roughead        | 154,891,973 | 1,262,283 | 1,276,619 | 18,568,956      |
| Thomas M. Schoewe    | 154,548,860 | 1,491,470 | 1,390,545 | 18,568,956      |
| James S. Turley      | 154,490,431 | 1,612,556 | 1,327,888 | 18,568,956      |

## Proposal 2

A proposal to approve, on an advisory basis, the compensation of the Company's named executive officers:

| For         | Against   | Abstain   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 150,048,555 | 5,265,628 | 2,115,695 | 18,568,956      |

## Proposal 3

A proposal to amend and restate the Company's 2011 Long-Term Incentive Stock Plan was approved with a vote of 148,480,721 shares for, 7,004,960 shares against, 1,945,018 abstentions and 18,568,956 broker non-votes.

## Proposal 4

A proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2015 was approved with a vote of 172,649,573 shares for, 2,121,192 shares against and 1,229,066 abstentions.

## Shareholder Proposal

## Proposal 5

Shareholder proposal regarding independent board chairman:

| For        | Against     | Abstain   | Broker Non-Vote |
|------------|-------------|-----------|-----------------|
| 38,204,122 | 117,308,627 | 1,918,123 | 18,568,956      |

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: May 22, 2015