

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>	<u>3</u>
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<u>SIGNATURE</u>	<u>4</u>
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2

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

(e) Compensatory Arrangements of Certain Officers

On February 16 and 17, 2017, the Compensation Committee and the Board of Directors of Northrop Grumman Corporation (the “Company”) approved the following compensation-related actions for the Company's named executive officers.

Approved the 2017 goals under the Incentive Compensation Plans (the “ICP”). The financial metrics selected for inclusion in the ICP (and their relative weightings) are as follows: pension-adjusted operating margin rate (1/3); cash flow from operations conversion before discretionary pension funding (1/3); and pension-adjusted net income growth (1/3).

Awarded Restricted Performance Stock Rights (“RPSR”) for the performance period 2017-2019 and approved the metrics for such RPSR awards (and their relative weightings), which will be measured in terms of relative total shareholder return (50%) and cumulative free cash flow before pension funding (50%). The Board of Directors also approved the award of Restricted Stock Rights (“RSR”) that will vest on February 17, 2020. Of the awards granted, 70% were comprised of RPSRs and 30% were comprised of RSRs. Similar to prior years, the Compensation Committee did not award any stock options. There is no material change from 2016 in the terms of the 2017 RPSR and RSR awards for the named executive officers.

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: February 22, 2017