

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
July 30, 2009

**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): July 27, 2009**

**Northrop Grumman Corporation**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation)

**1-16411**

(Commission  
File Number)

**95-4840775**

(IRS Employer  
Identification No.)

**1840 Century Park East, Los Angeles, CA 90067**

(Address of principal executive offices) (Zip Code)

**(310) 553-6262**

Registrant's telephone number, including area code

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 8.01. Other Events.**

On July 30, 2009, Northrop Grumman Corporation (the Company ) issued \$350,000,000 in aggregate principal amount of 3.70% Senior Notes due 2014 (the 2014 Notes ) and \$500,000,000 in aggregate principal amount of 5.05% Senior Notes due 2019 (the 2019 Notes and, together with the 2014 Notes, the Notes ). The Notes were issued pursuant to an indenture (the Original Indenture ), dated as of November 21, 2001, as supplemented by a supplemental indenture (the Supplemental Indenture ), dated as of July 30, 2009, between the Company and The Bank of New York Mellon (the Trustee ) (the Original Indenture as supplemented by the Supplemental Indenture, the Indenture ).

On July 27, 2009, the Company entered into an Underwriting Agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and RBS Securities Inc., as representatives of the several underwriters named therein (the Underwriters ), pursuant to which the Company agreed to issue and sell the Notes to the Underwriters.

The Notes are unsecured senior obligations of the Company and will rank equally and ratably in right of payment with all of the Company's existing and future unsecured and unsubordinated indebtedness and will rank senior in right of payment to any future indebtedness of the Company that is subordinated to the Notes. The Notes will be effectively subordinated to (i) all of the Company's existing and future secured indebtedness to the extent of the assets securing that indebtedness, and (ii) all indebtedness and liabilities of the Company's subsidiaries, including any of the Company's future indebtedness guaranteed by its subsidiaries. The foregoing description of the Notes does not purport to be complete. For an understanding of the terms and provisions of the Notes, reference should be made to the Indenture and the forms of Notes included in the Supplemental Indenture.

The 2014 Notes will mature on August 1, 2014, and the 2019 Notes will mature on August 1, 2019. The Company will pay interest on the Notes semi-annually in arrears on February 1 and August 1 of each year, commencing February 1, 2010. The Company may at its option redeem the Notes, in whole or in part at any time or from time to time, at the redemption price described in the Final Prospectus Supplement filed with the Securities and Exchange Commission dated July 27, 2009 (the Final Prospectus Supplement ).

The Company has on file with the Securities and Exchange Commission an effective registration statement on Form S-3 dated July 29, 2008 (Registration No. 333-152596, the Registration Statement ), including a Prospectus included in the Registration Statement, a Preliminary Prospectus Supplement dated July 27, 2009, a Free Writing Prospectus dated July 27, 2009, and the Final Prospectus Supplement in connection with the public offering of the Notes. The Company incorporates by reference the exhibits filed with this report into the Registration Statement.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- Exhibit 1(a) Underwriting Agreement, dated July 27, 2009 among Northrop Grumman Corporation and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and RBS Securities Inc., as representatives of the several underwriters named therein
- Exhibit 4(a) First Supplemental Indenture, dated as of July 30, 2009 between Northrop Grumman Corporation and The Bank of New York Mellon, as successor to JPMorgan Chase Bank, Trustee, to Indenture dated as of November 21, 2001
- Exhibit 4(b) Form of 3.70% Senior Note due 2014 (included in Exhibit 4(a))
- Exhibit 4(c) Form of 5.05% Senior Note due 2019 (included in Exhibit 4(a))
- Exhibit 5(a) Opinion of Sheppard, Mullin, Richter & Hampton LLP
- Exhibit 23(a) Consent of Sheppard, Mullin, Richter & Hampton LLP (included in Exhibit 5(a))



**Signature(s)**

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)

Date: July 30, 2009

By: /s/ Joseph F. Coyne, Jr.  
(Signature)  
Joseph F. Coyne, Jr.  
Corporate Vice President, Deputy  
General  
Counsel and Secretary

3

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
1(a)	Underwriting Agreement dated July 27, 2009 among Northrop Grumman Corporation and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and RBS Securities Inc., as representatives of the several underwriters named therein
4(a)	First Supplemental Indenture, dated as of July 30, 2009 between Northrop Grumman Corporation and The Bank of New York Mellon, as successor to JPMorgan Chase Bank, Trustee, to Indenture dated as of November 21, 2001
5(a)	Opinion of Sheppard, Mullin, Richter & Hampton LLP