

HUNTINGTON INGALLS INDUSTRIES, INC.
Form DEFA14A
March 22, 2017

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

HUNTINGTON INGALLS INDUSTRIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

- (1) Amount previously paid:

- (2) Form, Schedule or Registration Statement No:

- (3) Filing party:

(4) Date Filed:

Vote by Internet

Go to www.envisionreports.com/HII

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 3, 2017 at 11:00 a.m. EDT

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual meeting of stockholders are available on the Internet. This is not a ballot. You cannot use this notice to vote your shares. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/HII to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Paper or E-Mail Copy of the Proxy Materials If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 24, 2017 to facilitate timely delivery.

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Notice of 2017 Annual Meeting of Stockholders

Huntington Ingalls Industries, Inc.'s Annual Meeting of Stockholders will be held on May 3, 2017, at the Herbert H. Bateman Virginia Advanced Shipbuilding and Carrier Integration Center (VASCIC), 2401 West Avenue, Newport News, Virginia 23607, at 11:00 a.m. Eastern Daylight Time.

Proposals to be voted on at the meeting are listed below, along with recommendations of the Board of Directors. The Board of Directors recommends a vote FOR the eight director nominees, FOR Proposals 2, 3 and 4 and AGAINST Proposal 5.

1. Elect eight directors: Augustus L. Collins, Kirkland H. Donald, Thomas B. Fargo, Victoria D. Harker, Anastasia D. Kelly, Thomas C. Schievelbein, John K. Welch and Stephen R. Wilson
2. Approve executive compensation on an advisory basis
3. Ratify the appointment of Deloitte & Touche LLP as our independent auditors for 2017
4. Approve our Performance-Based Compensation Policy to preserve the tax deductibility of performance-based compensation payments
5. Stockholder proposal to amend our proxy access bylaw

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Directions to the Huntington Ingalls Industries, Inc.

2017 Annual Meeting of Stockholders

Driving Directions

From **Interstate I-64**, take **Exit 264** to **Interstate I-664 South**;

From **I-664**, take **Exit 6** to **26th Street**;

Continue on **26th Street** until it intersects with **West Avenue** at a stop sign;

Turn **Left** onto **West Avenue**; and then

Turn **Right** into VASCIC;

Continue into the covered garage for parking.

Here s how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below.

If you request an email copy of current materials, you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- g **Internet** Go to www.envisionreports.com/HII. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

- g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

- g **Email** Send email to investorvote@computershare.com with Proxy Materials Huntington Ingalls Industries, Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 24, 2017.

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