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

(b)(c) On September 25, 2017, Wes Bush, Chairman, Chief Executive Officer and President of Northrop Grumman Corporation (the “Company”) announced the election of four officers effective January 1, 2018.

The Board of Directors elected Kathy J. Warden to the position of President and Chief Operating Officer of the Company. Ms. Warden, age 46, who has been employed by the Company since 2008, has held the position of Corporate Vice President and President, Mission Systems since January 1, 2016. Prior to her current position, Ms. Warden held the positions of Corporate Vice President and President, Information Systems (January 2013 to December 2015) and Vice President and General Manager, Cyber Intelligence Division (2011-2012). Ms. Warden will continue to report directly to Mr. Wes Bush who, effective January 1, 2018, will serve as Chairman and Chief Executive Officer.

The Board of Directors elected Mark A. Caylor to the position of Corporate Vice President and President, Mission Systems. Mr. Caylor currently serves in the position of Corporate Vice President and President, Enterprise Services and Chief Strategy Officer.

The Board of Directors elected Shawn N. Purvis to the position of Corporate Vice President and President, Enterprise Services. Ms. Purvis currently holds the position of Vice President and Chief Information Officer.

The Board of Directors elected Lesley A. Kalan to the position of Corporate Vice President, Government Relations. Ms. Kalan is currently the Vice President, Legislative Affairs.

Each of these officers will continue at this time to receive salary, bonus and equity awards, and to participate in other benefit and compensation plans, consistent with her or his current compensation arrangements. The Company has not entered into any other new material compensatory arrangements specific to these officers.

The Company announced that Gloria A. Flach, Corporate Vice President and Chief Operating Officer of the Company, will retire from the Company effective December 31, 2017, after 36 years with the Company. The Company also announced that Sid Ashworth, Corporate Vice President, Government Relations will retire effective December 31, 2017.

A copy of the Company’s press release announcing these officer changes is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

A copy of the press release announcing these actions is furnished as Exhibit 99.1 to this Form 8-K and incorporated by reference.

Exhibit No. Description

Exhibit 99.1 Press Release (“Northrop Grumman Announces Leadership Transition”), dated September 26, 2017

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: September 26, 2017

EXHIBIT INDEX

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