

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
November 29, 2016

**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)**  
**November 28, 2016**

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

**DELAWARE**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**1-16411**  
**(Commission**  
**File Number)**

**No. 80-0640649**  
**(I.R.S. Employer**  
**Identification Number)**

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**2980 Fairview Park Drive, Falls Church, Virginia 22042**

**(Address of principal executive offices) (Zip Code)**

**(703) 280-2900**

**(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))

**Item 7.01 Regulation FD Disclosure.**

On November 28, 2016, Northrop Grumman Corporation (the Company) issued a press release announcing that it had priced a \$750 million underwritten public offering of 3.20% senior unsecured notes due 2027. The Company also announced that its wholly owned subsidiary, Northrop Grumman Systems Corporation, will redeem for cash all of its outstanding 6.75% Senior Notes due April 2018 on December 28, 2016. A copy of the press release is filed as Exhibit 99.1 hereto and the press release is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
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Exhibit 99.1	Press Release dated November 28, 2016
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**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: November 28, 2016

**EXHIBIT INDEX**

**Exhibit No.    Description**

Exhibit 99.1    Press Release dated November 28, 2016