

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
February 06, 2015  
Table of Contents

**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)**  
**February 3, 2015**

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

**DELAWARE**

**1-16411**

**No. 80-0640649**

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

**(Commission  
File Number)**

**(I.R.S. Employer  
Identification Number)**

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

**www.northropgrumman.com**

**(Address of principal executive offices and internet site)**

**(703) 280-2900**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

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))

**Table of Contents**

**TABLE OF CONTENTS**

<u>Item 1.01 Entry into a Material Definitive Agreement</u>	3
<u>Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant</u>	3
<u>Item 9.01 Financial Statements and Exhibits</u>	4
<u>SIGNATURE</u>	5
<u>EXHIBIT INDEX</u>	6

**Table of Contents**

**Item 1.01 Entry into a Material Definitive Agreement.**

On February 6, 2015, Northrop Grumman Corporation (the Company) issued \$600,000,000 in aggregate principal amount of 3.850% Senior Notes due 2045 (the Notes). The Notes were issued pursuant to an indenture (the Original Indenture), dated as of November 21, 2001, as supplemented by the first supplemental indenture, dated as of July 30, 2009 (the First Supplemental Indenture), the third supplemental indenture, dated as of March 30, 2011 (the Third Supplemental Indenture), the fourth supplemental indenture, dated as of March 30, 2011 (the Fourth Supplemental Indenture) and the sixth supplemental indenture, dated as of February 6, 2015 (the Sixth Supplemental Indenture) between the Company and The Bank of New York Mellon (the Trustee) (the Original Indenture as supplemented by the First Supplemental Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture and the Sixth Supplemental Indenture, the Indenture). The Notes were sold pursuant to an Underwriting Agreement, dated February 3, 2015, by and among the Company and Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.

The Notes will mature by their terms on April 15, 2045. The Company may redeem the notes at its option, as a whole or in part, at any time or from time to time, at the redemption prices described in the Final Prospectus Supplement filed with the Securities and Exchange Commission dated February 3, 2015 (the Final Prospectus Supplement). The Indenture governing the Notes contains certain covenants, including covenants related to our ability to create liens, engage in certain sale and leaseback transactions and engage in certain transactions and asset sales. These covenants are subject to exceptions and qualifications.

The terms and conditions of the Notes are set forth in the Original Indenture, filed as an exhibit to the Company's current report on Form 8-K filed on November 21, 2001, the First Supplemental Indenture, filed as an exhibit to the Company's current report on Form 8-K filed on July 30, 2009, the Third Supplemental Indenture, filed as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2011, filed on April 27, 2011, the Fourth Supplemental Indenture, filed as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2011, filed on April 27, 2011, and the Sixth Supplemental Indenture attached hereto as Exhibit 4.1. The foregoing description of the Notes is qualified in its entirety by reference to these documents. The Company has on file with the Securities and Exchange Commission an effective registration statement on Form S-3 dated May 23, 2014 (Registration No. 333-196238, the Registration Statement) and incorporates by reference the exhibits filed with this report into the Registration Statement.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

The information in Item 1.01 is incorporated herein by reference.

**Table of Contents**

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

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 1.1	Underwriting Agreement, dated February 3, 2015, among Northrop Grumman Corporation and Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein
Exhibit 4.1	Sixth Supplemental Indenture, dated as of February 6, 2015 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 4.2	Form of 3.850% Senior Note due 2045 (included in Exhibit 4.1)
Exhibit 5.1	Opinion of Cravath, Swaine & Moore LLP
Exhibit 23.1	Consent of Cravath, Swaine & Moore LLP (included in Exhibit 5.1)

Table of Contents

**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 6, 2015

**Table of Contents**

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