

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
May 28, 2013

---

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)  
May 28, 2013

---

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

---

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

1-16411  
(Commission File Number)

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

(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

<u>Item 7.01 Regulation FD Disclosure</u>	3
<u>Item 9.01 Financial Statements and Exhibits</u>	3
<u>SIGNATURE</u>	4
<u>EXHIBIT INDEX</u>	5

EXHIBIT 99.1

Item 7.01 Regulation FD Disclosure.

On May 28, 2013, Northrop Grumman Corporation (the “Company”) issued a press release announcing that on June 27, 2013 it will redeem for cash all of its then outstanding 3.70% Senior Notes due 2014 and all of its then outstanding 1.850% Senior Notes due 2015. The Company also announced the commencement of a public offering of senior unsecured debt securities of the Company. 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

Exhibit No.	Description
Exhibit 99.1	Press Release dated May 28, 2013

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: May 28, 2013

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Press Release dated May 28, 2013

5