

NORTHROP GRUMMAN CORP /DE/
Form 8-K
May 18, 2018

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 16, 2018

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))

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Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2018 Annual Meeting held on May 16, 2018, shareholders considered and approved the three proposals that management presented, each of which is described in more detail in the Company's Proxy Statement filed on March 30, 2018. Shareholders did not approve the shareholder proposal to modify the ownership threshold for shareholders to call a special meeting.

The results detailed below represent the final voting results as certified by the Inspectors of Election:

Management's Proposals

Proposal 1

The shareholders elected the following twelve directors to hold office until the 2019 Annual Meeting of Shareholders: Wesley G. Bush, Marianne C. Brown, Donald E. Felsing, Ann M. Fudge, Bruce S. Gordon, William H. Hernandez, Madeleine A. Kleiner, Karl J. Krapek, Gary Roughead, Thomas M. Schoewe, James S. Turley and Mark A. Welsh III.

| Director | For | Against | Abstain | Broker Non-Vote |
|----------------------|-------------|-----------|-----------|--------------------|
| Wesley G. Bush | 134,433,975 | 2,691,237 | 761,552 | 19,708,500 |
| Marianne C. Brown | 135,840,118 | 1,217,256 | 829,390 | 19,708,500 |
| Donald E. Felsing | 132,899,819 | 4,122,747 | 864,198 | 19,708,500 |
| Ann M. Fudge | 135,764,055 | 1,269,004 | 853,705 | 19,708,500 |
| Bruce S. Gordon | 131,304,366 | 5,748,487 | 833,911 | 19,708,500 |
| William H. Hernandez | 135,755,564 | 1,216,168 | 915,032 | 19,708,500 |
| Madeleine A. Kleiner | 133,940,284 | 1,829,240 | 2,117,240 | 19,708,500 |
| Karl J. Krapek | 134,546,449 | 2,486,432 | 853,883 | 19,708,500 |
| Gary Roughead | 135,848,514 | 1,274,885 | 763,365 | 19,708,500 |
| Thomas M. Schoewe | 135,594,340 | 1,458,699 | 833,725 | 19,708,500 |
| James S. Turley | 135,024,085 | 1,997,101 | 865,578 | 19,708,500 |
| Mark A. Welsh III | 136,004,752 | 1,056,683 | 825,329 | 19,708,500 |

Proposal 2

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, with a vote of:

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 131,800,313 | 4,093,025 | 1,993,426 | 19,708,500 |

Proposal 3

The shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2018 with a vote of 153,146,600 shares for, 3,877,137 shares against and 571,527 abstentions.

Shareholder Proposal

Proposal 4

The shareholders did not approve the shareholder proposal to modify the ownership threshold for shareholders to call a special meeting, with a vote of:

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|-----------|-----------------|
| 52,063,966 | 84,121,822 | 1,700,155 | 19,708,500 |

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 18, 2018