

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
May 17, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 15, 2013

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

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DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

1-16411  
(Commission File Number)

No. 80-0640649  
(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 2013 Annual Meeting, shareholders considered and approved Management's three proposals, each of which is described in more detail in the Company's Proxy Statement filed on April 5, 2013.

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

## Management's Proposals

## Proposal 1

The shareholders elected the following twelve directors to hold office until the 2014 Annual Meeting of Shareholders:

Wesley G. Bush, Victor H. Fazio, Donald E. Felsing, Stephen E. Frank, Bruce S. Gordon, Madeleine A. Kleiner, Karl J. Krapek, Richard B. Myers, Aulana L. Peters, Gary Roughead, Thomas M. Schoewe and Kevin W. Sharer.

| Director             | For         | Against    | Abstain   | Broker<br>Non-Vote |
|----------------------|-------------|------------|-----------|--------------------|
| Wesley G. Bush       | 180,408,125 | 3,708,164  | 2,756,080 | 18,690,811         |
| Victor H. Fazio      | 181,502,689 | 3,168,634  | 2,200,929 | 18,690,811         |
| Donald E. Felsing    | 182,436,425 | 2,140,244  | 2,295,701 | 18,690,811         |
| Stephen E. Frank     | 159,591,083 | 25,125,418 | 2,155,869 | 18,690,811         |
| Bruce S. Gordon      | 182,288,688 | 2,396,416  | 2,187,267 | 18,690,811         |
| Madeleine A. Kleiner | 182,511,371 | 2,197,674  | 2,163,325 | 18,690,811         |
| Karl J. Krapek       | 181,717,213 | 2,981,471  | 2,173,685 | 18,690,811         |
| Richard B. Myers     | 180,458,501 | 4,222,553  | 2,191,316 | 18,690,811         |
| Aulana L. Peters     | 157,935,149 | 26,692,034 | 2,245,188 | 18,690,811         |
| Gary Roughead        | 183,134,276 | 1,562,288  | 2,175,805 | 18,690,811         |
| Thomas M. Schoewe    | 182,762,351 | 1,825,264  | 2,284,754 | 18,690,811         |
| Kevin W. Sharer      | 182,449,561 | 2,208,928  | 2,213,881 | 18,690,811         |

## Proposal 2

A proposal to approve, on an advisory basis, the compensation of the Company's named executive officers:

| For         | Against   | Abstain   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 175,714,812 | 8,220,740 | 2,936,818 | 18,690,811      |

## Proposal 3

The appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2013 was ratified with a vote of 200,688,892 shares for, 3,013,431 shares against and 1,860,857 abstentions.

## Shareholder Proposals

## Proposal 4

Shareholder proposal regarding additional disclosure of lobbying activities:

| For        | Against     | Abstain   | Broker Non-Vote |
|------------|-------------|-----------|-----------------|
| 13,978,300 | 165,242,924 | 7,651,146 | 18,690,811      |

Proposal 5

Shareholder proposal regarding independent board chairman:

| For        | Against     | Abstain   | Broker Non-Vote |
|------------|-------------|-----------|-----------------|
| 54,656,537 | 129,377,076 | 2,838,757 | 18,690,811      |

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 17, 2013