

NORTHROP GRUMMAN CORP /DE/

Form 8-K

November 10, 2009

**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 8, 2009**

**Northrop Grumman Corporation**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation)

**1-16411**

(Commission  
File Number)

**95-4840775**

(IRS Employer  
Identification No.)

**1840 Century Park East, Los Angeles, CA 90067**

(Address of principal executive offices) (Zip Code)

**(310) 553-6262**

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))
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**ITEM 8.01. Other Events.**

On November 8, 2009, Northrop Grumman Corporation (the Company) issued a press release announcing that it has signed an agreement to sell TASC, Inc., the Company's advisory services business, for \$1.65 billion in cash to an investor group led by General Atlantic LLC and affiliates of Kohlberg Kravis Roberts & Co. L.P. The transaction is expected to generate net cash proceeds, after taxes, of approximately \$1.1 billion. Completion of the transaction is subject to customary regulatory conditions, including Hart-Scott-Rodino approval. The transaction is expected to close by the end of 2009. The Company also announced in the press release that its Board of Directors has separately approved an increase of \$1.1 billion to the Company's prior \$2.5 billion share repurchase authorization, on which approximately \$280 million remained at the end of the third quarter of 2009. The Company expects to use the net proceeds from the sale of TASC, Inc. to repurchase shares of the Company's common stock. The press release dated November 8, 2009 announcing the agreement to sell TASC, Inc. and the increase in the Company's share repurchase program is furnished as Exhibit 99.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Furnished  
Exhibit 99 Press release dated November 8, 2009

**Signature(s)**

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)

Date: November 10, 2009

By: /s/ Joseph F. Coyne, Jr.  
(Signature)  
Joseph F. Coyne, Jr.  
Corporate Vice President, Deputy  
General  
Counsel and Secretary

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>                     |
|--------------------|---|
| Exhibit 99         | Furnished<br>Press release dated November 8, 2009 |