

NORTHROP GRUMMAN CORP /DE/

Form 8-K

August 30, 2013

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**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)**

**August 29, 2013**

**NORTHROP GRUMMAN CORPORATION**

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

**DELAWARE**

**(State or Other Jurisdiction of**

**1-16411**

**(Commission**

**No. 80-0640649**

**(I.R.S. Employer**

**Incorporation or Organization)**                      **File Number)**                      **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 1.01 Entry into a Material Definitive Agreement.**

On August 29, 2013, Northrop Grumman Corporation (the Company) entered into a new five year senior unsecured facility in an aggregate principal amount of \$1.775 billion under a credit agreement (the Credit Agreement) among the Company, as Borrower; Northrop Grumman Systems Corporation, as Guarantor; the Lenders party thereto; JPMorgan Chase Bank, N.A., as Administrative Agent, an Issuing Bank and a Swingline Lender; and The Royal Bank of Scotland plc, Citibank, N.A., and Wells Fargo Bank, National Association, as Issuing Banks and Syndication Agents. The Credit Agreement replaces the Company's existing five-year revolving credit facility in an aggregate principal amount of \$1.5 billion entered into on September 8, 2011 (the Five-Year Credit Agreement) and its 364-day revolving credit facility in an aggregate principal amount of \$0.5 billion entered into on September 4, 2012 (the 364-Day Credit Agreement) and, together with the Five-Year Credit Agreement, the Prior Facilities).

The Credit Agreement contains customary terms and conditions, including covenants restricting the Company's ability to sell all or substantially all of its assets, merge or consolidate with another entity or undertake other fundamental changes and incur liens. The Company also cannot permit the ratio of its consolidated debt to capitalization (as set forth in the Credit Agreement) to exceed 65 percent. The Credit Agreement contains customary events of default (subject to applicable grace and notice periods), including, among others, defaults based on (1) the nonpayment of principal, interest or fees when due, (2) the failure of representations and warranties to be correct in any material respect, (3) the failure to observe or perform any other covenant or agreement contained in the Credit Agreement, (4) cross-defaults with other debt resulting in the acceleration of the maturity thereof, (5) certain bankruptcy and insolvency events, (6) certain events occurring under the Employee Retirement Income Security Act and (7) a change of control.

The foregoing description of the Credit Agreement is qualified in its entirety by reference to the Credit Agreement, which is filed as Exhibit 10.1 hereto. Some of the lenders under the Credit Agreement or their respective affiliates have from time to time performed various financial advisory, commercial banking, investment banking or hedging services for us, including repurchases of Northrop Grumman common stock, in the ordinary course of their respective businesses.

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**Item 1.02. Termination of a Material Definitive Agreement.**

In connection with entering into the Credit Agreement, on August 29, 2013, the Prior Facilities, consisting of the Five-Year Credit Agreement, originally scheduled to expire on September 8, 2016, and the 364-Day Credit Agreement, originally scheduled to expire on September 3, 2013, were terminated. There were no outstanding borrowings under the Prior Facilities at the time of termination, and no termination penalties were paid as a result of the termination.

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

The information set forth above under Item 1.01 above is incorporated herein in its entirety.

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| Exhibit 10.1       | Credit Agreement dated as of August 29, 2013, among Northrop Grumman Corporation, as Borrower; Northrop Grumman Systems Corporation, as Guarantor; the Lenders party thereto; JPMorgan Chase Bank, N.A., as Administrative Agent; an Issuing Bank and a Swingline Lender, and The Royal Bank of Scotland plc, Citibank, N.A., and Wells Fargo Bank, National Association, as Issuing Banks and Syndication Agents. |

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**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: August 30, 2013

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