JOHN CHEVEDDEN
***

January 12, 2021

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 2 Rule 14a-8 Proposal
Northrop Grumman Corporation (NOC)
Improve Shareholder Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2021 no-action request.

Management just submitted its 30-day advance copy of the rule 14a-8 proposal and management position statement.

Management is implicitly stating that, if its no action request fails, it will repeat its by then discredited argument in the management statement in the proxy next to the rule 14a-8 proposal.

This will not be the first time that the management of a company has recycled a failed no action request argument in its proxy opposition statement.

Even if one claims that management is entitled to its alternative facts, this should not be a spring board for management to wrongfully claim that the shareholder proposal is "at best, replete with significant errors" (that did not even deserve a mention in a no action request).

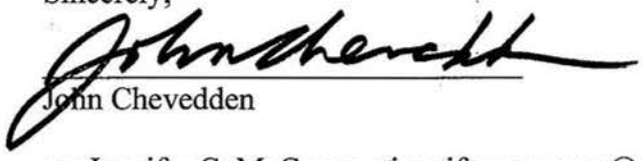
Management claims it is an outlaw practice to do simple math to figure the percent of shares, that cast ballots at the 2020 annual meeting, that it would take to ask for a record date for written consent.

Management provided no evidence that 100% of shares voted at the 2020 annual meeting.

It is important for shareholders to understand this simple math because it would be next to hopeless to expect shareholders, who do not even bother to vote, to assume the administrative burden to ask for a record date for written consent.

Management made no attempt with the shareholder to try to understand the simple math principle.

Sincerely,



John Chevedden

cc: Jennifer C. McGarey <jennifer.mcgarey@ngc.com>

Proposal Five: Shareholder Proposal to Move to 10% Ownership Threshold for Shareholders to Request Action by Written Consent

Proposal 5 - Improve Shareholder Written Consent

Shareholders request our board of directors take the steps necessary to enable 10% of shares to request a record date to initiate written consent.

Currently it takes the formal backing 30% of all shares that normally cast ballots at the annual meeting to do so little ask for a record date for written consent. Requiring the formal backing 30% of shares to do so little ask for a record date cuts shareholders off at the knees.

Why would anyone use the current written consent when the same 30% of shares can call a special meeting and succeed with a 51%-vote?

Any action taken by written consent would still need 60% supermajority approval from the shares that normally cast ballots at the annual meeting. This 60% vote requirement gives overwhelming supermajority protection to management accountability.

Enabling 10% of shares to apply for a record date for written consent makes sense because scores of companies do not even require 01% of stock ownership to do so little as request a record date.

Taking action by written consent is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of the new director. For instance shareholders might determine that a poor performing director is in need of replacement. This proposal would serve as an added motivator for good director performance as measured by the number of negative votes announced on EDGAR within 4-days of the annual meeting.

Now more than ever shareholders need a more viable option to take action outside of a shareholder meeting since online shareholder meetings are a management accountability and shareholder engagement wasteland.

With a near universal use of online annual shareholder meetings, which can be only 10-minutes of stilted formalities, shareholders no longer have the right for engagement with other shareholders, management and directors at a shareholder meeting. Special shareholder meetings can now be online meetings which have an inferior format to even a Zoom meeting.

Shareholders are also severely restricted in making their views known at online shareholder meetings because all challenging questions and comments can be screened out by management.

For instance the Goodyear shareholder meeting was spoiled by a trigger-happy management mute button that was used to quash constructive shareholder criticism. AT&T, with 3000 institutional shareholders, would not even allow shareholders to speak.

And even if Northrop Grumman management pledges to follow best practices in conducting an online shareholder meeting management can change abruptly when storm clouds appear due to subpar management performance.

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Proposal 5 - Improve Shareholder Written Consent

Board of Directors' Statement in Opposition to Proposal Five

The Board of Directors unanimously recommends that shareholders vote against this Proposal Five.

In 2012, after thoughtful deliberation with the benefit of significant input from our shareholders, the Board of Directors recommended, and shareholders overwhelmingly approved, amendments to the Company's Certificate of Incorporation and Bylaws to adopt robust and well-balanced provisions for the right of shareholders to act by written consent. Among other things, these provisions provide for shareholders holding in aggregate 25% or more of the Company's outstanding shares of common stock the right to act by written consent. In addition, our shareholders have the right to call a special meeting, to submit proposals to be considered at our annual meeting, to nominate directors through proxy access, and to meet with our directors and members of management. As this inclusive governance structure would suggest, our Board of Directors is, and has long been, committed to ensuring our shareholders have broad and meaningful rights to provide input and to influence the direction of our Company, and to do so in a way that respects the interests of all shareholders and enhances the Company's ability to create long-term value. This Proposal Five - which recommends reducing the threshold to seek action by written consent significantly from 25% to only 10% of the Company's outstanding shares - is inaccurate, unnecessary and ill-advised.

As an initial matter, Proposal Five is difficult to follow, at best, and replete with significant errors. The Proponent seems to suggest that because many companies felt compelled to host a virtual shareholder meetings in the spring of 2020 – to protect health and well-being during the COVID-19 pandemic – shareholders "no longer have the right for engagement with other shareholders, management and directors at a shareholder meeting" and, therefore, holders of 10% should be able to initiate action by written consent. The Proponent suggests further that it would, in any event, take approval by a 60% supermajority to approve the action. The Proponent also suggests that it would currently take holders of 30% of the shares to initiate action. This logic is flawed and the underlying "facts" are inaccurate. Shareholders, and indeed the Proponent himself, engaged with management and directors at our 2020 annual meeting; Northrop Grumman does not require a supermajority to approve action by written consent (a simple majority suffices); and Northrop Grumman does not currently require holders of 30% to initiate action (the current standard is 25%). Moreover, even if these assertions were correct, it would not follow that because companies adopted virtual shareholder meetings this past year to protect their directors, employees and shareholders, our board should reduce the threshold for action by written consent.

To the contrary, and as noted above, the Board believes it is both unnecessary and unwise to lower the threshold from 25% to 10% to take action by written consent. In framing the provisions for written consent in 2012, the Board sought and was guided by input from our shareholders. Our shareholders expressed support for such provisions generally, but also cautioned that the right of shareholders to act by written consent should be balanced and structured so as to ensure an orderly and transparent process, guard against misuse, protect the interests of all shareholders, and promote good governance, all so as to enhance long-term value for our shareholders. Almost 80% of our shareholders supported the Company's proposal to implement written consent at the 25% threshold. In 2020, when the Proponent presented a broadly similar shareholder proposal to reduce the ownership threshold to 3%, our shareholders overwhelmingly voted against it.

The Board continues to believe that our provisions for written consent remain well aligned with our shareholders' perspectives, best practices and the Company's best interests. The Board believes they balance and promote the interests of all our shareholders, particularly in the context of our broader governance construct. Proponent's Proposal Five, if adopted, could result in a small minority of shareholders, potentially with narrow, short-term interests, requesting action by written consent to pursue matters that as many as 90% of shareholders may view as inappropriate for action, without regard to how the costs and other burdens might impact the interests of the Company and the vast majority of shareholders. We value and benefit from extensive and regular feedback from our shareholders. But we do not believe this Proposal, or such a reduced threshold is necessary or appropriate to enable shareholders to bring matters of concern to the Company's attention. As noted above, the Board is committed to facilitating shareholder input, and already provides numerous such opportunities, including through proxy access, the right to call a special meeting, and opportunities to discuss matters directly with the Board and management.

Recognizing the substantial administrative and financial burdens that maintaining and expanding the stockholder written consent process could impose on the Company and its shareholders, the Board believes that the Company's existing 25% threshold strikes the appropriate balance between providing shareholders a meaningful mechanism to influence the direction of the Company and protecting against the risk that a small group of shareholders seek to act by shareholder written consent on matters that serve only a narrow agenda not favored by the majority of shareholders. The Proponent's shareholder Proposal Five to lower the threshold to request shareholder action by written consent to 10% would undermine the balance our Board sought to preserve, which was supported by nearly 80% of our shareholders, create conditions for costly and needless processes that do not serve the interests of many, increase risks to the Company and shareholders, and detract from effective corporate governance.

Finally, we note that the Company's current 25% threshold is consistent with best practices not only in our industry, but across industries. The majority of S&P 250 do not provide for the explicit right to act by written consent at all. And among those that do, the Company's current 25% threshold is one of the more common thresholds found in corporate governance documents.

As we continue to engage with our shareholders, we remain confident that our provisions for shareholders to act by written consent, including the 25% ownership threshold, are consistent with best practices, provide our shareholders with meaningful and appropriate rights, and balance the need to protect the interests of all of our shareholders. This right is an important element of a broader set of governance rights and principles that together, ensure meaningful engagement and effective oversight in the interests of all our shareholders. The Board believes that adoption of shareholder Proposal Five is unnecessary and contrary to the best interests of the Company and our shareholders.

Vote Required

Approval of this proposal requires that the votes cast "for" the proposal exceed the votes cast "against" the proposal. Abstentions and broker non-votes will have no effect on this proposal.

NORTHROP GRUMMAN

Northrop Grumman Corporation
2980 Fairview Park Drive
Falls Church, Virginia 22042-4511

northropgrumman.com

March 2, 2021

VIA EMAIL *** **AND OVERNIGHT COURIER**

Mr. John Chevedden
***

Re: Statement in Opposition to Shareholder Proposal

Dear Mr. Chevedden:

In accordance with Rule 14a-8(m)(3) promulgated under the Exchange Act, enclosed is a draft of the statement that Northrop Grumman Corporation (the "Company") expects to include in its 2021 proxy statement in opposition to the shareholder proposal that you submitted, if such proposal is included in the Company's 2021 proxy materials.

As you are aware, the Company has notified the SEC staff that it intends to omit the proposal from its 2021 proxy materials and is awaiting the staff's response to its request for confirmation that the staff will not recommend any enforcement action if the Company omits the proposal.

If you have any questions with respect to the foregoing, please contact me at Jennifer.McGarey@ngc.com.

Sincerely,

Jennifer C. McGarey

Jennifer C. McGarey
Corporate Vice President & Secretary
Northrop Grumman Corporation

Enclosure – Statement in Opposition

JOHN CHEVEDDEN
***

January 12, 2021

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 1 Rule 14a-8 Proposal
Northrop Grumman Corporation (NOC)
Improve Shareholder Written Consent
John Chevedden

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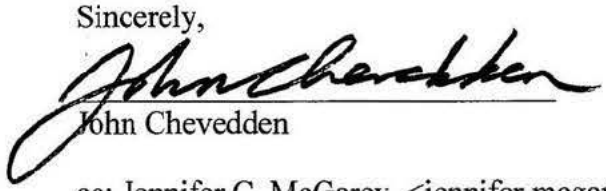

John Chevedden

cc: Jennifer C. McGarey <jennifer.mcgarey@ngc.com>

[NOC: Rule 14a-8 Proposal, November 6, 2020 | Revised December 4, 2020]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Improve Shareholder Written Consent

Shareholders request that our board of directors take the steps necessary to enable 10% of shares to request a record date to initiate written consent.

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And even if Northrop Grumman management pledges to follow best practices in conducting an online shareholder meeting management can change abruptly when storm clouds appear due to subpar management performance.

Now more than ever shareholders need a more viable option to take action outside of a shareholder meeting since online shareholder meetings are a management accountability and shareholder engagement wasteland.

Proposal 4 – Improve Shareholder Written Consent
[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

WILMERHALE

Meredith B. Cross

+1 202 663 6644 (t)
+1 202 663 6363 (f)
meredith.cross@wilmerhale.com

January 12, 2021

Via E-mail to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Northrop Grumman Corporation
Exclusion of Shareholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

We are writing on behalf of our client, Northrop Grumman Corporation (the "Company"), to inform you of the Company's intention to exclude from its proxy statement and proxy to be filed and distributed in connection with its 2021 Annual Meeting of Shareholders (the "Proxy Materials") the enclosed shareholder proposal and supporting statement (collectively, the "Shareholder Proposal") submitted by John Chevedden (the "Proponent") requesting that the board of directors of the Company (the "Board") "take the steps necessary to enable 10% of shares to request a record date to initiate written consent."

The Company respectfully requests that the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") advise the Company that it will not recommend any enforcement action to the Commission if the Company excludes the Shareholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on the basis that the Shareholder Proposal contains materially false and misleading statements in violation of Rule 14a-9.

Pursuant to Rule 14a-8(j) of the Exchange Act and Staff Legal Bulletin No. 14D (November 7, 2008) ("SLB 14D"), the Company is submitting electronically to the Commission this letter and the Shareholder Proposal and related correspondence (attached as Exhibit A to this letter), and is concurrently sending a copy to the Proponent, no later than eighty calendar days before the Company intends to file its definitive Proxy Materials with the Commission.

***FISMA & OMB Memorandum M-07-16

Background

On November 6, 2020, the Company first received the Shareholder Proposal[1] from the Proponent, which is reproduced below as submitted and without correcting any typographical errors:

Proposal 4 - Improve Shareholder Written Consent

> Shareholders request that our board of directors take the steps necessary to enable 10% of shares to request a record date to initiate written consent.
>
> Currently it takes the formal backing 30% of all shares that normally cast ballots at the annual meeting to do so little ask for a record date for written consent. Requiring the formal backing 30% of shares to do so little ask for a record date cuts shareholders off at the knees.
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> Why would anyone use the current written consent when the same 30% of shares can call a special meeting and succeed with a 51%-vote?
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> Enabling 10% of shares to apply for a record date for written consent makes sense because scores of companies do not even require 01% of stock ownership to do so little as request a record date.
>
> Taking action by written consent is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director. For instance shareholders might determine that a poor performing director is in need of replacement. This proposal would serve as an added motivator for good director performance as measured by the number of negative votes announced on EDGAR within 4-days of the annual meeting.

[1] The Company received a revised version of the Shareholder Proposal from the Proponent on December 4, 2020, which replaced the shareholder proposal and supporting statement submitted by the Proponent on November 6, 2020. The revised version is the subject of this no-action request.

Now more than ever shareholders need a more viable option to take action outside of a shareholder meeting since online shareholder meetings are a management accountability and shareholder engagement wasteland.

With the near universal use of online annual shareholder meetings, which can be only 10-minutes of stilted formalities, shareholders no longer have the right for engagement with other shareholders, management and directors at a shareholder meeting. Special shareholder meetings can now be online meetings which have an inferior format to even a Zoom meeting.

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Proposal 4 - Improve Shareholder Written Consent

Basis for Exclusion

The Shareholder Proposal May Be Excluded Pursuant to Rule 14a-8(i)(3) Because It Contains Materially False and Misleading Statements in Violation of Rule 14a-9.

The Shareholder Proposal is false and misleading in numerous ways, as demonstrated below. These defects in the Shareholder Proposal are so pervasive as to make the Shareholder Proposal appear to relate to some other company. Failing to allow exclusion of a proposal like this one would do a significant disservice to the Company's shareholders, since much of the Company's statement in opposition would involve making sense of a fundamentally flawed and materially misleading proposal, and then against that backdrop, explaining why shareholders should not support the Shareholder Proposal, both as submitted and as the Company has attempted to make

sense of it, or to presume it was intended to be written. Shareholders and companies should not have to wade through nonsensical shareholder proposals while addressing the many important matters that take up their time during the busy annual reporting season. Instead, shareholders submitting proposals must be held to a minimal standard of at least writing proposals that are accurate and actually relate to the company to which the proposal is submitted or face exclusion of the proposal.

Rule 14a-8(i)(3) permits a company to exclude all or portions of a shareholder proposal "[i]f the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials." More specifically, Rule 14a-9 provides that no solicitation may be made by means of any proxy materials "containing any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading . . . ." The Staff has made clear that it "will concur in the company's reliance on rule 14a-8(i)(3) to exclude or modify a proposal or statement only where that company has demonstrated objectively that the proposal or statement is materially false or misleading." Staff Legal Bulletin No. 14B (September 15, 2004).

The Staff has previously concurred in the exclusion of shareholder proposals pursuant to Rule 14a-8(i)(3) in cases where the proposal is materially false or misleading. *See, e.g.*, *Microsoft Corporation* (October 7, 2016) (in which the Staff concurred in the exclusion of a proposal requesting that "[t]he board shall not take any action whose primary purpose is to prevent the effectiveness of shareholder vote without a compelling justification for such action" because "neither shareholders nor the company would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires," and where the company's arguments included assertions that the proponent's supporting statement misstated important principles of Delaware law); *Ferro Corporation* (March 17, 2015) (in which the Staff concurred in the exclusion of a proposal requesting that the company reincorporate in Delaware where the company argued that the proposal was false and misleading because of misstatements about Ohio law as compared to Delaware law and in some cases incorrectly suggested that Ohio law afforded greater rights to shareholders); *ConocoPhillips* (March 13, 2012) (in which the Staff concurred in the exclusion of a proposal recommending that the board commission an audit of compliance controls failing to prevent FCPA violations by the board chairman where the company argued, among other things, that the proposal incorrectly characterized payments to a Libyan settlement fund as illegal and that there was no factual support that any illegal payments were made); *General Electric Co.* (January 6, 2009) (in which the Staff concurred in the exclusion of a proposal under which any director who received more than 25% "withheld" votes in a director election would not be permitted to serve on any key board committee for two years where the company argued it had neither plurality voting nor a mechanism to allow shareholders to "withhold" votes in director elections); *The Ryland Group, Inc.* (February 7, 2008) (in which

the Staff concurred in the exclusion of a proposal requesting the board to "adopt a policy requiring that the proxy statement for each annual meeting contain a proposal, submitted by and supported by Company management, seeking an advisory vote of shareholders to ratify and approve the board Compensation Committee Report and the executive compensation policies and practices set forth in the Company's Compensation Discussion and Analysis" where the company argued that shareholders voting on the proposal would expect to be voting in favor of having an opportunity to vote on executive compensation policies, but instead would only vote on the limited content of the Compensation Committee Report and CD&A disclosures, which would not include executive compensation policies contemplated in the proposal); *Johnson & Johnson* (January 31, 2007) (in which the Staff concurred in the exclusion of a proposal requesting the board to "adopt a policy that shareholders be given the opportunity to vote on an advisory management resolution . . . to approve the Compensation Committee [R]eport in the proxy statement" where the company argued that shareholders voting on the proposal would expect to be voting in favor of having an opportunity to vote on executive compensation policies, but instead would only vote on the limited content of the Compensation Committee Report, which does not include executive compensation policies); and *State Street Corporation* (March 1, 2005) (in which the Staff concurred in the exclusion of a proposal requesting shareholder action pursuant to a state statute that was inapplicable to the company).

Consistent with this precedent, the Company believes that the Shareholder Proposal is excludable on the basis that it contains materially false and misleading statements in violation of Rule 14a-9. The Shareholder Proposal's entire supporting statement is predicated on a factually inaccurate and inapplicable governance framework. In at least three key respects, the purported rights described in the Shareholder Proposal bear no relation to, and are far more limited than, the rights of the Company's shareholders under the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") and Amended and Restated Bylaws (the "Bylaws"):

- First, the Shareholder Proposal asserts that "it takes the formal backing of 30% of all shares that normally cast ballots at the annual meeting to do so little [as] ask for a record date for written consent." This has no basis in the General Corporation Law of the State of Delaware (the "DGCL") or the Company's Certificate of Incorporation or Bylaws. In fact, Article Eleventh of the Certificate of Incorporation and Section 2.13 of the Bylaws make clear that the Company's shareholders may act by written consent if requested by record holders of at least 25% of the Company's outstanding common stock.

- Second, the Shareholder Proposal claims that "the same 30% of shares can call a special meeting . . . ." This also has no basis in the DGCL or the Company's Certificate of Incorporation or Bylaws. Article Twelfth of the Certificate of Incorporation and Section 2.02 of the Bylaws make clear that a special meeting may be called if requested by

holders of at least 25% of the voting power of the outstanding capital stock of the Company.

- Third, the Shareholder Proposal posits that "[a]ny action taken by written consent would still need 60% supermajority approval from the shares that normally cast ballots at the annual meeting. This 60% vote requirement gives overwhelming supermajority protection to any lingering management enthusiasm for the status quo in a rapidly changing business environment." Again, these are wholly inaccurate factual assertions that have no support in the DGCL or the Company's Certificate of Incorporation or Bylaws. Article Eleventh of the Certificate of Incorporation and Section 2.13 of the Bylaws make clear that action by written consent will be effective if written consents setting forth the action or actions to be taken are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. As set forth in Section 2.11 of the Bylaws, unless a greater or different vote is required by statute, any applicable law or regulation (including the applicable rules of any stock exchange), the rights of any authorized class of stock, the Certificate of Incorporation or the Bylaws, a matter submitted for shareholder action shall be approved if the votes cast "for" the matter exceed the votes cast "against" such matter, a simple majority of votes cast. *There is no super-majority requirement as claimed in the Shareholder Proposal.*

The Shareholder Proposal's litany of misleading claims and misstatements are material, and a reasonable shareholder would consider the misstatements of fact to be important in deciding how to vote. As in *Ferro Corporation* and the other cited precedent in which the proposal included misstatements that were material to shareholders' ability to understand the proposal at issue, here the Shareholder Proposal includes misstatements about the current thresholds for shareholders to act by written consent and to call a special meeting. There is no question that such standards go to the core of understanding what the Shareholder Proposal is asking and, accordingly, are material to a shareholder's assessment of any proposal to change such thresholds. In this regard we note that the Company's 25% thresholds are far more common than the 30% thresholds that the Proponent claims in the Shareholder Proposal. The Proponent's misstatement of the thresholds may mislead shareholders into voting for the Proposal under a mistaken understanding that the Company's thresholds are more restrictive than is typical or "market." As articulated in *Express Scripts Holding Co. v. Chevedden*, No. 4:13-CV-2520-JAR, 2014 WL 631538, at *4 (E.D. Mo. Feb. 18, 2014), "when viewed in the context of soliciting votes in favor of a proposed corporate governance measure, statements in the proxy materials regarding the company's existing corporate governance practices are important to the stockholder's decision whether to vote in favor of the proposed measure." Here, the misstatements about the Company's written consent right, special meeting right and voting thresholds are analogous to the misstatements

about executive compensation, the existence of a clawback policy and plurality voting involved in *Express Scripts*. The Shareholder Proposal's errors go well beyond "minor defects" and embody the types of misleading statements that the Rule 14a-8(i)(3) exclusion was intended to address. While the Proponent has become accustomed to being able to make objectively false and misleading statements by simply positing that the Company should "dispute or counter" the Proponent's incorrect factual assertions in the Company's statement in opposition, here he goes too far in asking the Company's shareholders to vote on a proposal to adopt governance changes predicated on factually incorrect statements about multiple elements of the Company's existing governance framework. As noted, it simply is not in shareholders' interests to require them to wade through a litany of incorrect text, which incorrect text the Company must then address in the statement in opposition, to decide how to vote. Requiring a company to address a proposal's minor error in the company's statement in opposition may not be too much to ask, but requiring a company to correct a proposal (which appears to be written for an entirely different company) so that it actually addresses the issue that is at the core of the proposal goes too far. Proponents have, and should continue, to be held to a higher minimum standard than that, and the responsibility for ensuring a proposal is factually correct in all material respects and not materially misleading should rest with the shareholder and not the company. To do otherwise makes a mockery of the shareholder proposal process.

As described above, the Shareholder Proposal is not only objectively misleading, but materially so, in that it seeks to mislead shareholders as to the relative significance of the requested amendments. Thus, the Shareholder Proposal fits into the limited line of recent precedent in which the Staff has concurred in exclusion under Rule 14a-8(i)(3). Accordingly, the Company believes that the Shareholder Proposal may properly be excluded under Rule 14a-8(i)(3), on the basis that the Shareholder Proposal contains materially false and misleading statements in violation of Rule 14a-9.

Conclusion

Based on the foregoing, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Shareholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(3), on the basis that the Shareholder Proposal contains materially false and misleading statements in violation of Rule 14a-9.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Shareholder Proposal from its Proxy Materials, please do not hesitate to contact me at meredith.cross@wilmerhale.com or (202) 663-6644, or Jennifer C. McGarey, Corporate Vice President & Secretary, Northrop Grumman Corporation at Jennifer.McGarey@ngc.com. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit

that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Very truly yours,

Meredith B. Cross

Enclosures

cc: Jennifer C. McGarey
John Chevedden

EXHIBIT A

From: John Chevedden *** >
Sent: Friday, November 6, 2020 12:08 PM
To: McGarey, Jennifer C [US] (CO)
Cc: Choung, Susie [US] (CO); King, Tiffany M [US] (CO)
Subject: EXT :Rule 14a-8 Proposal (NOC)``
Attachments: 06112020_2.pdf; ATT00001.htm

Dear Ms. McGarey
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,
John Chevedden

JOHN CHEVEDDEN

*** ***

Ms. Jennifer C. McGarey
Corporate Secretary
Northrop Grumman Corporation (NOC)
2980 Fairview Park Drive
Falls Church, VA 22042
PH: 703-280-2900
PH: 703-280-4011 (Office)
FX: 844-888-9054

Dear Ms. McGarey,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,

John Chevedden

November 6, 2020

Date

cc: Susie Choung <Susie.Choung@ngc.com>
Tiffany McConnell King <Tiffany.King@ngc.com>

[NOC: Rule 14a-8 Proposal, November 6, 2020]
[This line and any line above it – *Not* for publication.]
Proposal 4 – Improve Shareholder Written Consent

Shareholders request that our board of directors take the steps necessary to enable 10% of shares to request a record date to initiate written consent.

Currently it takes the formal backing 30% of all shares that normally cast ballots at the annual meeting to do so little ask for a record date for written consent. Requiring the formal backing 30% of shares to do so little ask for a record date cuts shareholders off at the knees.

Why would anyone use the current written consent when the same 30% of shares can call a special meeting and succeed with a 51%-vote?

Any action taken by written consent would still need 60% supermajority approval from the shares that normally cast ballots at the annual meeting. This 60% vote requirement gives overwhelming supermajority protection to any lingering management enthusiasm for the status quo in a rapidly changing business environment.

Enabling 10% of shares to apply for a record date for written consent makes sense because scores of companies do not even require 01% of stock ownership to do so little as request a record date.

Taking action by written consent is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director. For instance shareholders might determine that a poor performing director is in need of replacement. This proposal would serve as an added motivator for good director performance as measured by the number of negative votes announced on EDGAR within 4-days of the annual meeting.

Now more than ever shareholders need a more viable option to take action outside of a shareholder meeting since online shareholder meetings are a shareholder engagement wasteland.

With the near universal use of online annual shareholder meetings, which can be only 10-minutes of stilted formalities, shareholders no longer have the right for engagement with other shareholders, management and directors at a shareholder meeting. Special shareholder meetings can now be online meetings which has an inferior format to even a Zoom meeting.

Shareholders are also severely restricted in making their views known at online shareholder meetings because all challenging questions and comments can be screened out by management.

For example, to bar constructive criticism Goodyear management hit the mute button right in the middle of a formal shareholder proposal presentation at its 2020 shareholder meeting.

Plus AT&T management would not allow any sponsors of shareholder proposals to read their proposals by telephone at the 2020 AT&T online annual meeting when the pandemic restricted travel.

And even if management pledges to follow best practices in conducting an online shareholder meeting management can change abruptly when storm clouds appear due to subpar management performance.

Now more than ever shareholders need a more viable option to take action outside of a shareholder meeting since online shareholder meetings are a shareholder engagement wasteland.

Proposal 4 – Improve Shareholder Written Consent
[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

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From: Choung, Susie [US] (CO) <Susie.Choung@ngc.com>
Sent: Wednesday, November 11, 2020 5:10 PM
To: John Chevedden; ***
Cc: McGarey, Jennifer C [US] (CO)
Subject: RE: EXT :Rule 14a-8 Proposal (NOC)``
Attachments: Letter to J. Chevedden (11.11.20).pdf

Mr. Chevedden,

Please see the attached correspondence. A hard copy will follow via FedEx.

Regards,
Susie

SUSIE CHOUNG | Corporate Counsel, Office of the Corporate Secretary
Northrop Grumman Corporation | Corporate Office
O: 703-280-4006 | C: 571-205-9869 | susie.choung@ngc.com

From: John Chevedden *** >
Sent: Friday, November 06, 2020 12:08 PM
To: McGarey, Jennifer C [US] (CO) <Jennifer.McGarey@ngc.com>
Cc: Choung, Susie [US] (CO) <Susie.Choung@ngc.com>; King, Tiffany M [US] (CO) <Tiffany.King@ngc.com>
Subject: EXT :Rule 14a-8 Proposal (NOC)``

Dear Ms. McGarey
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,
John Chevedden

NORTHROP GRUMMAN

Northrop Grumman Corporation
2980 Fairview Park Drive
Falls Church, VA 22042-4511

northropgrumman.com

November 11, 2020

VIA EMAIL (*** **AND FEDEX**

Mr. John Chevedden
***

Re: Notice of Deficiency Relating to Shareholder Proposal

Dear Mr. Chevedden:

On November 6, 2020, Northrop Grumman Corporation (the "Company") received the shareholder proposal submitted by you for consideration at the Company's 2021 Annual Meeting (the "Submission"). Based on the date of your first electronic transmission of the Submission, the Company has determined that the date of submission was November 6, 2020 (the "Submission Date").

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides that a shareholder proponent must submit sufficient proof of their continuous ownership of at least $2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the Submission Date. The Company's stock records do not indicate that you are the record owner of sufficient shares to satisfy this requirement. Therefore, under Rule 14a-8(b), you must prove your eligibility by submitting either:

- A written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, as of the Submission Date, you continuously held the requisite number of Company shares for at least one year. As addressed by the SEC staff in Staff Legal Bulletin 14G, please note that if your shares are held by a bank, broker or other securities intermediary that is a Depository Trust Company ("DTC") participant or an affiliate thereof, proof of ownership from either that DTC participant or its affiliate will satisfy this requirement.

Alternatively, if your shares are held by a bank, broker or other securities intermediary that is not a DTC participant or an affiliate of a DTC participant, proof of ownership must be provided by both (1) the bank, broker or other securities intermediary and (2) the DTC participant (or an affiliate thereof) that can verify the holdings of the bank, broker or other securities intermediary. You can confirm whether a particular bank, broker or other securities intermediary is a DTC participant by checking DTC's participant list, which is available on the Internet at http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf. You should be able to determine who the DTC participant is by asking your bank, broker or other securities intermediary; or

- If you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the requisite number of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite number of Company shares for the one-year period.

To date, the Company has not received proof that you have satisfied Rule 14a-8's ownership requirements as of the Submission Date. To remedy this defect, you must submit sufficient proof of your ownership of the requisite number of Company shares during the time period of one year preceding and including the Submission Date.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to the undersigned at Jennifer.McGarey@ngc.com or by fax to 844-888-9054. The failure to correct the deficiencies within this timeframe will provide the Company with a basis to exclude the proposal contained in the Submission from the Company's proxy materials for the 2021 Annual Meeting.

If you have any questions with respect to the foregoing, please contact me at 703-280-4011. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletins 14F and 14G.

Sincerely,

Jennifer C. McGarey

Enclosures – Exchange Act Rule 14a-8
Staff Legal Bulletins 14F and 14G

From: John Chevedden *** >
Sent: Tuesday, November 17, 2020 5:46 PM
To: Choung, Susie [US] (CO)
Cc: McGarey, Jennifer C [US] (CO)
Subject: EXT :Rule 14a-8 Proposal (NOC) blb
Attachments: 17112020_13.pdf; ATT00001.htm

Dear Ms. Choung,
Please see the attached broker letter.
Please confirm receipt.
Sincerely,
John Chevedden

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045

November 17, 2020

JOHN R CHEVEDDEN
***

Dear Mr. Chevedden:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of market close on November 16, 2020, Mr. Chevedden has continuously owned no fewer than the share quantities of the securities shown in the table below, since October 31, 2019.

Security Name	CUSIP	Trading Symbol	Share Quantity
Dana Inc	235825205	DAN	200.000
Fleetcor Technologies Inc	339041105	FLT	25.000
Lowes Companies Inc	548661107	LOW	50.000
Northrop Grumman Corp	666807102	NOC	20.000
L3harris Technologies Inc	502431109	LHX	50.000

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary. Please note that this information is unaudited and not intended to replace your monthly statements or official tax documents.

I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding your account, please contact the Fidelity Private Client Group at 800-544-5704 for assistance.

Sincerely,

Matthew Vasquez
Operations Specialist

Our File: W610272-16NOV20

From: John Chevedden *** >
Sent: Friday, December 4, 2020 10:09 AM
To: McGarey, Jennifer C [US] (CO) <Jennifer.McGarey@ngc.com>
Cc: Choung, Susie [US] (CO) <Susie.Choung@ngc.com>
Subject: EXT :Rule 14a-8 Proposal (NOC)`` revised

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Sincerely,
John Chevedden

JOHN CHEVEDDEN

*** ***

***

Ms. Jennifer C. McGarey
Corporate Secretary
Northrop Grumman Corporation (NOC)
2980 Fairview Park Drive
Falls Church, VA 22042
PH: 703-280-2900
PH: 703-280-4011 (Office)
FX: 844-888-9054

REVISED 04 DEC 2020

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John Chevedden

November 6, 2020

Date

cc: Susie Choung <Susie.Choung@ngc.com>
Tiffany McConnell King <Tiffany.King@ngc.com>

[NOC: Rule 14a-8 Proposal, November 6, 2020 | Revised December 4, 2020]
[This line and any line above it – *Not* for publication.]
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Shareholders are also severely restricted in making their views known at online shareholder meetings because all challenging questions and comments can be screened out by management.

For instance the Goodyear shareholder meeting was spoiled by a trigger-happy management mute button that was used to quash constructive shareholder criticism. AT&T, with 3000 institutional shareholders, would not even allow shareholders to speak.

And even if Northrop Grumman management pledges to follow best practices in conducting an online shareholder meeting management can change abruptly when storm clouds appear due to subpar management performance.

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