

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 8-K

December 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)**

**December 14, 2011**

**Huntington Ingalls Industries, Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**4101 Washington Avenue, Newport News, VA**  
(Address of principal executive offices)  
**(757) 380-2000**

**23607**  
(Zip Code)

**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))

**Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On December 14, 2011, the Board of Directors of Huntington Ingalls Industries, Inc. (the Corporation) approved an amendment (the Amendment), effective immediately, to the Corporation's Code of Ethics and Business Conduct (the Code of Ethics). The Amendment amends the Code of Ethics to provide for standards that promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Corporation.

**SIGNATURES**

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.

**HUNTINGTON INGALLS INDUSTRIES, INC.**

Date: December 15, 2011

By: /s/ Bruce N. Hawthorne  
Bruce N. Hawthorne  
Corporate Vice President, General Counsel and Secretary