

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 8-K

November 17, 2014

**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 17, 2014**

**HUNTINGTON INGALLS INDUSTRIES, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-34910**  
**(Commission**  
**File Number)**

**90-0607005**  
**(IRS Employer**  
**Identification No.)**

**4101 Washington Avenue, Newport News, Virginia**

**23607**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrants telephone number, including area code: (757) 380-2000**

**Not Applicable**

**(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 (*see* General Instruction A.2.):

- .. 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 14(d)-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 7.01. Regulation FD Disclosure.**

On November 17, 2014, Huntington Ingalls Industries, Inc. (the Company ) announced the proposed issuance of \$600 million in aggregate principal amount of senior notes (the New Notes ) to qualified institutional buyers and non-U.S. persons pursuant to Rule 144A and Regulation S, as applicable, under the Securities Act of 1933, as amended (the Securities Act ). A press release regarding the offering is attached hereto as Exhibit 99.1.

In connection with the offering of the New Notes, the Company provided potential investors with a Preliminary Offering Circular, dated November 17, 2014. The Preliminary Offering Circular contains certain non-GAAP financial metrics and certain risks relating to the New Notes and other information not previously disclosed by the Company. Certain of this information is included in Exhibit 99.2 attached hereto and is incorporated by reference into this Item 7.01. Because not all of the information contained in the Preliminary Offering Circular is included therein, certain cross references and defined terms may not appear in Exhibit 99.2.

In addition, on November 17, 2014, the Company announced the commencement of a tender offer for any and all of its outstanding 6.875% Senior Notes due 2018 (the 2018 Notes ) and a related consent solicitation to amend or modify the terms of the indenture under which the 2018 Notes were issued. A press release regarding the tender offer and consent solicitation is attached hereto as Exhibit 99.3.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy the New Notes and shall not constitute an offer, solicitation or sale of the New Notes in any jurisdiction in which such offering, solicitation or sale would be unlawful. The New Notes have not been registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. In addition, this Current Report on Form 8-K does not constitute an offer to buy or the solicitation of an offer to sell the 2018 Notes in the tender offer and shall not constitute an offer, solicitation or purchase of the 2018 Notes in any jurisdiction in which such offer, solicitation or purchase would be unlawful.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibits 99.1, 99.2 and 99.3 attached hereto, is being furnished pursuant to Item 7.01. This information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that Section, or incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### **Item 8.01. Other Events.**

On November 17, 2014, the Company issued two press releases, one announcing the proposed offering and one announcing commencement of the tender offer and consent solicitation. Copies of these press releases are attached hereto as Exhibits 99.1 and 99.3, respectively, and are incorporated herein by reference.

### **Cautionary Statement on Forward Looking Statements**

Statements in this Current Report on Form 8-K, other than statements of historical fact, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those expressed in these statements. Factors that may cause such differences include: changes in government and customer priorities and requirements (including government budgetary constraints, shifts in defense spending, and changes in customer short-range and long-range plans); our ability to obtain new contracts, estimate our future contract costs and perform our contracts effectively; changes in government regulations and procurement processes and our ability to comply with such requirements; our ability to realize the expected benefits from consolidation of our Ingalls facilities; natural disasters; adverse economic conditions in the United States and globally; risks related to our indebtedness and

leverage; risks relating to the offering of the New Notes; and other risk factors discussed in our filings with the U.S. Securities and Exchange Commission. There may be other risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business, and we undertake no obligations to update any forward-looking statements. You should not place undue reliance on any forward-looking statements that we may make.

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

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated November 17, 2014
99.2	Supplemental Regulation FD Disclosure
99.3	Press release dated November 17, 2014

**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.**

By: /s/ Barbara A. Niland

Name: Barbara A. Niland

Title: Corporate Vice President,  
Business Management and Chief  
Financial Officer

Date: November 17, 2014

**EXHIBIT INDEX**

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