

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 8-K

December 15, 2017

**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)**

**December 15, 2017**

**HUNTINGTON INGALLS INDUSTRIES, INC.**

**(Exact name of registrant as specified in its 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**  
**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On December 15, 2017, the Board of Directors (the Board) of Huntington Ingalls Industries, Inc. (the Company) approved an amendment (the Amendment), effective immediately, to the Company's Code of Ethics and Business Conduct (the Code of Ethics). Among other changes, the Amendment updated the introductory letter from the Company's Chief Executive Officer, added Civility to Our Expectations under Section 1.4, added the fifth bullet point to supervisor/manager expectations under Section 1.4, added a subsection regarding Making False Accusations under Section 2.1, added information under Section 2.2 for contacting the Chairman of the Audit Committee of the Board with concerns about misconduct and revised Section 2.12 to address visits to gambling sites on the Company's electronic communication devices.

The Code of Ethics can be found on the Company's internet website at [www.huntingtoningalls.com](http://www.huntingtoningalls.com) under Investor Relations Company Information Leadership and Governance.

**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, 2017

By: /s/ Charles R. Monroe, Jr.  
Charles R. Monroe, Jr.  
Corporate Vice President, Associate General  
Counsel and Secretary