

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
Alexandria Division**

ROBERT BERG, on Behalf of Himself and
All Others Similarly Situated,

Plaintiff,

v.

ORBITAL ATK, INC., RONALD R.
FOGLEMAN, KEVIN P. CHILTON,
ROXANNE J. DECYK, MARTIN C. FAGA,
LENNARD A. FISK, ROBERT M.
HANISEE, RONALD T. KADISH, TIG H.
KREKEL, DOUGLAS L. MAINE, ROMAN
MARTINEZ IV, JANICE I. OBUCHOWSKI,
JAMES G. ROCHE, HARRISON H.
SCHMITT, DAVID W. THOMPSON,
SCOTT L. WEBSTER, NORTHROP
GRUMMAN CORPORATION, and
NEPTUNE MERGER SUB, INC.,

Defendants.

Civil Action No.: 1:17-cv-1169-CMH/JFA

**CLASS ACTION COMPLAINT AND
DEMAND FOR JURY TRIAL**

Plaintiff, by his undersigned attorneys, for this complaint against defendants, alleges upon personal knowledge with respect to himself, and upon information and belief based upon, *inter alia*, the investigation of counsel as to all other allegations herein, as follows:

NATURE OF THE ACTION

1. This action stems from a proposed transaction announced on September 18, 2017 (the “Proposed Transaction”), pursuant to which Orbital ATK, Inc. (“Orbital ATK” or the “Company”) will be acquired by Northrop Grumman Corporation (“Parent”) and Neptune Merger Sub, Inc. (“Merger Sub,” and together with Parent, “Northrop Grumman”).

2. On September 17, 2017, Orbital ATK’s Board of Directors (the “Board” or

“Individual Defendants”) caused the Company to enter into an agreement and plan of merger (the “Merger Agreement”) with Northrop Grumman. Pursuant to the terms of the Merger Agreement, shareholders of Orbital ATK will receive \$134.50 in cash for each share of Orbital ATK stock they own.

3. On October 2, 2017, defendants filed a Preliminary Proxy Statement (the “Proxy Statement”) with the United States Securities and Exchange Commission (“SEC”) in connection with the Proposed Transaction.

4. The Proxy Statement omits material information with respect to the Proposed Transaction, which renders the Proxy Statement false and misleading. Accordingly, plaintiff alleges herein that defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the “1934 Act”) in connection with the Proxy Statement.

JURISDICTION AND VENUE

5. This Court has jurisdiction over the claims asserted herein pursuant to Section 27 of the 1934 Act because the claims asserted herein arise under Sections 14(a) and 20(a) of the 1934 Act and Rule 14a-9.

6. This Court has jurisdiction over defendants because each defendant is either a corporation that conducts business in and maintains operations within this District, or is an individual with sufficient minimum contacts with this District so as to make the exercise of jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

7. Venue is proper under 28 U.S.C. § 1391(b) because a substantial portion of the transactions and wrongs complained of herein occurred in this District.

PARTIES

8. Plaintiff is, and has been continuously throughout all times relevant hereto, the

owner of Orbital common stock.

9. Defendant Orbital ATK is a Delaware corporation and maintains its principal executive offices at 45101 Warp Drive, Dulles, Virginia 20166. Orbital ATK's common stock is traded on the NYSE under the ticker symbol "OA."

10. Defendant Ronald R. Fogleman ("Fogleman") is the non-executive Chairman of the Board of Orbital ATK.

11. Defendant Kevin P. Chilton ("Chilton") is a director of Orbital ATK.

12. Defendant Roxanne J. Decyk ("Decyk") is a director of Orbital ATK.

13. Defendant Martin C. Faga ("Faga") is a director of Orbital ATK.

14. Defendant Lennard A. Fisk ("Fisk") is a director of Orbital ATK.

15. Defendant Robert M. Hanisee ("Hanisee") is a director of Orbital ATK.

16. Defendant Ronald T. Kadish ("Kadish") is a director of Orbital ATK.

17. Defendant Tig H. Krekel ("Krekel") is a director of Orbital ATK.

18. Defendant Douglas L. Maine ("Maine") is a director of Orbital ATK.

19. Defendant Roman Martinez IV ("Martinez") is a director of Orbital ATK.

20. Defendant Janice I. Obuchowski ("Obuchowski") is a director of Orbital ATK.

21. Defendant James G. Roche ("Roche") is a director of Orbital ATK.

22. Defendant Harrison H. Schmitt ("Schmitt") is a director of Orbital ATK.

23. Defendant David W. Thompson ("Thompson") is a director, President, and Chief Executive Officer ("CEO") of Orbital ATK.

24. Defendant Scott L. Webster ("Webster") is a director of Orbital ATK.

25. The defendants identified in paragraphs 10 through 24 are collectively referred to herein as the "Individual Defendants."

26. Defendant Parent is named herein as a necessary party. Parent is a party to the Merger Agreement.

27. Defendant Merger Sub is named herein as a necessary party. Merger Sub is a wholly-owned subsidiary of Parent and a party to the Merger Agreement.

CLASS ACTION ALLEGATIONS

28. Plaintiff brings this action as a class action on behalf of himself and the other public stockholders of Orbital ATK (the “Class”). Excluded from the Class are defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with any defendant.

29. This action is properly maintainable as a class action.

30. The Class is so numerous that joinder of all members is impracticable. As of September 8, 2017, there were approximately 57,621,261 shares of Orbital ATK common stock outstanding, held by hundreds, if not thousands, of individuals and entities scattered throughout the country.

31. Questions of law and fact are common to the Class, including, among others: (i) whether defendants violated the 1934 Act; and (ii) whether defendants will irreparably harm plaintiff and the other members of the Class if defendants’ conduct complained of herein continues.

32. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Plaintiff’s claims are typical of the claims of the other members of the Class and plaintiff has the same interests as the other members of the Class. Accordingly, plaintiff is an adequate representative of the Class and will fairly and adequately protect the interests of the Class.

33. The prosecution of separate actions by individual members of the Class would create the risk of inconsistent or varying adjudications that would establish incompatible standards of conduct for defendants, or adjudications that would, as a practical matter, be dispositive of the interests of individual members of the Class who are not parties to the adjudications or would substantially impair or impede those non-party Class members' ability to protect their interests.

34. Defendants have acted, or refused to act, on grounds generally applicable to the Class as a whole, and are causing injury to the entire Class. Therefore, final injunctive relief on behalf of the Class is appropriate.

SUBSTANTIVE ALLEGATIONS

Background of the Company and the Proposed Transaction

35. Orbital ATK is a global leader in aerospace and defense technologies. The Company designs, builds, and delivers space, defense, and aviation-related systems to customers around the world both as a prime contractor and as a merchant supplier.

36. Orbital ATK's main products include launch vehicles and related propulsion systems; satellites and associated components and services; composite aerospace structures; tactical missiles, subsystems, and defense electronics; and precision weapons, armament systems, and ammunition. The Company has three operating groups: the Flight Systems Group; the Defense Systems Group; and the Space Systems Group.

37. On September 17, 2017, the Individual Defendants caused the Company to enter into the Merger Agreement, pursuant to which the Company will be acquired by Northrop Grumman.

38. The Merger Agreement contains a "no solicitation" provision that prohibits the

Individual Defendants from soliciting alternative proposals and severely constrains their ability to communicate and negotiate with potential buyers who wish to submit or have submitted unsolicited alternative proposals.

39. Further, the Company must promptly advise Northrop Grumman of any proposals or inquiries received from other parties.

40. Moreover, the Merger Agreement contains a restrictive “fiduciary out” provision permitting the Board to withdraw its approval of the Proposed Transaction under extremely limited circumstances, and grants Northrop Grumman a “matching right” with respect to any “Superior Proposal” made to the Company.

41. Further locking up control of the Company in favor of Northrop Grumman, the Merger Agreement provides for a “termination fee” of \$275 million payable by the Company to Northrop Grumman if the Individual Defendants cause the Company to terminate the Merger Agreement.

The Proxy Statement Omits Material Information, Rendering It False and Misleading

42. Defendants filed the Proxy Statement with the SEC in connection with the Proposed Transaction.

43. The Proxy Statement omits material information with respect to the Proposed Transaction, which renders the Proxy Statement false and misleading.

44. First, the Proxy Statement omits material information regarding Orbital ATK’s financial projections and the analyses performed by the Company’s financial advisor, Citigroup Global Markets, Inc. (“Citigroup”).

45. With respect to Orbital ATK’s financial projections, the Proxy Statement fails to disclose: cash from operating activities; capital expenditures; earnings; interest; and a

reconciliation of all non-GAAP to GAAP metrics.

46. With respect to Citigroup's *Discounted Cash Flow Analysis*, the Proxy Statement fails to disclose: (i) the unlevered, after-tax free cash flows used by Citigroup in the analysis and corresponding line items; (ii) the "additional cash flow items"; (iii) the net environmental remediation payments; (iv) the estimated range of terminal values of Orbital ATK; and (v) the inputs and assumptions underlying the discount rates ranging from 6.9% to 8.2%.

47. With respect to Citigroup's *Selected Public Companies Analysis*, the Proxy Statement fails to disclose the individual multiples and financial metrics for the companies observed by Citigroup in the analysis.

48. With respect to Citigroup's *Selected Transactions Analysis*, the Proxy Statement fails to disclose the individual multiples and financial metrics for the transactions observed by Citigroup in the analysis.

49. The disclosure of projected financial information is material because it provides stockholders with a basis to project the future financial performance of a company, and allows stockholders to better understand the financial analyses performed by the company's financial advisor in support of its fairness opinion. Moreover, when a banker's endorsement of the fairness of a transaction is touted to shareholders, the valuation methods used to arrive at that opinion as well as the key inputs and range of ultimate values generated by those analyses must also be fairly disclosed.

50. The omission of this material information renders the Proxy Statement false and misleading, including, *inter alia*, the following sections of the Proxy Statement: (i) "Background of the Merger"; (ii) "Recommendation of the Orbital ATK Board"; (iii) "Reasons for the Merger"; (iv) "Opinion of Financial Advisor"; and (v) "Certain Unaudited Prospective Financial

Information.”

51. Second, the Proxy Statement omits material information regarding potential conflicts of interest of the Company’s officers and directors.

52. Specifically, the Proxy Statement fails to disclose the timing and nature of all communications regarding future employment and directorship of Orbital ATK’s officers and directors, including who participated in all such communications.

53. Communications regarding post-transaction employment during the negotiation of the underlying transaction must be disclosed to stockholders. This information is necessary for stockholders to understand potential conflicts of interest of management and the Board, as that information provides illumination concerning motivations that would prevent fiduciaries from acting solely in the best interests of the Company’s stockholders.

54. The omission of this material information renders the Proxy Statement false and misleading, including, *inter alia*, the following sections of the Proxy Statement: (i) “Background of the Merger”; (ii) “Recommendation of the Orbital ATK Board”; (iii) “Reasons for the Merger”; and (iv) “Interests of Directors and Executive Officers in the Merger.”

55. The above-referenced omitted information, if disclosed, would significantly alter the total mix of information available to Orbital ATK’s stockholders.

COUNT I

Claim for Violation of Section 14(a) of the 1934 Act and Rule 14a-9 Promulgated Thereunder Against the Individual Defendants and Orbital ATK

56. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

57. The Individual Defendants disseminated the false and misleading Proxy Statement, which contained statements that, in violation of Section 14(a) of the 1934 Act and Rule 14a-9, in light of the circumstances under which they were made, omitted to state material

facts necessary to make the statements therein not materially false or misleading. Orbital ATK is liable as the issuer of these statements.

58. The Proxy Statement was prepared, reviewed, and/or disseminated by the Individual Defendants. By virtue of their positions within the Company, the Individual Defendants were aware of this information and their duty to disclose this information in the Proxy Statement.

59. The Individual Defendants were at least negligent in filing the Proxy Statement with these materially false and misleading statements.

60. The omissions and false and misleading statements in the Proxy Statement are material in that a reasonable stockholder will consider them important in deciding how to vote on the Proposed Transaction. In addition, a reasonable investor will view a full and accurate disclosure as significantly altering the total mix of information made available in the Proxy Statement and in other information reasonably available to stockholders.

61. The Proxy Statement is an essential link in causing plaintiff and the Company's stockholders to approve the Proposed Transaction.

62. By reason of the foregoing, defendants violated Section 14(a) of the 1934 Act and Rule 14a-9 promulgated thereunder.

63. Because of the false and misleading statements in the Proxy Statement, plaintiff and the Class are threatened with irreparable harm.

COUNT II

Claim for Violation of Section 20(a) of the 1934 Act Against the Individual Defendants

64. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

65. The Individual Defendants acted as controlling persons of Orbital ATK within the

meaning of Section 20(a) of the 1934 Act as alleged herein. By virtue of their positions as officers and/or directors of Orbital ATK and participation in and/or awareness of the Company's operations and/or intimate knowledge of the false statements contained in the Proxy Statement, they had the power to influence and control and did influence and control, directly or indirectly, the decision making of the Company, including the content and dissemination of the various statements that plaintiff contends are false and misleading.

66. Each of the Individual Defendants was provided with or had unlimited access to copies of the Proxy Statement alleged by plaintiff to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause them to be corrected.

67. In particular, each of the Individual Defendants had direct and supervisory involvement in the day-to-day operations of the Company, and, therefore, is presumed to have had the power to control and influence the particular transactions giving rise to the violations as alleged herein, and exercised the same. The Proxy Statement contains the unanimous recommendation of the Individual Defendants to approve the Proposed Transaction. They were thus directly in the making of the Proxy Statement.

68. By virtue of the foregoing, the Individual Defendants violated Section 20(a) of the 1934 Act.

69. As set forth above, the Individual Defendants had the ability to exercise control over and did control a person or persons who have each violated Section 14(a) of the 1934 Act and Rule 14a-9, by their acts and omissions as alleged herein. By virtue of their positions as controlling persons, these defendants are liable pursuant to Section 20(a) of the 1934 Act. As a direct and proximate result of defendants' conduct, plaintiff and the Class are threatened with

irreparable harm.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for judgment and relief as follows:

- A. Preliminarily and permanently enjoining defendants and all persons acting in concert with them from proceeding with, consummating, or closing the Proposed Transaction;
- B. In the event defendants consummate the Proposed Transaction, rescinding it and setting it aside or awarding rescissory damages;
- C. Directing the Individual Defendants to disseminate a Proxy Statement that does not contain any untrue statements of material fact and that states all material facts required in it or necessary to make the statements contained therein not misleading;
- D. Declaring that defendants violated Sections 14(a) and/or 20(a) of the 1934 Act, as well as Rule 14a-9 promulgated thereunder;
- E. Awarding plaintiff the costs of this action, including reasonable allowance for plaintiff's attorneys' and experts' fees; and
- F. Granting such other and further relief as this Court may deem just and proper.

JURY DEMAND

Plaintiff respectfully requests a trial by jury on all issues so triable.

Dated: October 16, 2017

LEVI & KORSINSKY LLP

OF COUNSEL:

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By: /s/ Elizabeth K. Tripodi
ELIZABETH K. TRIPODI (VSB #73483)
LEVI & KORSINSKY, LLP
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Facsimile: (202) 333-2121
Email: etripodi@zlk.com

Attorneys for Plaintiff

CERTIFICATION OF PLAINTIFF

I, ROBERT BERG ("Plaintiff"), hereby declare as to the claims asserted under the federal securities laws that:

1. Plaintiff has reviewed the complaint and authorizes its filing.

2. Plaintiff did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.

3. Plaintiff is willing to serve as a representative party on behalf of the class, either individually or as part of a group, and I will testify at deposition or trial, if necessary. I understand that this is not a claim form and that I do not need to execute this Certification to share in any recovery as a member of the class.

4. Plaintiff's purchase and sale transactions in the Orbital ATK, Inc. (NYSE: OA) security that is the subject of this action during the class period is/are as follows:

PURCHASES

Buy Date	Shares	Price per Share
4/11/17	10	\$97.30

SALES

Sell Date	Shares	Price per Share

Please list additional transactions on separate sheet of paper, if necessary.

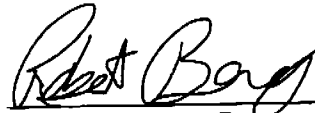
5. Plaintiff has complete authority to bring a suit to recover for investment losses on behalf of purchasers of the subject securities described herein (including Plaintiff, any co-owners, any corporations or other entities, and/or any beneficial owners).

6. During the three years prior to the date of this Certification, Plaintiff has not moved to serve as a representative party for a class in an action filed under the federal securities laws.

7. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's *pro rata* share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 5th day of October, 2017.


Robert Berg

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www.zlk.com

Elizabeth K. Tripodi
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October 16, 2017

VIA ECF

Civil Clerk's Office

United States District Court for the Eastern District of Virginia

Albert V. Bryan U.S. Courthouse

401 Courthouse Square

Alexandria, VA 22314

Re: NEW CIVIL CASE FILING - *Berg v. Orbital ATK, Inc., et al.*

Dear Sir or Madam Clerk:

We intend to seek waiver of service of summons and therefore have not included the requisite summons forms in the initial filing.

Should you have any questions, please feel free to contact me.

Sincerely,
Levi & Korsinsky, LLP

By:


Elizabeth K. Tripodi

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

Robert Berg

(b) County of Residence of First Listed Plaintiff Milwaukee, WI
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)
Elizabeth K. Tripodi, Levi & Korsinsky, LLP, 1101 30th Street NW, Suite 115, Washington, DC, 20007, 202-524-4291, etripodi@zlk.com

DEFENDANTS

See Attachment

County of Residence of First Listed Defendant _____
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- ☒ 1 U.S. Government Plaintiff
☐ 2 U.S. Government Defendant
☐ 3 Federal Question (U.S. Government Not a Party)
☐ 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- | | PTF | DEF | | PTF | DEF |
|---|----------------------------|----------------------------|---|----------------------------|----------------------------|
| Citizen of This State | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business In This State | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business In Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Click here for: Nature of Suit Code Descriptions.

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excludes Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <input type="checkbox"/> 362 Personal Injury - Medical Malpractice PERSONAL INJURY <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 367 Health Care/Pharmaceutical Personal Injury Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 690 Other LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Management Relations <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 751 Family and Medical Leave Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Employee Retirement Income Security Act IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 835 Patent - Abbreviated New Drug Application <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	<input type="checkbox"/> 375 False Claims Act <input type="checkbox"/> 376 Qui Tam (31 USC 3729(a)) <input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input checked="" type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 896 Arbitration <input type="checkbox"/> 899 Administrative Procedure Act/Review or Appeal of Agency Decision <input type="checkbox"/> 950 Constitutionality of State Statutes
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 440 Other Civil Rights <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 448 Education PRISONER PETITIONS Habeas Corpus: <input type="checkbox"/> 463 Alien Detainee <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty Other: <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition <input type="checkbox"/> 560 Civil Detainee - Conditions of Confinement			

V. ORIGIN (Place an "X" in One Box Only)

- ☒ 1 Original Proceeding
☐ 2 Removed from State Court
☐ 3 Remanded from Appellate Court
☐ 4 Reinstated or Reopened
☐ 5 Transferred from Another District (specify)
☐ 6 Multidistrict Litigation - Transfer
☐ 8 Multidistrict Litigation - Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
15 U.S.C. §§ 78n(a), 78t(a), and SEC Rule 14a-9, 17 C.F.R. 240.14a-9

Brief description of cause:

Violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934**VII. REQUESTED IN COMPLAINT:**

☒ CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P.
DEMAND \$ _____

CHECK YES only if demanded in complaint:

JURY DEMAND: ☒ Yes ☐ No**VIII. RELATED CASE(S) IF ANY**

(See instructions):

JUDGE Claude M. HiltonDOCKET NUMBER 17-cv-1139

DATE

SIGNATURE OF ATTORNEY OF RECORD

10/16/2017

/s/ Elizabeth K. Tripodi

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG. JUDGE _____

Civil Cover Sheet Attachment

Orbital ATK, Inc., Ronald R. Fogleman, Kevin P. Chilton, Roxanne J. Decyk, Martin C. Faga, Lennard A. Fisk, Robert M. Hanisee, Ronald T. Kadish, Tig H. Krekel, Douglas L. Maine, Roman Martinez IV, Janice I. Obuchowski, James G. Roche, Harrison H. Schmitt, David W. Thompson, Scott L. Webster, Northrop Grumman Corporation, and Neptune Merger Sub, Inc.

ClassAction.org

This complaint is part of ClassAction.org's searchable class action lawsuit database and can be found in this post: [Orbital Racks Up Another Securities Lawsuit in the Wake of Proposed Merger](#)
