Huntington Ingalls Industries, Inc.

(Exact name of registrant as specified in its charter)

4101 Washington Avenue, Newport News, VA

(757) 380-2000

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