HUNTINGTON INGALLS INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE 1-34910 90-0607005
(State or other jurisdiction of incorporation) (Commission file number) (I.R.S. Employer Identification No.)

4101 Washington Avenue, Newport News, Virginia 23607
(Address of principal executive offices) (Zip Code)

(757) 380-2000
(Registrant's telephone number, including area code)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)(e) On December 13, 2013, Huntington Ingalls Industries, Inc. (the “Company”) announced that Irwin F. Edenzon, Corporate Vice President and President, Ingalls Shipbuilding, will retire from his position effective April 1, 2014. In connection with Mr. Edenzon’s retirement, the Compensation Committee of the Company’s Board of Directors approved an amendment of the terms and conditions of Mr. Edenzon’s Restricted Performance Stock Rights (“RPSRs”) to provide for immediate vesting of the RPSRs at the time of his retirement from the Company, subject to continuation of the performance periods through the respective remaining terms of the performance periods (2014, 2015 and 2016), as set forth in the terms and conditions of the RPSRs. Mr. Edenzon will remain with the Company in a non-executive officer position to assist with transition until his retirement from the Company effective December 1, 2014. The foregoing discussion of the amendment of the terms and conditions of Mr. Edenzon’s RPSRs is qualified by reference to the full text of the Amendment, which is filed as an exhibit to this Form 8-K and incorporated by reference.

A copy of the press release announcing the foregoing actions is furnished as Exhibit 99.1 to this Form 8-K and incorporated by reference.

Item 8.01. Other Events.

Majority Voting Policy

On December 13, 2013, the Board of Directors (the “Board”) of the Company amended the Company’s Corporate Governance Guidelines to include a majority voting policy for uncontested director elections. Under the new policy, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election in an uncontested election of directors must tender to the Board his or her offer of resignation within five days following certification of the stockholder vote. The Governance and Policy Committee of the Board will promptly consider the resignation offer and make a recommendation to the Board, and the Board will act on the recommendation within 90 days following certification of the stockholder vote.

This description of the amendment to the Corporate Governance Guidelines is only a summary. The full text of the amended and restated Corporate Governance Guidelines is available in the Investor Relations section of the Company’s website at ir.huntingtoningalls.com.

Proposed Elimination of Most Supermajority Voting Standards

On December 13, 2013, the Board determined to propose that stockholders approve, at the Company’s 2014 annual meeting of stockholders, elimination of most supermajority voting requirements in the Company’s Restated Certificate of Incorporation (the “Charter”). The Charter currently requires the vote of 66 2/3% of the voting power of outstanding shares of common stock to (i) remove directors from the Board and (ii) amend certain provisions of the Charter and the Company’s Restated Bylaws (the “Bylaws”). The proposal would result in the amendment of the Charter to reduce this required vote to a majority of the voting power of outstanding shares of common stock, except for amendments to the provisions of the Charter and Bylaws relating to (a) stockholder action by written consent and (b) indemnification and exculpation of directors and officers, which would continue to require the vote of 66 2/3% of the voting power of outstanding shares of common stock.

Important Information for Stockholders

This communication does not constitute a solicitation of any vote or approval. The Company will be filing its proxy statement for the 2014 annual meeting that will contain important information relating to the proposals described above that should be read carefully before any decision is made with respect to these proposals. The proxy statement for the 2014 annual meeting will be available once it has been filed with the Securities and Exchange Commission in the Investor Relations section of the Company’s website at ir.huntingtoningalls.com and on the Securities and Exchange Commission’s EDGAR website at www.sec.gov. The directors and officers of the Company may be deemed “participants” in a solicitation of proxies from stockholders of the Company in
connection with the matters to be considered at the 2014 annual meeting. Information regarding the persons who may, under the rules of the Securities and Exchange Commission, be considered participants in the solicitation will be set forth in the definitive proxy statement for the 2014 annual meeting. In addition, you can find information about the Company’s executive officers and directors in its Annual Report on Form 10-K for the year ended December 31, 2012.

Item 9.01.  Financial Statements and Exhibits.

(d)  Exhibits.

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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 17, 2013

By: /s/ Bruce N. Hawthorne

Bruce N. Hawthorne
Corporate Vice President, General Counsel and Secretary
This Amendment applies to the Restricted Performance Stock Rights ("RPSRs") awarded or that may be awarded to [NAME] (the "Grantee") in 2012, 2013 and 2014 (the "Awards"). This Amendment revises the Awards to provide full vesting of the RPSRs upon the Grantee's Retirement.

1. Effective as of [DATE], the Terms of each Award are revised by amending Section 2.2 of the Terms to read as follows:

   “2.2 Termination of Employment Due to Retirement, Death or Disability. The number of RPSRs subject to the award shall vest as provided herein if the Grantee's employment by the Company and its subsidiaries terminates due to the Grantee's Retirement, death, or Disability.

   Death or Disability. In the case of death or Disability during the first or second calendar year of the Performance Period, (a) the Award shall be fully vested on the termination of employment due to death or Disability, (b) the Performance Period used to calculate the Grantee’s Earned RPSRs will be deemed to have ended as of the last day of the calendar year in which the death or Disability occurs, (c) the Earnout Percentage of the Grantee’s RPSRs will be determined based on actual performance for that short Performance Period, and (d) payment of Earned RPSRs will be made in the calendar year following the calendar year containing the last day of that short Performance Period (and generally will be paid on or before March 15 of such year). In the case of death or Disability during the third calendar year of the Performance Period, (a) the Award shall be fully vested on the termination of employment due to death or Disability, (b) the entire Performance Period will be used to calculate the Grantee's Earned RPSRs, (c) the Earnout Percentage of the Grantee's RPSRs will be determined based on actual performance for the Performance Period, and (d) payment of Earned RPSRs will be made in the calendar year following the calendar year containing the last day of the Performance Period (and generally will be paid on or before March 15 of such year).

   Retirement in General. Subject to the following provisions of this Section 2.2, in the case of Retirement, (a) the Award shall be fully vested upon the Grantee's Retirement, (b) the entire Performance Period will be used to calculate the Grantee’s Earned RPSRs, (c) the Earnout Percentage of the Grantee’s RPSRs will be determined based on actual performance for the Performance Period, and (d) payment of Earned RPSRs will be made in the calendar year following the calendar year containing the last day of the Performance Period (and generally will be paid on or before March 15 of such year).

   In determining the Grantee’s eligibility for Retirement, service is measured by dividing (a) the number of days the Grantee was employed by the Company or a subsidiary in the period commencing with his or her last date of hire by the Company or a subsidiary through and including the date on which the Grantee is last employed by the Company or a subsidiary, by (b) 365. If the Grantee ceased to be employed by the Company or a subsidiary and was later rehired by the Company or a subsidiary, the Grantee’s service prior to the break in service shall be disregarded in determining service for such purposes; provided that, if the Grantee’s employment with the Company or a subsidiary had terminated due to the Grantee’s Retirement, or by the Company or a subsidiary as
part of a reduction in force (in each case, other than a termination by the Company or a subsidiary for cause) and, within the two-year period following such termination of employment (the “break in service”) the Grantee was subsequently rehired by the Company or a subsidiary, then the Grantee’s period of service with the Company or a subsidiary prior to and ending with the break in service will be included in determining service for such purposes. For purposes of determining the Grantee’s eligibility for Retirement pursuant to this paragraph, service with the Northrop Grumman Corporation or its subsidiaries prior to the Company’s separation from the Northrop Grumman Corporation will be recognized in the same manner as service for the Company or a subsidiary of the Company. In the event the Grantee is employed by a business that is acquired by the Company or a subsidiary, the Company shall have discretion to determine whether the Grantee’s service prior to the acquisition will be included in determining service for such purposes.

Retirement Due to Government Service. In the case of a Governmental Service Retirement by the Grantee, (a) the Award shall vest on a prorated basis, (b) the Performance Period used to calculate the Grantee’s Earned RPSRs will be deemed to have ended as of the most recent date that performance has been measured by the Company with respect to the RPSRs prior to the Grantee’s Retirement (including measurement for purposes of the Company’s Form 10-Q, but in no event shall such date be more than one year before the Grantee’s Retirement), (c) the Earmout Percentage of the Grantee’s RPSRs will be determined based on actual performance for that short Performance Period, and (d) payment of Earned RPSRs will be made within 10 days after Retirement. Any prorating of vesting of RPSRs shall be based on the number of full months the Grantee was actually employed by the Company or one of its subsidiaries out of the thirty-six month Performance Period. Partial months of employment during the Performance Period, even if substantial, shall not be counted for purposes of prorated vesting. Any RPSRs subject to the award that do not vest in accordance with this Section 2.2 upon a termination of the Grantee’s employment due to a Government Service Retirement shall terminate immediately upon such termination of employment.*

2. In all respects not amended, the Awards are hereby ratified and confirmed.

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PHOTO RELEASE--Huntington Ingalls Industries Announces
Irwin F. Edenzon’s Retirement as Ingalls Shipbuilding’s President
and Related Promotion of Brian Cuccias as President, Ingalls Shipbuilding

Changes to take place in second quarter 2014

NEWPORT NEWS, Va. (Dec. 13, 2013) - Huntington Ingalls Industries (NYSE:HII) announced today that Irwin F. Edenzon will retire on Dec. 1, 2014. Edenzon is currently corporate vice president and president of Ingalls Shipbuilding, a division of Huntington Ingalls Industries. Although Edenzon will not officially retire until December 2014, he will step down as president on March 31, 2014, and the HII Board of Directors has elected Brian Cuccias to succeed Edenzon in the position of corporate vice president and president of Ingalls Shipbuilding, effective April 1, 2014.


Edenzon was named as Ingalls Shipbuilding president in 2011 and is responsible for all programs and operations at Ingalls Shipbuilding. Prior to this position and since 2008, he served as sector vice president and general manager for Northrop Grumman Shipbuilding-Gulf Coast. Prior to this appointment, he held several positions of increased responsibility, to include director of future carrier programs and senior vice president of technology development and fleet support for the former Northrop Grumman Newport News.

“Irwin built a solid team that has accomplished exactly what we set out to do back in 2008,” said HII President and CEO Mike Petters. “He and his team have focused on safety, quality, cost and schedule performance, and we’ve seen substantial and significant improvement in every one of these areas under Irwin’s leadership. He has led Ingalls through some of its toughest challenges during his tenure as president and helped put us back on course.”

After Edenzon steps down as Ingalls Shipbuilding president, he will assist with the transition and continue to report to Petters until his retirement.

Brian Cuccias, who will report to Petters effective April 1, 2014, currently serves as the vice president, amphibious ship programs, for Ingalls Shipbuilding and will become vice president, program management, effective Jan. 6, 2014, until he assumes the president role in April. In this role, he will have responsibility for all program and financial aspects, including solicitations, program execution and financial performance of all Ingalls Shipbuilding programs, to include large-deck amphibious ships (LHA 6, LHA 7 and capture of LHA 8) as well as LPD and LPD variant ships production, surface combatants and U.S. Coast Guard ship programs.
“Brian is an experienced and well-respected leader throughout our industry,” Petters said. “He has demonstrated that he has the leadership skills, fortitude and vision to lead the Ingalls Shipbuilding team to success in what will be a challenging future.”

Cuccias’ shipbuilding career began in 1979 when he joined Litton Data Systems as a financial analyst on several Navy programs. Since that time, he has held positions of increasing responsibility, to include assistant to the group vice president of Avondale Industries, sector vice president, material, for Northrop Grumman Ship Systems, and DDG(X) and DDG 1000 program manager and vice president. In 2008 Cuccias was the vice president, surface combatants, for Northrop Grumman Shipbuilding, which included the DDG 51 Arleigh Burke-class destroyers, DDG 1000 Zumwalt-class destroyers and the U.S. Coast Guard campaigns. Most recently and prior to his current position, he was the vice president, large-deck amphibious ships (LHA 6, LHA 7 and capture of LHA 8).

Cuccias earned a bachelor of science degree in accounting from the University of South Alabama. He also attended Harvard Management, Leadership and Financial Skills, and the Wharton School of Business Executive Education program.

Huntington Ingalls Industries (HII) designs, builds and maintains nuclear and non-nuclear ships for the U.S. Navy and Coast Guard and provides after-market services for military ships around the globe. For more than a century, HII has built more ships in more ship classes than any other U.S. naval shipbuilder at its Newport News Shipbuilding and Ingalls Shipbuilding divisions. Employing more than 37,000 in Virginia, Mississippi, Louisiana and California, HII also provides a wide variety of products and services to the commercial energy industry and other government customers, including the Department of Energy. For more information about HII, visit:

- HII on the web: www.huntingtingalls.com
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