### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   **Green Edgar A III**
   
   (Last) (First) (Middle)
   C/O HUNTINGTON INGALLS INDUSTRIES, INC.
   4101 WASHINGTON AVENUE
   NEWPORT NEWS VA 23607

2. Issuer Name and Ticker or Trading Symbol
   HUNTINGTON INGALLS INDUSTRIES, INC. [ HII ]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
   12/31/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)
   12/31/2019

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director X 10% Owner
   Officer (give title below)
   Ex VP, Pres. HII Technical Sol
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price (D)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/24/2019</td>
<td></td>
<td></td>
<td>G(1)</td>
<td>750</td>
<td>$0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>9,387,308</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,843.77</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>SEP Unit</td>
<td>(2)</td>
<td>(2)</td>
<td>(2)</td>
<td></td>
<td>Date Exercisable Expiration Date Common Stock</td>
<td>Amount or Number of Shares</td>
<td>1,920.11</td>
<td>8,169,3929</td>
<td>D</td>
<td>Ex VP, Pres. HII Technical Sol</td>
<td>Indirect (I)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. This transaction represents a gift to a 501(c)(3) charitable foundation by the reporting person.
2. The issuer's outside administrator for the issuer's Savings Excess Plan holds issuer stock in a pooled fund as a participant investment option. Participant contributions designated for investment in issuer common stock are accounted for as units of interest in the issuer stock fund. Each unit was valued at $261.00 as of January 31, 2020. The unit value can fluctuate with fluctuations in the value of the issuer common stock and the daily cash position of the issuer stock fund. The number of shares of issuer stock attributable to the reporting person can be determined at any time by multiplying the number of units in the reporting person's account by the then current unit price and dividing the total by the price of the issuer common stock. As of January 31, 2020, the reporting person held an equivalent of 1920.11 shares in the issuer Savings Excess Plan. The Savings Excess plan is a "Non-Qualified Plan" as defined in 16b-3(b)(2).

**Remarks:**

/s/ Kathy S. Owen, Attorney-in-Fact for Edgar A. Green III 02/06/2020

**Signature of Reporting Person**

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.