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))

Securities registered pursuant to Section 12(b) of the Act:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>HII</td>
<td>New York Stock Exchange</td>
</tr>
</tbody>
</table>

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. ☐
Huntington Ingalls Industries, Inc. (the “Company”) has announced that Christopher D. Kastner, Executive Vice President and Chief Financial Officer, has been elected by the board of directors to a newly created position, Executive Vice President and Chief Operating Officer, effective as of February 12, 2021. The Company also announced that Thomas E. Stiehle, Vice President and Chief Financial Officer of the Company’s Ingalls Shipbuilding division, has been elected by the board of directors to succeed Mr. Kastner as Executive Vice President and Chief Financial Officer, effective as of February 12, 2021.

Mr. Kastner, 57, has served as Executive Vice President and Chief Financial Officer since March 2016. Prior to that and from August 2012, he served as Corporate Vice President and General Manager, Corporate Development. Prior to that and following the Company’s spin-off from Northrop Grumman Corporation in March 2011, Mr. Kastner served as Vice President and Chief Financial Officer of Ingalls Shipbuilding.

Mr. Stiehle, 55, has served as Vice President and Chief Financial Officer of Ingalls Shipbuilding since August 2012. Prior to that and following the Company’s spin-off from Northrop Grumman Corporation in March 2011, he served as Vice President, Contracts and Pricing, for Ingalls Shipbuilding.

Messrs. Kastner and Stiehle currently receive annual grants of restricted performance stock rights ("RPSRs") under the Company’s 2012 Long-Term Incentive Stock Plan ("LTIP"), described in the Company’s proxy statement for its 2020 Annual Meeting of Stockholders filed on March 16, 2020 (the "Proxy Statement"), and participate in the Company’s cash Annual Incentive Plan ("AIP"), described in the Proxy Statement. In connection with election to their respective new positions, the annual base salaries of Messrs. Kastner and Stiehle were increased by the Compensation Committee of the board of directors to correspond with the respective increases in their responsibilities, and their target RPSR grants under the LTIP and target cash bonus amounts under the AIP were increased. Mr. Kastner’s annual target RPSR grants under the LTIP were increased from $1.5 million to $2.0 million, and his annual target cash bonus amount under the AIP was increased from 75% to 90% of his annual base salary. Mr. Stiehle’s annual target RPSR grants under the LTIP were increased from $270,000 to $1.0 million, and his annual target cash bonus amount under the AIP was increased from 40% to 75% of his annual base salary.

Neither Mr. Kastner nor Mr. Stiehle has any family relationships with any executive officer, director or other employee of the Company, and neither has any material interest in any transaction or proposed transactions of the Company.

A copy of the press release announcing Mr. Kastner’s election and Stiehle’s election is attached hereto as Exhibit 99.1 and is incorporated herein by reference.
On December 15, 2020, the Company’s board of directors approved amendments (the “Amendments”), effective immediately, to the Company’s Code of Ethics and Business Conduct (the “Code of Ethics”). Among other changes, the Amendments:

- updated the introductory letter from the Company’s Chief Executive Officer;
- under Section 1.2, merged INTEGRITY and HONESTY into one value called INTEGRITY, added a new value called RESPECT and added a clarifying sentence into the definition of PERFORMANCE;
- under Section 1.4, added SECURITY as an expectation of Company employees;
- under Section 1.6, added: Work with your business unit’s contracts organization to ensure compliance with all applicable corporate and business unit procedures as a responsibility when working in any country;
- under Section 2.1, added: In addition, be sure to routinely follow up via the OpenLine number or web portal for follow-up questions related to your report to ensure a timely investigation under Reporting Anonymously;
- under Section 2.2, added: discrimination, harassment, progressing and work completion issues, mishandling of classified information or personal information, health and safety violations, and suppliers not complying with applicable laws or their contractual obligations to list of concerns to be reported;
- under Section 2.2, added contact information for Department of Homeland Security Hotline;
- partially rewrote Section 3.7 for clarity to describe when business courtesies are acceptable; and
- rewrote Section 6.4 to remove references to specific laws and instead reinforce that bribery, improper influence, and corruption are prohibited.

In addition, throughout the document Huntington Ingalls Industries was changed to HII, Labor Relations was added as a point of contact for questions or concerns and references to Australian laws, policies, and agencies were added where appropriate.

Item 9.01. Financial Statements and Exhibits.

(d)

Exhibits.

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>99.1</td>
<td>Press Release Dated December 18, 2020</td>
</tr>
<tr>
<td>104</td>
<td>Cover Page Interactive Data File (embedded within Inline XBRL document)</td>
</tr>
</tbody>
</table>
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 18, 2020

By: /s/ Charles R. Monroe, Jr.

Charles R. Monroe, Jr.
Corporate Vice President, Associate General Counsel and Secretary
NEWPORT NEWS, Va. (Dec. 17, 2020) — Huntington Ingalls Industries announced today that Christopher D. Kastner, executive vice president and HII’s chief financial officer, has been promoted to a new position of executive vice president and chief operating officer. Additionally, Thomas E. Stiehle, vice president and HII’s Ingalls Shipbuilding division CFO, has been promoted to executive vice president and CFO and will replace Kastner. Both Kastner and Stiehle will report directly to HII President and CEO Mike Petters. The changes are effective Feb. 12, 2021.

“These changes are being made to signal our continued and strong commitment to performance and execution, to better reflect the business dynamics associated with our historic $45 billion backlog, and in recognition of the importance of the Navy’s new long-range shipbuilding plan,” said Petters. “Chris brings a deep understanding of our business that will enable him to make positive impacts immediately. Tom is the right addition to our senior executive team with a strong financial background that will create value for our all of our constituents to include our customers and shareholders.”

In Kastner’s new role he will oversee the company’s three operating divisions and will work closely with the division presidents to drive execution on HII’s historic backlog. Prior to his current position, Kastner served as HII’s corporate vice president and general manager, Corporate Development, and was responsible for strategy and development activities. Before then he served as vice president and CFO for Ingalls Shipbuilding; as vice president, business management, and CFO for Northrop Grumman Shipbuilding-Gulf Coast; and as vice president, contracts and risk management, for Northrop Grumman Ship Systems. Kastner has a bachelor’s degree in political science from the University of California at Santa Barbara and an MBA from Pepperdine University.

In Stiehle’s new role, he will be responsible for directing HII’s corporate strategy and processes in support of business growth and profitability goals. He will also have responsibility for corporate business management functions, including investor relations, treasury, internal audit, contracts, accounting, financial reporting, planning and analysis, rates and budgets, and mergers and acquisition. Prior to his current role, he served as vice president, Contracts and Pricing, for Ingalls and was responsible for estimating, pricing, contract negotiations and administration. Prior to joining HII in 2011, Stiehle worked for Northrop Grumman, Aerospace Sector, for 24 years. Stiehle received a bachelor’s degree in mechanical engineering from Hofstra University. He also earned an MBA from Adelphi University and a master’s in acquisition and contract management from Florida Institute of Technology.
Huntington Ingalls Industries is America’s largest military shipbuilding company and a provider of professional services to partners in government and industry. For more than a century, HII’s Newport News and Ingalls shipbuilding divisions in Virginia and Mississippi have built more ships in more ship classes than any other U.S. naval shipbuilder. HII’s Technical Solutions division supports national security missions around the globe with unmanned systems, defense and federal solutions, and nuclear and environmental services. Headquartered in Newport News, Virginia, HII employs more than 42,000 people operating both domestically and internationally. For more information, visit:

- HII on the web: www.huntingtoningalls.com
- HII on Facebook: www.facebook.com/HuntingtonIngallsIndustries
- HII on Twitter: www.twitter.com/hiindustries
- HII on YouTube: www.youtube.com/huntingtoningalls
- HII on Instagram: www.instagram.com/huntingtoningalls

Statements in this release, other than statements of historical fact, constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those expressed in these statements. Factors that may cause such differences include: changes in government and customer priorities and requirements (including government budgetary constraints, shifts in defense spending, and changes in customer short-range and long-range plans); our ability to estimate our future contract costs and perform our contracts effectively; changes in procurement processes and government regulations and our ability to comply with such requirements; our ability to deliver our products and services at an affordable life cycle cost and compete within our markets; natural and environmental disasters and political instability; our ability to execute our strategic plan, including with respect to share repurchases, dividends, capital expenditures and strategic acquisitions; adverse economic conditions in the United States and globally; health epidemics, pandemics and similar outbreaks, including the COVID-19 pandemic; changes in key estimates and assumptions regarding our pension and retiree health care costs; security threats, including cyber security threats, and related disruptions; and other risk factors discussed in our filings with the U.S. Securities and Exchange Commission. There may be other risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business, and we undertake no obligation to update any forward-looking statements that we may make. This release also contains non-GAAP financial measures and includes a GAAP reconciliation of these financial measures. Non-GAAP financial measures should not be construed as being more important than comparable GAAP measures.

Huntington Ingalls Industries
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www.huntingtingalls.com/media