

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2019-06-21**
SEC Accession No. **0001193125-19-178579**

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FILER

HUNTINGTON INGALLS INDUSTRIES, INC.

CIK: **1501585** | IRS No.: **900607005** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-232250** | Film No.: **19911153**
SIC: **3730** Ship & boat building & repairing

Mailing Address	Business Address
4101 WASHINGTON AVENUE 909-7, 7J2 NEWPORT NEWS VA 23607	4101 WASHINGTON AVENUE 909-7, 7J2 NEWPORT NEWS VA 23607 (757) 380-2000

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Huntington Ingalls Industries, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

90-0607005
(I.R.S. Employer
Identification No.)

4101 Washington Avenue,
Newport News, Virginia
(Address of Principal Executive Offices)

23607
(Zip Code)

Huntington Ingalls Industries Savings Plan
Huntington Ingalls Industries Financial Security and Savings Program
Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan for Union
Eligible Employees
(Full Title of the Plan)

Kellye L. Walker
Executive Vice President and Chief Legal Officer
4101 Washington Avenue
Newport News, VA 23607
(Name and Address of Agent For Service)

(757) 380-2000
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

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 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	2,550,000 shares(2)	\$213.80(3)	\$545,190,000(3)	\$66,078

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement covers an indeterminate amount of plan interests to be offered or sold pursuant to the Huntington Ingalls Industries Savings Plan, the Huntington Ingalls Industries Financial Security and Savings Program, and the Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan for Union Eligible Employees.
- (2) Consists of (i) 2,000,000 shares issuable under the Huntington Ingalls Industries Savings Plan, (ii) 50,000 shares issuable under the Huntington Ingalls Industries Financial Security and Savings Program, and (iii) 500,000 shares issuable under the Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan for Union Eligible Employees.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the registrant's Common Stock as reported on the New York Stock Exchange on June 14, 2019, which was \$213.80.

EXPLANATORY NOTE

This registration statement on Form S-8 is being filed by Huntington Ingalls Industries, Inc. (the “Company”) for the purpose of registering 2,550,000 additional shares of its common stock, par value \$0.01 per share, including (i) 2,000,000 shares issuable under the Huntington Ingalls Industries Savings Plan (the “HISP”), (ii) 50,000 shares issuable under the Huntington Ingalls Industries Financial Security and Savings Program (the “FSSP”), and (iii) 500,000 shares issuable under the Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan for Union Eligible Employees (the “NNOSP”). The Company previously filed with the Securities and Exchange Commission a registration statement on Form S-8 (File No. 333-173170) with respect to the HISP, a registration statement on Form S-8 (File No. 333-173173) with respect to the FSSP, a registration statement on Form S-8 (File No. 333-221452) with respect to the HISP and the FSSP, a registration statement on Form S-8 (File No. 333-173171) with respect to the NNOSP, and a registration statement on Form S-8 (File No. 333-221451) with respect to the NNOSP (collectively, the “Prior Registration Statements”). This registration statement relates to the securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. In accordance with such instruction, the contents of the Prior Registration Statements are incorporated herein by reference, including periodic reports that the Company filed after the Prior Registration Statements to maintain current information about the Company that were incorporated by reference into the Prior Registration Statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

<u>Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of Huntington Ingalls Industries, Inc., filed March 30, 2011 (incorporated by reference to Exhibit 3.1 to the Company' s Current Report on Form 8-K filed on April 4, 2011).
4.2	Certificate of Amendment to the Restated Certificate of Incorporation of Huntington Ingalls Industries, Inc., dated May 28, 2014 (incorporated by reference to Exhibit 3.2 to the Company' s Quarterly Report on Form 10-Q filed on August 7, 2014).
4.3	Certificate of Amendment to the Restated Certificate of Incorporation of Huntington Ingalls Industries, Inc., dated May 21, 2015 (incorporated by reference to Exhibit 3.3 to the Company' s Quarterly Report on Form 10-Q filed on August 6, 2015).
4.4	Restated Bylaws of Huntington Ingalls Industries, Inc. (incorporated by reference to Exhibit 3.1 to the Company' s Current Report on Form 8-K filed on February 1, 2016).
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Company.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).

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- 23.2 [Consent of Deloitte & Touche LLP.](#)
- 24.1 [Power of attorney \(included on the signature pages of this registration statement\).](#)
- 99.1 [Huntington Ingalls Industries Savings Plan, as amended and restated effective December 1, 2015 \(incorporated by reference to Exhibit 99.1 to the Company' s Registration Statement on Form S-8 \(File No. 333-221452\) filed on November 9, 2017\).](#)
- 99.2 [First Amendment to the December 1, 2015 Restatement of the Huntington Ingalls Industries Savings Plan \(incorporated by reference to Exhibit 99.2 to the Company' s Registration Statement on Form S-8 \(File No. 333-221452\) filed on November 9, 2017\).](#)
- 99.3 [Second Amendment to the December 1, 2015 Restatement of the Huntington Ingalls Industries Savings Plan \(incorporated by reference to Exhibit 99.3 to the Company' s Registration Statement on Form S-8 \(File No. 333-221452\) filed on November 9, 2017\).](#)
- 99.4 [Third Amendment to the December 1, 2015 Restatement of the Huntington Ingalls Industries Savings Plan.](#)
- 99.5 [Fourth Amendment to the December 1, 2015 Restatement of the Huntington Ingalls Industries Savings Plan.](#)
- 99.6 [Fifth Amendment to the December 1, 2015 Restatement of the Huntington Ingalls Industries Savings Plan.](#)
- 99.7 [Huntington Ingalls Industries Financial Security and Savings Program, as amended and restated effective October 1, 2015 \(incorporated by reference to Exhibit 99.4 to the Company' s Registration Statement on Form S-8 \(File No. 333-221452\) filed on November 9, 2017\).](#)
- 99.8 [First Amendment to the October 1, 2015 Restatement of the Huntington Ingalls Industries Financial Security and Savings Program \(incorporated by reference to Exhibit 99.5 to the Company' s Registration Statement on Form S-8 \(File No. 333-221452\) filed on November 9, 2017\).](#)
- 99.9 [Second Amendment to the October 1, 2015 Restatement of the Huntington Ingalls Industries Financial Security and Savings Program.](#)
- 99.10 [Huntington Ingalls Industries, Inc. Newport News Operations Savings \(401\(k\)\) Plan for Union Eligible Employees, as amended and restated effective October 1, 2015 \(incorporated by reference to Exhibit 99.1 to the Company' s Registration Statement on Form S-8 \(File No. 333-221451\) filed on November 9, 2017\).](#)

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- 99.11 [First Amendment to the October 1, 2015 Restatement of the Huntington Ingalls Industries, Inc. Newport News Operations Savings \(401\(k\)\) Plan for Union Eligible Employees \(incorporated by reference to Exhibit 99.2 to the Company' s Registration Statement on Form S-8 \(File No. 333-221451\) filed on November 9, 2017\).](#)
- 99.12 [Second Amendment to the October 1, 2015 Restatement of the Huntington Ingalls Industries, Inc. Newport News Operations Savings \(401\(k\)\) Plan for Union Eligible Employees \(incorporated by reference to Exhibit 99.3 to the Company' s Registration Statement on Form S-8 \(File No. 333-221451\) filed on November 9, 2017\).](#)
- 99.13 [Third Amendment to the October 1, 2015 Restatement of the Huntington Ingalls Industries, Inc. Newport News Operations Savings \(401\(k\)\) Plan for Union Eligible Employees.](#)
- 99.14 [Fourth Amendment to the October 1, 2015 Restatement of the Huntington Ingalls Industries, Inc. Newport News Operations Savings \(401\(k\)\) Plan for Union Eligible Employees.](#)

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Newport News, Virginia on this 21st day of June, 2019.

HUNTINGTON INGALLS INDUSTRIES, INC.

By: /s/ C. Michael Petters

C. Michael Petters
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Huntington Ingalls Industries, Inc., hereby severally constitute and appoint Kellye L. Walker and Charles R. Monroe, Jr., and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Huntington Ingalls Industries Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ C. Michael Petters</u> C. Michael Petters	President, Chief Executive Officer and Director (Principal Executive Officer)	June 21, 2019
<u>/s/ Christopher D. Kastner</u> Christopher D. Kastner	Executive Vice President, Business Management and Chief Financial Officer (Principal Financial Officer)	June 21, 2019
<u>/s/ Nicolas G. Schuck</u> Nicolas G. Schuck	Corporate Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	June 21, 2019

<u>/s/ Thomas B. Fargo</u> Thomas B. Fargo	Chairman	June 21, 2019
<u>/s/ Philip M. Bilden</u> Philip M. Bilden	Director	June 21, 2019
<u>/s/ Augustus L. Collins</u> Augustus L. Collins	Director	June 21, 2019
<u>/s/ Kirkland H. Donald</u> Kirkland H. Donald	Director	June 21, 2019
<u>/s/ Victoria D. Harker</u> Victoria D. Harker	Director	June 21, 2019
<u>/s/ Anastasia D. Kelly</u> Anastasia D. Kelly	Director	June 21, 2019
<u>/s/ Tracy B. McKibben</u> Tracy B. McKibben	Director	June 21, 2019
<u>/s/ Thomas C. Schievelbein</u> Thomas C. Schievelbein	Director	June 21, 2019
<u>/s/ John K. Welch</u> John K. Welch	Director	June 21, 2019
<u>/s/ Stephen R. Wilson</u> Stephen R. Wilson	Director	June 21, 2019

The Plans. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plans) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Newport News, Virginia on this 21st day of June, 2019.

HUNTINGTON INGALLS INDUSTRIES SAVINGS
PLAN

HUNTINGTON INGALLS INDUSTRIES FINANCIAL
SECURITY AND SAVINGS PROGRAM

HUNTINGTON INGALLS INDUSTRIES, INC.
NEWPORT NEWS OPERATIONS SAVINGS (401(K))
PLAN FOR UNION ELIGIBLE EMPLOYEES

By: /s/ William E. Ermatinger
William E. Ermatinger
Chair, Administrative Committee

WILMERHALE

June 21, 2019

+1 202 663 6000 (t)
+1 202 663 6363 (f)

Huntington Ingalls Industries, Inc.
4101 Washington Avenue
Newport News, VA 23607

wilmerhale.com

Re: Huntington Ingalls Industries Savings Plan
Huntington Ingalls Industries Financial Security and
Savings Program
Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan
for Union Eligible Employees

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 2,550,000 shares of common stock, \$0.01 par value per share (the "Shares"), of Huntington Ingalls Industries, Inc., a Delaware corporation (the "Company"), issuable under the Huntington Ingalls Industries Savings Plan, the Huntington Ingalls Industries Financial Security and Savings Program and the Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan for Union Eligible Employees (collectively, the "Plans").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

Wilmer Cutler Pickering Hale and Dorr LLP, 1875 Pennsylvania Avenue NW, Washington, DC 20006

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

Huntington Ingalls Industries, Inc.
June 21, 2019
Page 2

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Lillian Brown
Lillian Brown, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements and financial statement schedule of Huntington Ingalls Industries, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting dated February 14, 2019, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2018, our report dated June 14, 2019 appearing in the Annual Report on Form 11-K of Huntington Ingalls Industries Financial Security and Savings Program for the year ended December 31, 2018, our report dated June 14, 2019 appearing in the Annual Report on Form 11-K of Huntington Ingalls Industries Savings Plan for the year ended December 31, 2018, and our report dated June 14, 2019 appearing in the Annual Report on Form 11-K of Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan for Union Eligible Employees for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP

Richmond, VA

June 21, 2019

**THIRD AMENDMENT
TO THE
HUNTINGTON INGALLS INDUSTRIES SAVINGS PLAN**

This amendment to the December 1, 2015 restatement of the Huntington Ingalls Industries Savings Plan (the “Plan”) is intended to make certain technical changes in connection with a request for a favorable determination letter on the tax qualification status of the Plan by Huntington Ingalls Industries, Inc. and pursuant to such letter issued by the Internal Revenue Service on November 14, 2017.

Effective as of March 31, 2011, unless otherwise indicated, the Plan is amended as follows:

I. Section 5.13 the Plan is amended by deleting it in its entirety and replacing it with the following:

“Section 5.13 Catch-Up Contributions. In accordance with, and subject to the limitations of Code Section 414(v) and the regulations issued under that section:

(a) All Employees who are eligible to make elective deferrals under the Plan and who are projected to attain age 50 before the end of the tax year (“Catch-Up Eligible Participants”) may make an annual election to defer an amount in excess of the maximum contribution level provided in Section 5.07 up to the limits under Code Section 414(v) (“Catch-Up Contributions”), which shall be inclusive of any Roth Catch-Up Contributions.

(b) If a Catch-Up Eligible Participant’s elective deferrals exceed the otherwise applicable limits on elective deferrals or annual additions of Code Section 401(a)(30) or 415(c), or of Plan Section 5.07, those deferrals shall be treated as Catch-Up Contributions.

Such Catch-Up Contributions shall be taken into account for purposes of Plan Section 5.05 (Matching Contributions), but shall not be taken into account for purposes of Sections 6.02 (deferral limitation) and 6.04 (Code Section 415 limitation). The Plan will not be treated as failing to satisfy Code Section 401(a)(4), 401(k)(3), 410(b), or 416, as applicable, because a Participant makes Catch-Up Contributions.”

II. Section B12 of the Plan is amended by deleting it in its entirety and replacing it with the following:

“Section B.12 Aggregation Group. For any Determination Date, the Aggregation Group includes a plan or group of plans qualified under Code Section 401(a), 403(a), or 408(k) maintained by the Affiliated Companies (including plans which have terminated within the Test Period) which:

(a) during the Test Period, or any of the four preceding Plan Years, had a Key Employee participant, or

(b) during the Test Period, or any of the four preceding Plan Years, enabled any plan in which a Key Employee was a participant to meet the requirements of Code Section 401(a)(4) or 410, or

(c) were selected by the Company for permissive aggregation (as long as inclusion of the permissive plans would not prevent the entire group of plans from continuing to meet the requirements of Code Section 401(a)(4) or 410)."

III. A new Section B1.07 of the Plan is added as follows:

"Section B1.07 Non-Allocation Rules. The ESOP is not expected to purchase Qualifying Securities in a transaction subject to Section 1042 of the Code, but if the Plan does purchase Qualifying Securities in such a transaction, it will restrict allocations in accordance with Section 409(n) of the Code. No portion of the ESOP assets attributable to (or allocable in lieu of) Employer Stock acquired by the ESOP in a Section 1042 Sale may accrue (or be allocated directly or indirectly under any plan qualified under Section 401(a) of the Code maintained by any Affiliated Company) (1) during the Nonallocation Period for the benefit of any Nonallocation Participant, or (2) for the benefit of a 25-percent Shareholder. For purposes of this Section G 1.08, the capitalized terms set forth below have the following meanings:

(a) "Employer Stock" means employer securities (as defined in Section 409(1) of the Code) which are issued by a domestic C corporation that has no stock outstanding that is readily tradable on an established securities market, and were not received by the taxpayer in a distribution from a plan described in Section 401(a) of the Code, or a transfer pursuant to an option or other right to acquire stock to which Sections 83, 422, or 423 of the Code applied (or to which Sections 422 or 424 of the Code (as in effect on the day before the date of the enactment of the Revenue Reconciliation Act of 1990) applied).

(b) "Section 1042 Sale" means a sale of Employer Stock to the ESOP in a transaction to which Section 1042 of the Code (pertains to the nonrecognition of gain) applies.

(c) "Nonallocation Period" means the period beginning on the date of the Section 1042 Sale and ending on the later of the date that is ten years after the date of the Section 1042 Sale, or the date of the plan allocation attributable to the final payment of acquisition indebtedness incurred in connection with the Section 1042 Sale.

(d) "Nonallocation Participant" means any Participant who makes an election under Section 1042(a) of the Code with respect to Employer Stock and any

Participant who is related to such Participant within the meaning of Section 267(b) of the Code. "Nonallocation Participant" does not include any Participant who is a lineal descendant of a Participant who makes an election under Section 1042 of the Code if the aggregate amount allocated for the benefit of all such lineal descendants during the Nonallocation Period does not exceed more than five percent of the Employer Stock (or amounts allocated in lieu thereof) held by the ESOP that is attributable to a Section 1042 Sale by any person related to such descendants (within the meaning of Section 267(c)(4) of the Code).

(e) "25-percent Shareholder" means a Participant who owns more than twenty-five percent of any class of outstanding stock of the Company or any Affiliated Company. "25-percent Shareholder" also means a Participant who owns more than twenty-five percent of the total value of any class of outstanding stock of the Company or any Affiliated Company. The rules of Section 318(a) of the Code, without regard to the employee trust exception in Section 318(a)(2)(B)(i) of the Code, are used to calculate the ownership percentage. This definition is applicable at any time during either the one-year period ending on the date of sale of such stock to the ESOP, or on the date as of which Employer Stock is allocated to Participants."

IV. A new Section H2.01 of the Plan is amended by deleting it in its entirety and replacing it with the following:

"Section H2.01 In General. The Board may direct that the ESOP obtain a loan to purchase Qualifying Securities or to repay a prior loan for the purchase of Qualifying Securities. Such loan must be primarily for the benefit of the Participants and their beneficiaries."

V. A new Section H10.05 of the Plan is added as follows:

"Section H10.05 Diversification Rights. At least three investment options other than Qualifying Securities shall be offered to Participants, which shall be diversified and have materially different risk and return characteristics. Participants shall have the opportunity to divestment and reinvestment at least quarterly as set forth in Treasury Regulation Section 1.401(a)(35)-1."

VI. Section H11.02 of the Plan is amended by deleting it in its entirety and replacing it with the following:

"Section H11.02 Timing of Distributions. The distribution of the vested portion of a Participant's ESOP Account will be made at the same time as his or her distribution under the Plan, as soon as possible after the election of distribution; provided that, if the Participant elects the distribution will begin no later than one year after the close of the Plan Year in which the Participant separates from service by reason of the attainment of age 65, death, or becoming Disabled; and no later than the close of the fifth Plan Year following the Plan Year in which the Participant separates from service for any reason other than attainment of age 65, death, or becoming Disabled.

VII. In all respects not amended, the Plan is hereby ratified and confirmed.

* * * * *

IN WITNESS WHEREOF, Huntington Ingalls Industries, Inc. has caused this amendment to be executed by its duly authorized representative on this 18th day of December, 2017.

HUNTINGTON INGALLS INDUSTRIES, INC.

By

A handwritten signature in black ink, appearing to read "Wm. Ermatinger", with a stylized flourish at the end.

William Ermatinger
Vice President and Chief Human Resources Officer

**FOURTH AMENDMENT
TO THE
HUNTINGTON INGALLS INDUSTRIES SAVINGS PLAN**

This amendment to the December 1, 2015 restatement of the Huntington Ingalls Industries Savings Plan (the “Plan”) (i) incorporates certain changes relating to the merger of the Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust and the UniversalPegasus International, Inc. Retirement Plan into the Plan; (ii) incorporates certain changes relating to the merger of the AMSEC Employees 401(k) Profit Sharing Plan and the Camber Corporation 401(k) Plan into the Plan; and (iii) makes certain changes to contributions for certain Huntington Ingalls Industries International Shipbuilding, Inc. and Huntington Ingalls Incorporated, through its Ingalls Shipbuilding division (non-represented employees) employees.

- I. The chart in Section 1.04 is amended by adding the following to the end thereof:

<u>Name of Merged Plans</u>	<u>Merger Effective Dates</u>
Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust	April 10, 2018
UniversalPegasus International, Inc. Retirement Plan	April 10, 2018

- II. New Sections 2.43 and 2.44 are inserted (with appropriate Section number adjustments for current Sections 2.43 through Section 2.56) to read as follows:

“Section 2.43 RAC TSD April Transfer Entities. HII Mechanical Inc., HII Nuclear Inc., and Newport News Nuclear Inc.”

Section 2.44 RAC TSD Transfer Entities. RAC TSD April Transfer Entities.”

- III. New Sections 5.14(b), (c), and (d) are added (with appropriate Section letter adjustments for current sections 5.14(b) through (e)) to read as follows:

“ (b) Notwithstanding anything in this Plan to the contrary, an Employee of a RAC TSD April Transfer Entity shall be eligible to receive Retirement Account Contributions pursuant to this Section 5.14 if (1) such Employee was eligible to receive Retirement Account Contributions under the second paragraph of Section 5.14(a) on April 9, 2018; (2) such Employee obtained employment with a RAC TSD April Transfer Entity via a direct transfer from the Cash Balance Participating Business Unit through which such Employee was previously eligible for Retirement Account Contributions under clause (1) of this sentence; and (3) such Employee does not terminate employment with such RAC TSD April Transfer Entity.

(c) In the event an Employee of a RAC TSD Transfer Entity eligible for Retirement Account Contributions under Section 5.14(b) terminates employment with the Company and all Affiliated Companies, in no event shall such Employee again be eligible for Retirement Account Contributions from a RAC TSD Transfer

Entity, even upon subsequent re-hire or transfer to a RAC TSD Transfer Entity. In the event an Employee of a RAC TSD Transfer Entity eligible for Retirement Account Contributions under Section 5.14(b) transfers employment to the Company or an Affiliated Company which is not a RAC TSD Transfer Entity and subsequently transfers employment back to a RAC TSD Transfer Entity without any termination of employment, such Employee shall again be eligible for Retirement Account Contributions upon re-employment by a RAC TSD Transfer Entity. Notwithstanding the preceding sentences in this paragraph (c), an Employee described in the first sentence of this paragraph (c) who is rehired under the following circumstances shall be eligible to receive Retirement Account Contributions:

- (1) An Employee who is rehired by a RAC TSD Transfer Entity, other than HII Fleet Support Group LLC, within two (2) years of the date of the termination of employment shall be eligible to receive Retirement Account Contributions upon reemployment by the RAC TSD Transfer Entity; or
- (2) An Employee who is rehired by the Company or an Affiliated Company which is not a RAC TSD Transfer Entity within two (2) years of the date of the termination of employment and transfers to a RAC TSD Transfer Entity, other than HII Fleet Support Group LLC, within such two (2) year period shall be eligible to receive Retirement Account Contributions upon reemployment by a RAC TSD Transfer Entity.

(d) Notwithstanding anything in this Plan to the contrary, Employees of UniversalPegasus International, Inc. and Universal Ensco Inc. are not eligible to receive Retirement Account Contributions.”

IV. Section 7.01 is amended by adding the following to the end thereof:

“Notwithstanding anything in the previous sentence to the contrary:

(1) The portion of a Participant’ s interest in his or her Account transferred to this Plan from the UniversalPegasus International, Inc. Retirement Plan (the “UPI Plan”) attributable to employer contributions (and the earnings thereon) shall vest in accordance with the following schedule:

<u>Years of Vesting Service</u>	<u>Vested Percentage of UPI Plan Transferred Employer Portion</u>	
0	0	%
1	33	%
2	66	%
3	100	%

V. Section 8.01 is amended by deleting the word “and” from subsection (13) thereof and adding the following subsections thereto:

- “ (15) Prior Plan Safe Harbor;
(16) Prior Plan Roth;
(17) Prior Plan QNEC;
(18) Prior Plan ESOP;
(19) Prior Plan Company 5 Yr;
(20) NNS/PCI Employer;
(21) NNS/PCI Pre-Tax;
(22) NNS Rollover;
(23) NNS After-Tax;
(24) Company 3 Yr;
(25) Company Match 3 Yr; and
(26) AEC Retirement Account.”

VI. The final sentence of the second paragraph of Section 11.02 is replaced in its entirety to read as follows:

“A hardship withdrawal may not be taken from the Participant’ s Retirement Account, Company Profit Sharing, Qualified Nonelective, Prior Plan IRA, Prior Plan MPP, AEC Retirement Account, Prior Plan Safe Harbor, Prior Plan QNEC, Prior Plan ESOP, NNS Rollover, or NNS After-Tax subaccounts.”

VII. The first sentence of Section 11.04 is replaced in its entirety to read as follows:

“A Participant who is still employed by an Affiliated Company may request an in-service withdrawal of amounts held in his or her Prior Plan After-Tax, After-Tax, Prior Plan IRA, Prior Plan Company, Rollover, Company Match, and Roth Rollover subaccounts.”

VIII. The final sentence of Section F1.01(a) is replaced in its entirety to read as follows:

“All amounts from plan listed in (c) that are merged into this Plan after the Spin-Off shall be held in the Prior Plan Pre-Tax, Prior Plan After-Tax, Prior Plan IRA, Prior Plan Company, Prior Plan Safe Harbor, Prior Plan Roth, Prior Plan QNEC, Prior Plan ESOP, Prior Plan Company 5 Yr, Company 3 Yr, Company Match 3 Yr, NNS/PCI Employer, NNS/PCI Pre-Tax, NNS Rollover, or NNS After-Tax subaccounts according to the nature of the original contributions, as determined by the Committee.”

IX. The chart in Section F1.01(c) is amended by adding the following to the end thereof:

<u>Name of Merged Plans</u>	<u>Merger Effective Dates</u>	<u>Merged Account Names</u>
Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust	April 10, 2018	Before-Tax - Voluntary, Rollover, QNEC, Employer Discretionary, In Plan Roth Pre-Tax, In Plan Roth Rollover, In Plan Roth Employer Match, In Plan Roth QNEC, Roth Rollover, In Plan Roth Safe Harbor Match, Roth, Employer Safe Harbor Match
UniversalPegasus International, Inc. Retirement Plan	April 10, 2018	Pre-Tax, Roth, Rollover, Roth Rollover, QNEC, Employer Match, Employer Profit Sharing (Nonelective), Safe Harbor

X. A new Section F3.18 is added as follows:

“Section F3.18 Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust Withdrawals. A Participant may withdraw from his or her Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust Before-Tax - Voluntary, Rollover, Employer Discretionary, In Plan Roth Pre-Tax, In Plan Roth Rollover, In Plan Roth Employer Match, In Plan Roth QNEC, Roth Rollover, In Plan Roth Safe Harbor Match, and Roth accounts upon hardship under Section 11.02 or Before-Tax - Voluntary, Rollover, QNEC, Employer Discretionary, In Plan Roth Pre-Tax, In Plan Roth Rollover, In Plan Roth Employer Match, In Plan Roth QNEC, Roth Rollover, In Plan Roth Safe Harbor Match, Roth, and Employer Safe Harbor Match accounts upon reaching age 59112 under Section 11.03.”

XI A new Section F3.19 is added as follows:

“Section F3.19 UniversalPegasus International, Inc. Retirement Plan Withdrawals. A Participant may withdraw from his or her UniversalPegasus International, Inc. Retirement Plan Pre-Tax, Roth, Rollover, Roth Rollover, Employer Match, and Employer Profit Sharing (Nonelective) accounts upon hardship under Section 11.02 or Pre-Tax, Roth, Rollover, Roth Rollover, QNEC, Employer Match, and Employer Profit Sharing (Nonelective) accounts upon reaching age 59112 under Section 11.03.”

XII. Exhibit A of the Plan is amended by adding the following to the end thereof:

<u>Sector</u>	<u>Employer</u>	<u>Entity Code</u>	<u>Sub-Plan</u>
HII	HII Nuclear Inc.	515	A
HII	UniversalPegasus International, Inc.	604	A
HII	Universal Ensco Inc.	601	A

XIII. The chart in Section 1.04 is amended by adding the following to the end thereof:

<u>Name of Merged Plans</u>	<u>Merger Effective Dates</u>
AMSEC Employees 401(k) Profit Sharing Plan	July 1, 2018
Camber Corporation 401(k) Plan	July 1, 2018

XIV. Section 2.44 is amended in its entirety to read as follows:

“Section 2.44 RAC TSD Transfer Entities. RAC TSD April Transfer Entities, RAC TSD July Transfer Entities, and HII Technical Solutions Corporation, collectively.”

XV. New Sections 2.45 and 2.56 are inserted (with appropriate Section number adjustments for current Sections 2.45 through 2.58) to read as follows:

“Section 2.45 RAC TSD July Transfer Entities. HII Fleet Support Group LLC, HII San Diego Shipyard Inc., and HII Unmanned Maritime Systems Inc.

Section 2.56 TSD Entity. HII Energy Inc., HII Mechanical Inc., HII Nuclear Inc., Newport News Nuclear Inc., UniversalPegasus International, Inc., Universal Ensco Inc., HII San Diego Shipyard Inc., HII Unmanned Maritime Systems Inc., HII Fleet Support Group LLC, HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, Veritas Analytics Inc., and HII Technical Solutions Corporation.”

XVI. A new Section 5.06(d) is added to read as follows:

“ (d) Notwithstanding anything else in the Plan to the contrary, Participants who are employees of HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc. as of July 1, 2018 are eligible to receive a discretionary contribution, as soon as administratively practicable following July 1, 2018, in an amount equal to a percentage of Compensation earned while employed at HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc., respectively, from January 1, 2018 until June 30, 2018.”

XVII. A new Section 5.06(e) is added to the Plan to read as follows:

“ (e) Notwithstanding anything else in the Plan to the contrary,

- (1) Eligible Employees who are employees of HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc. as of July 1, 2018 and who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of

Machinist and Aerospace Workers and its Local W-24 are eligible to receive a nondiscretionary contribution, as soon as administratively practicable following July 1, 2018, in an amount equal to four percent (4%) of Compensation earned while employed at HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc., respectively, from April 1, 2018 until June 30, 2018.

- (2) Effective July 1, 2018, Eligible Employees who are employees of HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc. and who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W-24 are eligible to receive a nondiscretionary contribution, in an amount equal to four percent (4%) of Compensation.”

XVIII. The chart in Section 5.07 is amended by revising row D and adding rows H and I to the end thereof as follows:

SUB - PLAN	BASIC CONTRIBUTIONS	SUPPLEMENTAL CONTRIBUTIONS	COMPANY MATCHING CONTRIBUTIONS	COMPANY PROFIT SHARING CONTRIBUTIONS
D	0-8%	0-67% (0-27% for HCEs*)	0%	0 %
H	Varies (see matching formula)	75% minus Basic Contributions	45% of Basic Contributions up to \$2,500	0 %
I	0-3%	0-72% (0-32%for HCEs*)	100% of first 1 percentage point of Basic Contributions 50% of next 2 percentage points of Basic Contributions 25% of next 4 percentage points of Basic Contributions	0 %

XIX. Section 5.14(b) is replaced in its entirety to read as follows:

“Notwithstanding anything in this Plan to the contrary:

- (3) An Employee of a RAC TSD April Transfer Entity shall be eligible to receive Retirement Account Contributions pursuant to this Section 5.14 if (1) such Employee was eligible to receive Retirement Account Contributions under the second paragraph of Section 5.14(a) on April 9, 2018; (2) such Employee obtained employment with a RAC TSD April Transfer Entity via a direct transfer from the Cash Balance Participating Business Unit through which such Employee was previously eligible for Retirement Account Contributions under clause (1) of this sentence; and (3) such Employee does not terminate employment with such RAC TSD April Transfer Entity.
- (4) An Employee of HII Technical Solutions Corporation shall be eligible to receive Retirement Account Contributions pursuant to this Section 5.14 if (1) such Employee was eligible to receive Retirement Account Contributions under the second paragraph of Section 5.14(a) on June 30, 2018; (2) such Employee obtained employment with HII Technical Solutions Corporation via a direct transfer from the Cash Balance Participating Business Unit through which such Employee was previously eligible for Retirement Account Contributions under clause (1) of this sentence; and (3) such Employee does not terminate employment with HII Technical Solutions Corporation.
- (5) An Employee of a RAC TSD July Transfer Entity shall be eligible to receive Retirement Account Contributions pursuant to this Section 5.14 if (1) such Employee was eligible to receive Retirement Account Contributions under the second paragraph of Section 5.14(a) on June 30, 2018; and (2) such Employee does not terminate employment with such RAC TSD July Transfer Entity.”

XX. Section 5.14(d) (as created under Section III of this amendment, above), is replaced in its entirety to read as follows:

“(d) Notwithstanding anything in this Plan to the contrary, Employees of UniversalPegasus International, Inc., Universal Ensco Inc., HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, and Veritas Analytics Inc. are not eligible to receive Retirement Account Contributions.”

XXI. Section 7.01 is amended by adding the following subparagraph to the end thereof:

“(2) The portion of a Participant’s interest in his or her Account transferred to this Plan from the Camber Corporation 401(k) Plan (the “Camber Plan”)

attributable to employer contributions (and the earnings thereon) shall vest in accordance with the following schedule:

<u>Years of Vesting Service</u>	<u>Vested Percentage of the Camber Plan Transferred Employer Portion</u>	
0	20	%
1	40	%
2	60	%
3	80	%
4	100	%

(3) Any Employee of a TSD Entity who (i) is not a Participant in the Plan as of June 30, 2018; or (ii) fails to continuously remain a Participant in the Plan after June 30, 2018 and, subsequent to such failure, again becomes a Participant in the Plan, shall vest in any Company Matching Contributions contributed by a TSD Entity in accordance with the following schedule:

<u>Years of Vesting Service</u>	<u>Vested Percentage of TSD Entity Company Matching Contribution</u>	
0	0	%
1	33	%
2	66	%
3	100	%

For the avoidance of doubt, with regard to any Employee of a TSD Entity who was a Participant as of June 30th but who fails to continuously remain a Participant in the Plan as described in clause (ii), above, and subsequently again becomes a Participant in the Plan, the vesting schedule of this subparagraph (2) shall apply to any Company Matching Contributions contributed by a TSD Entity after the date the failure to continuously remain a Participant in the Plan, as described in (ii), above, occurs.

XXII. The chart in Section F1.01 (c) is amended by adding the following to the end thereof:

<u>Name of Merged Plans</u>	<u>Merger Effective Dates</u>	<u>Merged Account Names</u>
AMSEC Employees 401(k) Profit Sharing Plan	July 1, 2018	Deferral Account, Roth Account, Company Contributions Account, Voluntary Account, Rollover Account, Alternate Payee Account, NNS Deferral Account, NNS After-Tax Account, NNS Rollover Account, NNS Employee Account, PCI Deferral Account, PCI Matching Account, PCI Profit Sharing Account, PCI Rollover Account

XXIII. A new Section F3.20 is added as follows:

“Section F3.20 AMSEC Employees 401(k) Profit Sharing Plan Withdrawals. A Participant may withdraw from his or her AMSEC Employees 401(k) Profit Sharing Plan Deferral Account, NNS Deferral Account, Roth Account, PCI Deferral Account, and PCI Matching Account upon hardship under Section 11.02. A Participant may withdraw from his or her AMSEC Employees 401(k) Profit Sharing Plan Deferral Account, Company Contributions Account, Voluntary Account, Rollover Account, Alternate Payee Account, NNS Deferral Account, NNS After-Tax Account, NNS Rollover Account, NNS Employee Account, PCI Deferral Account, PCI Matching Account, PCI Profit Sharing Account, and PCI Rollover Account upon reaching age 59½ under Section 11.03. A Participant may withdraw from his or her AMSEC Employees 401(k) Profit Sharing Plan NNS Deferral Account, NNS Rollover Account, NNS After-Tax Account, NNS Employer Account, PCI Deferral Account, PCI Matching Account, PCI Profit Sharing Account, or PCI Rollover Account at any time, subject to procedures established by the Committee.”

XXIV. A new Section F3.21 is added as follows:

“Section F3.21 Camber Corporation 401(k) Plan Withdrawals. A Participant may withdraw from his or her Camber Corporation 401(k) Plan Employee Deferral, Employer Discretionary, Qualified Discretionary, Rollover, After Tax Contributions, NOVO Merged PS, After Tax Rollover, Roth Deferral, and Veritas Merged Match accounts upon hardship under Section 11.02 or Employee Deferral, Employer Discretionary, Qualified Discretionary, Rollover, After Tax Contributions, NOVO Merged PS, After Tax Rollover, Rollover from ESOP, Merged ESOP Contribution, ESOP Escrow, NOVO Merged Match, Roth Deferral, and Veritas Merged Match accounts upon reaching age 59½ under Section 11.03.”

- XXV. The first paragraph of Exhibit A of the Plan is amended by replacing the second sentence thereof with the following:
- “Notwithstanding the information in this Exhibit A, those Employees designated by the Company’ s Chief Executive Officer or the Company’ s Corporate Vice President and Chief Human Resources Officer as elected or appointed officers of Huntington Ingalls Industries International Shipbuilding, Inc. or of Huntington Ingalls Incorporated, through its Ingalls Shipbuilding division (non-represented employees) shall participate in Sub-Plan A.”

- XXVI. Exhibit A of the Plan is amended by adding the following to the end thereof:

<u>Sector</u>	<u>Employer</u>	<u>Entity Code</u>	<u>Sub-Plan</u>
HII	HII Fleet Support Group LLC	480	H
HII	HII Mission Driven Innovative Solutions Inc. (other than employees who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W-24)	527	I
HII	HII Mission Driven Innovative Solutions Inc. (employees who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W-24)	527	D
HII	HII Mission Driven Innovative Technical Services LLC (other than employees who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W-24)	531	I
HII	HII Mission Driven Innovative Technical Services LLC (employees who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W-24)	531	D
HII	Veritas Analytics Inc. (other than employees who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W-24)	529	I

HII	Veritas Analytics Inc. (employees who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W-24)	529	D
HII	HII Technical Solutions Corporation	525	A
XXVII.	All references in the Plan to “Camber Corporation” are hereby replaced with “HII Mission Driven Innovative Solutions Inc.”.		
XXVIII.	All references in the Plan to “Camber Technical Services LLC” are hereby replaced with “HII Mission Driven Innovative Technical Services LLC”.		
XXIX.	All references in the Plan to “Stoller Newport News Nuclear, Inc.” are hereby replaced with “HII Nuclear Inc.”.		
XXX.	All references in the Plan to “AMSEC LLC” are hereby replaced with “HII Fleet Support Group LLC”.		
XXXI.	All references in the Plan to “Undersea Solutions Corporation” are hereby replaced with “HII Unmanned Maritime Systems Inc.”.		
XXXII.	All references in the Plan to “Newport News Industrial Corporation” are hereby replaced with “HII Mechanical Inc.”.		
XXXIII.	All references in the Plan to “Continental Maritime of San Diego, Inc.” are hereby replaced with “HII San Diego Shipyard Inc.”.		
XXXIV.	All references in the Plan to “Newport News Energy Company” are hereby replaced with “HII Energy Inc.”.		
XXXV.	Sections I through XII of this amendment are effective April 10, 2018 and Sections XIII through XXXIV of this amendment are effective July 1, 2018.		
XXXVI.	In all respects not amended, the Plan is hereby ratified and confirmed.		

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Huntington Ingalls Industries, Inc. has caused this amendment to be executed by its duly authorized representative on this 17th day of December, 2018.

HUNTINGTON INGALLS INDUSTRIES, INC.

By:

A handwritten signature in black ink, appearing to read 'W. Ermatinger', written over a horizontal line.

William Ermatinger
Executive Vice President and Chief Human Resources
Officer

FIFTH AMENDMENT

TO THE

HUNTINGTON INGALLS INDUSTRIES SAVINGS PLAN

This amendment to the December 1, 2015 restatement of the Huntington Ingalls Industries Savings Plan (the “Plan”) clarifies certain changes relating to the merger of the Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust, the UniversalPegasus International, Inc. Retirement Plan, the AM SEC Employees 401(k) Profit Sharing Plan, and the Camber Corporation 401(k) Plan into the Plan.

- I. The chart in Section 1.04 is amended by deleting the third and fourth rows from the bottom and replacing them as follows:

<u>Name of Merged Plans</u>	<u>Merger Effective Dates</u>
Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust	March 29, 2018
UniversalPegasus International, Inc. Retirement Plan	March 29, 2018

- II. Section 5.06(d) is amended to read as follows:

(d) Notwithstanding anything else in the Plan to the contrary, Participants who are employees of HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc. as of June 28, 2018 are eligible to receive a discretionary contribution, as soon as administratively practicable following July 30, 2018, in an amount equal to a percentage of Base Compensation earned while employed at HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc., respectively, from January 1, 2018 until June 30, 2018. For purposes of this Section 5.06(d) “Base Compensation” means regular base pay (including sick pay, vacation pay and holiday pay, but excluding LWOP pay and the additional amounts paid pursuant to the Service Contract Act).

- III. Section 5.06(e) is amended to read as follows:

(e) Notwithstanding anything else in the Plan to the contrary,

- (1) Eligible Employees who are employees of HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc. as of July 1, 2018 and who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W -24 are eligible to receive a nondiscretionary contribution, as soon as administratively practicable following July 1, 2018, in an amount equal to (i) four percent (4%) of Compensation earned while employed at HII

Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc., respectively, from April 1, 2018 until April 9, 2018.

- (2) Effective April 10, 2018, Eligible Employees who are employees of HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, or Veritas Analytics Inc. and who are covered under the terms of the collective bargaining agreement between the Employer and the International Association of Machinist and Aerospace Workers and its Local W-24 are eligible to receive a nondiscretionary contribution, in an amount equal to four percent (4%) of Base Compensation.
- (3) “Base Compensation” for this Section 5.06(e) means for each week the product of (i) the sum (not to exceed 40 hours) of the respective employee’s regular working hours and other non-working paid hours (e.g., sick time, holiday time, vacation hours, etc.); multiplied by (ii) the respective employee’s base rate as set forth in the applicable collective bargaining agreement.

IV. The chart in Section F1.01(c) is amended by deleting the third and fourth rows from the bottom and replacing them as follows:

<u>Name of Merged Plans</u>	<u>Merger Effective Dates</u>	<u>Merged Account Names</u>
Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust	March 29, 2018	Before-Tax - Voluntary, Rollover, QNEC, Employer Discretionary, In Plan Roth Pre-Tax, In Plan Roth Rollover, In Plan Roth Employer Match, In Plan Roth QNEC, Roth Rollover, In Plan Roth Safe Harbor Match, Roth, Employer Safe Harbor Match
UniversalPegasus International, Inc. Retirement Plan	March 29, 2018	Pre-Tax, Roth, Rollover, Roth Rollover, QNEC, Employer Match, Employer Profit Sharing (Nonelective), Safe Harbor

V. The Plan is hereby amended such that all provisions and prior amendments that reference, or relate to, April 10, 2018 as the effective date for the mergers of the Stoller Newport News Nuclear, Inc. 401(k) Savings Plan and Trust and the UniversalPegasus International, Inc. Retirement Plan into the Plan are revised to clarify that the effective date of the plan mergers was March 29, 2018.

VI. The chart in Section 1.04 is amended by deleting the last two rows and replacing them as follows:

<u>Name of Merged Plans</u>	<u>Merger Effective Dates</u>
AMSEC Employees 401(k) Profit Sharing Plan	June 29, 2018
Camber Corporation 401(k) Plan	June 29, 2018

VII. The chart in Section F1.01(c) is amended by deleting the last two rows and replacing them as follows:

<u>Name of Merged Plans</u>	<u>Merger Effective Dates</u>	<u>Merged Account Names</u>
AMSEC Employees 401(k) Profit Sharing Plan	June 29, 2018	Deferral Account, Roth Account, Company Contributions Account, Voluntary Account, Rollover Account, Alternate Payee Account, NNS Deferral Account, NNS After-Tax Account, NNS Rollover Account, NNS Employee Account, PCI Deferral Account, PCI Matching Account, PCI Profit Sharing Account, PCI Rollover Account
Camber Corporation 401(k) Plan	June 29, 2018	Employee Deferral, Employer Discretionary, Qualified Discretionary, Rollover, After Tax Contributions, NOVO Merged PS, After Tax Rollover, Rollover from ESOP, Merged ESOP Contribution, ESOP Escrow, NOVO Merged Match, Roth Deferral, Veritas Merged Match

VIII. The Plan is hereby amended such that all provisions and prior amendments that reference, or relate to, July 1, 2018 as the effective date for the mergers of the AMSEC Employees 401(k) Profit Sharing Plan and the Camber Corporation 401(k) Plan into the Plan are revised to clarify that the effective date of the plan mergers was June 29, 2018.

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- IX. Sections I through V of this amendment are effective March 29, 2018 and Sections VI through VIII of this amendment are effective June 29, 2018.
- X. The Plan is hereby amended such that Participants who are employees of certain TSD Entities, including, HII Fleet Support Group LLC, HII Mission Driven Innovative Solutions Inc., HII Mission Driven Innovative Technical Services LLC, HII Nuclear Inc., HII Technical Solutions Corporation, HII Unmanned Maritime Systems Inc., and UniversalPegasus International, Inc. (the "TSD Entity Employees") must affirmatively elect to make After-Tax Contributions to the Plan. Any excess Tax-Deferred Contributions and/or Roth Contributions made by these TSD Entity Employees will not be automatically re-characterized as After-Tax Contributions. For the avoidance of doubt, the excess Tax-Deferred Contributions and/or Roth Contributions of any TSD Entity Employee will be distributed unless such TSD Entity Employee affirmatively elects, in accordance with rules and procedures established by the Committee, to have such excess contributions re-characterized as After-Tax Contributions. This Section X of this amendment is effective March 29, 2018.
- XI. In all respects not amended, the Plan is hereby ratified and confirmed.

IN WITNESS WHEREOF, Huntington Ingalls Industries, Inc. has caused this amendment to be executed by its duly authorized representative on this 21 day of December, 2018.

HUNTINGTON INGALLS INDUSTRIES, INC.

By:



William Ermatinger
Executive Vice President and Chief Human Resources
Officer

**SECOND AMENDMENT
TO THE
HUNTINGTON INGALLS INDUSTRIES, INC.
FINANCIAL SECURITY AND SAVINGS PROGRAM**

This amendment to the October 1, 2015 restatement of the Huntington Ingalls Industries, Inc. Financial Security and Savings Program (the “Plan”) is intended to make certain technical changes in connection with a request for a favorable determination letter on the tax qualification status of the Plan by Huntington Ingalls Industries, Inc. and pursuant to such letter issued by the Internal Revenue Service on November 14, 2017.

Effective as of March 31, 2011, unless otherwise indicated, the Plan is amended as follows:

I. Section 4.02 the Plan is amended by deleting it in its entirety and replacing it with the following:

“Section 4.02 Catch-Up Contributions. In accordance with, and subject to the limitations of Code Section 414(v) and the regulations issued under that Section:

(a) All Employees who are eligible to make elective deferrals under the Plan and who are projected to attain age 50 before the end of the tax year (“Catch-Up Eligible Participants”) may make an annual election to defer an amount in excess of the maximum contribution level provided in Section 4.01 up to the limits under Code Section 414(v) (“Catch-Up Contributions”).

(b) If a Catch-Up Eligible Participant’s elective deferrals exceed the otherwise applicable limits on elective deferrals or annual additions of Code Section 401(a)(30) or 415(c), or Section 4.01 of the Plan, those deferrals shall be treated as Catch-Up Contributions.

Such Catch-Up Contributions shall be taken into account for purposes of determining Matched Deposits under the Plan, but shall not be taken into account for purposes of the Plan provisions implementing the required limitations of Code Sections 402(g) and 415(c). The Plan will not be treated as failing to satisfy Code Section 401(a)(4), 401(k)(3), 410(b), or 416, as applicable, because a Participant makes Catch-Up Contributions.”

II. Section 8.12(f)(1) of the Plan is amended by deleting it in its entirety and replacing it with the following:

“(1) Designated Beneficiary. The individual who is designated as the Beneficiary under the Plan and is the designated beneficiary under Code Section 401(a)(9) and Treasury Regulation Section 1.401(a)(9)-4.”

III. Section B12 of the Plan is amended by deleting it in its entirety and replacing it with the following:

“Section B.12 Aggregation Group. For any Determination Date, the Aggregation Group includes a plan or group of plans qualified under Code Section 401(a), 403(a), or 408(k) maintained by the Affiliated Companies (including plans which have terminated within the Test Period) which:

- (a) during the Test Period, or any of the four preceding Plan Years, had a Key Employee participant, or
- (b) during the Test Period, or any of the four preceding Plan Years, enabled any plan in which a Key Employee was a participant to meet the requirements of Code Section 401(a)(4) or 410, or
- (c) were selected by the Company for permissive aggregation (as long as inclusion of the permissive plans would not prevent the entire group of plans from continuing to meet the requirements of Code Section 401(a)(4) or 410).”

IV. A new Section G1.08 of the Plan is added as follows:

“Section G1.08 Non-Allocation Rules. The ESOP is not expected to purchase Qualifying Securities in a transaction subject to Section 1042 of the Code, but if the Plan does purchase Qualifying Securities in such a transaction, it will restrict allocations in accordance with Section 409(n) of the Code. No portion of the ESOP assets attributable to (or allocable in lieu of) Employer Stock acquired by the ESOP in a Section 1042 Sale may accrue (or be allocated directly or indirectly under any plan qualified under Section 401(a) of the Code maintained by any Affiliated Company) (1) during the Nonallocation Period for the benefit of any Nonallocation Participant, or (2) for the benefit of a 25-percent Shareholder. For purposes of this Section G 1.08, the capitalized terms set forth below have the following meanings:

- (a) “Employer Stock” means employer securities (as defined in Section 409(1) of the Code) which are issued by a domestic C corporation that has no stock outstanding that is readily tradable on an established securities market, and were not received by the taxpayer in a distribution from a plan described in Section 401 (a) of the Code, or a transfer pursuant to an option or other right to acquire stock to which Sections 83, 422, or 423 of the Code applied (or to which Sections 422 or 424 of the Code (as in effect on the day before the date of the enactment of the Revenue Reconciliation Act of 1990) applied).
- (b) “Section 1042 Sale” means a sale of Employer Stock to the ESOP in a transaction to which Section 1042 of the Code (pertains to the nonrecognition of gain) applies.

(c) “Nonallocation Period” means the period beginning on the date of the Section 1042 Sale and ending on the later of the date that is ten years after the date of the Section 1042 Sale, or the date of the plan allocation attributable to the final payment of acquisition indebtedness incurred in connection with the Section 1042 Sale.

(d) “Nonallocation Participant” means any Participant who makes an election under Section 1042(a) of the Code with respect to Employer Stock and any Participant who is related to such Participant within the meaning of Section 267(b) of the Code. “Nonallocation Participant” does not include any Participant who is a lineal descendant of a Participant who makes an election under Section 1042 of the Code if the aggregate amount allocated for the benefit of all such lineal descendants during the Nonallocation Period does not exceed more than five percent of the Employer Stock (or amounts allocated in lieu thereof) held by the ESOP that is attributable to a Section 1042 Sale by any person related to such descendants (within the meaning of Section 267(c)(4) of the Code).

(e) “25-percent Shareholder” means a Participant who owns more than twenty-five percent of any class of outstanding stock of the Company or any Affiliated Company. “25-percent Shareholder” also means a Participant who owns more than twenty-five percent of the total value of any class of outstanding stock of the Company or any Affiliated Company. The rules of Section 318(a) of the Code, without regard to the employee trust exception in Section 318(a)(2)(B)(i) of the Code, are used to calculate the ownership percentage. This definition is applicable at any time during either the one-year period ending on the date of sale of such stock to the ESOP, or on the date as of which Employer Stock is allocated to Participants.”

V. A new Section G2.01 of the Plan is amended by deleting it in its entirety and replacing it with the following:

“Section G2.01 In General. The Board may direct that the ESOP obtain a loan to purchase Qualifying Securities or to repay a prior loan for the purchase of Qualifying Securities. Such loan must be primarily for the benefit of the Participants and their Beneficiaries.”

VI. A new Section G10.05 of the Plan is added as follows:

“Section G10.05 Diversification Rights. At least three investment options other than Qualifying Securities shall be offered to Participants, which shall be diversified and have materially different risk and return characteristics. Participants shall have the opportunity to divestment and reinvestment at least quarterly as set forth in Treasury Regulation Section 1.401 (a)(35)-1.”

VII. Section G11.02 of the Plan is amended by deleting it in its entirety and replacing it with the following:

“Section G11.02 Timing of Distributions. The distribution of the vested portion of a Participant’s ESOP Account will be made at the same time as his or her distribution under the Plan, as soon as possible after the election of distribution; provided that, if the Participant elects the distribution will begin no later than one year after the close of the Plan Year in which the Participant separates from service by reason of the attainment of age 65, death, or becoming totally disabled; and no later than the close of the fifth Plan Year following the Plan Year in which the Participant separates from service for any reason other than attainment of age 65, death, or becoming totally disabled.

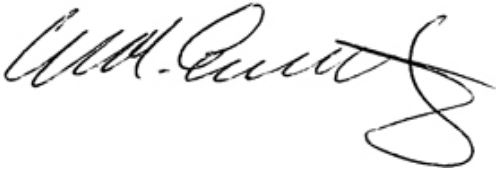
VIII. In all respects not amended, the Plan is hereby ratified and confirmed.

* * * * *

IN WITNESS WHEREOF, Huntington Ingalls Industries, Inc. has caused this amendment to be executed by its duly authorized representative on this 18 day of December, 2017.

HUNTINGTON INGALLS INDUSTRIES, INC.

By



William Ermatinger
Vice President and Chief Human Resources Officer

**THIRD AMENDMENT
TO THE
HUNTINGTON INGALLS INDUSTRIES, INC.
NEWPORT NEWS OPERATIONS SAVINGS (401(K)) PLAN
FOR UNION ELIGIBLE EMPLOYEES**

This amendment to the October 1, 2015 restatement of the Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan for Union Eligible Employees (the "Plan") is intended to make certain technical changes in connection with a request for a favorable determination letter on the tax qualification status of the Plan by Huntington Ingalls Industries, Inc. and pursuant to such letter issued by the Internal Revenue Service on November 14, 2017.

Effective as of October 1, 2015, unless otherwise indicated, the Plan is amended as follows:

- I. Section 1.08 of the Plan is amended by deleting it in its entirety and replacing it with the following:

"Section 1.08 "Catch-up Eligible Participant" means, with respect to a given tax year, each Participant who has attained age 50 or who will attain age 50 during such calendar year."

- II. Section B1.05 of the Plan is amended by deleting it in its entirety and replacing it with the following:

"Section B1.05 Vesting. Amounts allocated to ESOP Accounts vest on the same schedules (based on contribution type) as under the non-ESOP component of the Plan. Qualifying Securities will be forfeited only after other assets in accordance with Treasury Regulation Section 54.4975-11(d)(4)."

- III. Section B1.08 of the Plan is amended by deleting it in its entirety and replacing it with the following:

"Section B1.08 Non-Allocation Rules. The ESOP is not expected to purchase Qualifying Securities in a transaction subject to Section 1042 of the Code, but if the Plan does purchase Qualifying Securities in such a transaction, it will restrict allocations in accordance with Section 409(n) of the Code. No portion of the ESOP assets attributable to (or allocable in lieu of) Employer Stock acquired by the ESOP in a Section 1042 Sale may accrue (or be allocated directly or indirectly under any plan qualified under Section 401(a) of the Code maintained by any Controlled Group Member) (1) during the Nonallocation Period for the benefit of any Nonallocation Participant, or (2) for the benefit

of a 25-percent Shareholder. For purposes of this Section B1.08, the capitalized terms set forth below have the following meanings:

(a) "Employer Stock" means employer securities (as defined in Section 409(1) of the Code) which are issued by a domestic C corporation that has no stock outstanding that is readily tradable on an established securities market, and were not received by the taxpayer in a distribution from a plan described in Section 401(a) of the Code, or a transfer pursuant to an option or other right to acquire stock to which Sections 83, 422, or 423 of the Code applied (or to which Sections 422 or 424 of the Code (as in effect on the day before the date of the enactment of the Revenue Reconciliation Act of 1990) applied).

(b) "Section 1042 Sale" means a sale of Employer Stock to the ESOP in a transaction to which Section 1042 of the Code (pertains to the nonrecognition of gain) applies.

(c) "Nonallocation Period" means the period beginning on the date of the Section 1042 Sale and ending on the later of the date that is ten years after the date of the Section 1042 Sale, or the date of the plan allocation attributable to the final payment of acquisition indebtedness incurred in connection with the Section 1042 Sale.

(d) "Nonallocation Participant" means any Participant who makes an election under Section 1042(a) of the Code with respect to Employer Stock and any Participant who is related to such Participant within the meaning of Section 267(b) of the Code. "Nonallocation Participant" does not include any Participant who is a lineal descendant of a Participant who makes an election under Section 1042 of the Code if the aggregate amount allocated for the benefit of all such lineal descendants during the Nonallocation Period does not exceed more than five percent of the Employer Stock (or amounts allocated in lieu thereof) held by the ESOP that is attributable to a Section 1042 Sale by any person related to such descendants (within the meaning of Section 267(c)(4) of the Code).

(e) "25-percent Shareholder" means a Participant who owns more than twenty-five percent of any class of outstanding stock of the Company or any Controlled Group Member. "25-percent Shareholder" also means a Participant who owns more than twenty-five percent of the total value of any class of outstanding stock of the Company or any Controlled Group Member. The rules of Section 318(a) of the Code, without regard to the employee trust exception in Section 318(a)(2)(B)(i) of the Code, are used to calculate the ownership percentage. This definition is applicable at any time during either the one-year period ending on the date of sale of such stock to the ESOP, or on the date as of which Employer Stock is allocated to Participants."

IV. A new Section B6.05 of the Plan is added as follows:

"Section B6.05 Diversification Rights. At least three investment options other than Qualifying Securities shall be offered to Participants, which shall be diversified and have materially different risk and return characteristics. Participants shall have the opportunity to divestment and reinvestment at least quarterly as set forth in Treasury Regulation Section 1.401(a)(35)-1."

V. Section B7.02 of the Plan is amended by deleting it in its entirety and replacing it with the following:

“Section B7.02 Timing of Distributions. The distribution of the Vested portion of a Participant's ESOP Account will be made at the same time as his or her distribution under the Plan, as soon as possible after the election of distribution; provided that, if the Participant elects the distribution will begin no later than one year after the close of the Plan Year in which the Participant separates from service by reason of the attainment of Normal Retirement Age, Total Disability, or death and no later than the close of the fifth Plan Year following the Plan Year in which the Participant separates from service for any reason other than the attainment of Normal Retirement Age, Total Disability, or death.

VI. In all respects not amended, the Plan is hereby ratified and confirmed.

* * * * *

IN WITNESS WHEREOF, Huntington Ingalls Industries, Inc. has caused this amendment to be executed by its duly authorized representative on this 18th day of December, 2017.

HUNTINGTON INGALLS INDUSTRIES, INC.

By



William Ermatinger
Vice President and Chief Human Resources Officer

**FOURTH AMENDMENT
TO THE
HUNTINGTON INGALLS INDUSTRIES, INC.
NEWPORT NEWS OPERATIONS SAVINGS (401(K)) PLAN
FOR UNION ELIGIBLE EMPLOYEES**

This amendment to the October 1, 2015 restatement of the Huntington Ingalls Industries, Inc. Newport News Operations Savings (401(k)) Plan for Union Eligible Employees (the "Plan") is intended to give participants greater flexibility to manage their Plan account throughout retirement by providing a partial distribution option.

Effective as of July 1, 2019, the Plan is amended as follows:

I. Section 7.01(b) of the Plan is amended in its entirety to read as follows:

“(b) Form of Distributions. Distributions are made in a single payment in cash, except as provided in (1) and (2).

(1) ESOP. Interests in the Huntington Ingalls Industries Fund are distributed in accordance with the ESOP.

(2) Partial Distributions. A Participant may instruct the Committee to distribute a portion of his or her Vested Account under this Article.”

II. In all respects not amended, the Plan is hereby ratified and confirmed.

* * * * *

IN WITNESS WHEREOF, Huntington Ingalls Industries, Inc. has caused this amendment to be executed by its duly authorized representative on this 3rd day of June, 2019.

HUNTINGTON INGALLS INDUSTRIES, INC.

By



William Ermatinger
Executive Vice President and Chief Human Resources
Officer