

HUNTINGTON INGALLS INDUSTRIES, INC.  
Form DEFA14A  
March 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**HUNTINGTON INGALLS INDUSTRIES, INC.**

**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**Vote by Internet**

Go to [www.envisionreports.com/HII](http://www.envisionreports.com/HII)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Important Notice Regarding the Availability of Proxy Materials for the Huntington Ingalls Industries, Inc.**

**Annual Meeting of Stockholders to be Held on May 1, 2013 at 2:00 p.m. CDT**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual meeting of stockholders are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:**

**Easy Online Access A Convenient Way to View Proxy Materials and Vote**

**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to [www.envisionreports.com/HII](http://www.envisionreports.com/HII) to view the materials.

**Step 2:** Click on **Cast Your Vote or Request Materials**.

**Step 3:** Follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**

**Obtaining a Copy of the Proxy Materials** If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 21, 2013 to facilitate timely delivery.

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Huntington Ingalls Industries, Inc.'s Annual Meeting of Stockholders will be held on May 1, 2013, at The Grand Magnolia Ballroom & Suites, 3604 Magnolia Street, Pascagoula, Mississippi 39567, at 2:00 p.m. Central Daylight Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** the three director nominees and **FOR** Proposals 2 and 3:

1. Elect three directors: Robert F. Bruner, Artur G. Davis and Thomas B. Fargo.
2. Ratify the appointment of Deloitte & Touche LLP as our independent auditors for 2013.
3. Approve executive compensation on an advisory basis.

**PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.**

**Directions to the Huntington Ingalls Industries, Inc.**

**2013 Annual Meeting of Stockholders**

Directions to the Huntington Ingalls Industries, Inc. 2013 annual meeting are available in the proxy statement, which can be viewed at [www.envisionreports.com/HII](http://www.envisionreports.com/HII).

**Driving Directions**

**From points west (including Gulfport-Biloxi Regional Airport):**

From airport, turn **left** onto **Airport Road**, follow to end (approx. 1.5 miles); Turn **right** onto **Hwy 49 North**; Take **right** entrance ramp onto **I-10 East** towards Biloxi/Mobile (approx. 23 miles); Take **exit 57** to merge onto **MS Hwy 57 South** (right at bottom of ramp; approx. 3 miles); Turn **left** onto **Hwy 90 East** (approx. 10 miles); Turn **right** onto **Pascagoula Street**, then immediate **right** onto **Live Oak Avenue**; Grand Magnolia Ballroom is located on the corner of Live Oak Avenue and Magnolia Street.

**From points east (including Mobile Airport):**

From airport, turn **left** onto **Airport Blvd** (approx. 1 mile); Turn **right** onto **Schillinger Road South** (approx. 9 miles); Take **right** entrance ramp onto **I-10 West** towards Pascagoula/New Orleans (approx. 14 miles); Take **exit 75** onto **Franklin Creek Road South** (left at bottom of ramp; approx. 1/2 mile); **Right** onto **Hwy 90 West** (approx. 10 miles); **Left** onto **Market Street South**; First **right** onto **Live Oak Avenue** (approx. 1.5 miles); Grand Magnolia Ballroom is located on the corner of Live Oak Avenue and Magnolia Street.

**Here's how to order a copy of the proxy materials and select a future delivery preference:**

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

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**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials, you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- g **Internet** Go to [www.envisionreports.com/HII](http://www.envisionreports.com/HII). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- g **Email** Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with Proxy Materials Huntington Ingalls Industries, Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 21, 2013.

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