

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 10)

TENDER OFFER STATEMENT PURSUANT TO SECTION
14(D) (1) OF THE SECURITIES EXCHANGE ACT OF 1934

GRUMMAN CORPORATION

(NAME OF SUBJECT COMPANY)

NORTHROP ACQUISITION, INC.

(BIDDER)

Common Stock, \$1.00 par value per share
(Including the Associated Rights)

(TITLE OF CLASS OF SECURITIES)

40018110

(CUSIP NUMBER OF CLASS OF SECURITIES)

Richard R. Molleur, Esq.
Northrop Corporation
1840 Century Park East
Los Angeles, CA 90067
(310) 553-6262

COPY TO:

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Los Angeles, CA 90071
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(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

\$2,174,165,160.00

AMOUNT OF FILING FEE**

\$434,833.03

* For purposes of calculating fee only. Assumes purchase of 35,067,180 shares
of Common Stock, \$1.00 par value per share, of Grumman Corporation at \$62.00
per share.

** 1/50th of 1% of Transaction valuation.

[] CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY RULE 0-11(A) (2)
AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY PAID.

IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

Amount previously paid: Not Applicable

Filing party: Not Applicable

Form or registration no.: Not Applicable

Date filed: Not Applicable

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This Amendment No. 10 amends and supplements the Tender Offer Statement on Schedule 14D-1 dated March 14, 1994 (the "Schedule 14D-1"), of Northrop Acquisition, Inc. (the "Purchaser") and Northrop Corporation ("Northrop"), as amended, filed in connection with the Purchaser's offer to purchase all of the outstanding shares of Common Stock, par value \$1.00 per share, of Grumman Corporation, a New York corporation (the "Company"), and the associated preferred stock purchase rights, as set forth in the Schedule 14D-1, as amended (the "Offer").

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(c) (17) Press release, dated April 17, 1994.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 18, 1994

NORTHROP CORPORATION

/s/ Richard R. Molleur

Name: Richard R. Molleur

Title: Corporate Vice President

NORTHROP ACQUISITION, INC.

/s/ Richard R. Molleur

Name: Richard R. Molleur

Title: Vice President and Secretary

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EXHIBIT INDEX

EXHIBIT
NO.

DESCRIPTION

(c) (17) Press release, dated April 17, 1994.

NEWS

[LETTERHEAD OF NORTHROP]

FOR IMMEDIATE RELEASE

NORTHROP RECEIVED 93.4 PERCENT OF

GRUMMAN STOCK IN TENDER OFFER

LOS ANGELES -- April 17, 1994 -- Northrop Corporation announced today that the tender offer by its wholly owned Northrop Acquisition, Inc. subsidiary to purchase for cash all outstanding shares of Grumman Corporation's common stock (including the associated preferred stock purchase rights) at \$62 per share expired at midnight E.D.T. on Friday, April 15, 1994.

Northrop has been advised by the depository, Chemical Bank, that as of that time there had been tendered and not withdrawn 32,766,109 shares of Grumman common stock, representing approximately 93.4 percent of their outstanding shares on a fully diluted basis.

Having successfully received at least two thirds of the total number of outstanding shares, under New York law Northrop said it will move promptly to complete its acquisition of Grumman pursuant to the previously reported merger agreement of April 3, 1994. Following the acquisition, those shares of Grumman not tendered under the tender offer and still outstanding will be converted into the right to receive \$62 per share in cash.

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