

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 9)

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

COPY TO:

Karen E. Bertero, Esq.
Gibson, Dunn & Crutcher
333 South Grand Avenue
Los Angeles, CA 90071
(213) 229-7000

(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

This Amendment No. 9 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)(16) Summary newspaper advertisement, dated April 6, 1994.

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 6, 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

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
(c)(16)	Summary newspaper advertisement, dated April 6, 1994.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell Shares. The Offer is made solely by the Offer to Purchase dated March 14, 1994, the Supplement thereto dated April 5, 1994 and the related Letters of Transmittal, and is being made to all holders of Shares. The Purchaser is not aware of any state where the making of the Offer is prohibited by administrative or judicial action pursuant to any valid state statute. If the Purchaser becomes aware of any valid state statute prohibiting the making of the Offer or the acceptance of Shares pursuant thereto, the Purchaser will make a good faith effort to comply with any such state statute or seek to have such statute declared inapplicable to the Offer. If, after such good faith effort, the Purchaser cannot comply with any such state statute, the Offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of Shares in such state. In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of the Purchaser by Salomon Brothers Inc or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

NORTHROP ACQUISITION, INC.

A WHOLLY OWNED SUBSIDIARY

OF

NORTHROP CORPORATION

HAS AMENDED ITS TENDER OFFER TO INCREASE

THE CASH PRICE FOR

ALL OUTSTANDING SHARES OF COMMON STOCK

(Including the Associated Rights)

OF

GRUMMAN CORPORATION

TO

\$62.00 NET PER SHARE

On April 4, 1994, Northrop Acquisition, Inc. (the "Purchaser"), a wholly owned subsidiary of Northrop Corporation, a Delaware corporation ("Northrop"), amended its offer to purchase all outstanding shares of Common Stock, par value \$1.00 per share (including the associated Rights, as defined in the Offer to Purchase) (collectively, the "Shares"), of Grumman Corporation, a New York corporation (the "Company") to increase the consideration offered to \$62.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 14, 1994 (the "Offer to Purchase"), the Supplement to the Offer to Purchase dated April 5, 1994 (the "Supplement") and in the related Letters of Transmittal (which collectively constitute the "Offer"). SHARES PREVIOUSLY VALIDLY TENDERED TO THE PURCHASER AND NOT WITHDRAWN CONSTITUTE VALID TENDERS FOR PURPOSES OF THE OFFER. THEREFORE, HOLDERS OF SHARES WHO HAVE PREVIOUSLY VALIDLY TENDERED SHARES TO THE PURCHASER AND HAVE NOT WITHDRAWN SUCH TENDERS AND WHO WISH TO HAVE SUCH SHARES PURCHASED PURSUANT TO THE OFFER ARE NOT REQUIRED TO TAKE ANY FURTHER ACTION, EXCEPT AS MAY BE REQUIRED BY THE GUARANTEED DELIVERY PROCEDURE IF SUCH PROCEDURE WAS UTILIZED.

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT,

NEW YORK CITY TIME, ON FRIDAY, APRIL 15, 1994, UNLESS EXTENDED.

THE BOARD OF DIRECTORS OF THE COMPANY UNANIMOUSLY HAS DETERMINED THAT THE OFFER AND THE MERGER ARE FAIR TO, AND IN THE BEST INTERESTS OF, THE COMPANY AND ITS STOCKHOLDERS, HAS APPROVED THE OFFER AND THE MERGER AND RECOMMENDS THAT STOCKHOLDERS ACCEPT THE OFFER AND TENDER THEIR SHARES PURSUANT TO THE OFFER.

THE OFFER IS CONDITIONED UPON, AMONG OTHER THINGS, THERE BEING VALIDLY TENDERED AND NOT WITHDRAWN PRIOR TO THE EXPIRATION DATE THAT NUMBER OF SHARES REPRESENTING AT LEAST TWO-THIRDS OF THE TOTAL NUMBER OF OUTSTANDING SHARES OF THE COMPANY ON A FULLY DILUTED BASIS. THE OFFER IS ALSO SUBJECT TO CERTAIN

OTHER TERMS AND CONDITIONS AS SET FORTH IN THE OFFER TO PURCHASE.

THE OFFER IS NOT CONDITIONED UPON THE PURCHASER OBTAINING FINANCING.

The Offer is being made pursuant to an Agreement and Plan of Merger, dated as of April 3, 1994 (the "Merger Agreement"), among Northrop, the Purchaser and the Company. In accordance with the Merger Agreement, the Purchaser has amended the Offer as herein described. The Merger Agreement also provides that following the purchase of Shares pursuant to the Offer and the satisfaction of the other conditions set forth in the Merger Agreement and in accordance with relevant provisions of the New York Business Corporation Law, the Purchaser will be merged with and into the Company (the "Merger"). Following consummation of the Merger, the Company will continue as the surviving corporation and will be a wholly owned subsidiary of Northrop. At the effective time of the Merger, each Share issued and outstanding immediately prior thereto (other than Shares held by the Company as treasury stock or by any subsidiary of the Company or by Northrop, the Purchaser or any other subsidiary of Northrop and other than Shares held by a holder who has not voted in favor of the Merger or consented thereto in writing and who has demanded appraisal for such Shares in accordance with Section 623 of the New York Business Corporation Law) will be converted into the right to receive cash without interest in an amount equal to the price per share paid pursuant to the Offer.

For purposes of the Offer, the Purchaser will be deemed to have accepted for payment (and thereby purchased) validly tendered Shares when, as and if the Purchaser gives oral or written notice to the Depository (as defined in the Offer to Purchase) of the Purchaser's acceptance of such Shares for payment pursuant to the Offer. Payment for Shares so accepted for payment will be made by deposit of the purchase price with the Depository, which will act as agent for tendering stockholders for the purpose of receiving payment from the Purchaser and transmitting payment to validly tendering stockholders. In no circumstances will interest on the purchase price of Shares be paid by the Purchaser by reason of any delay in making payment. Payment for Shares purchased pursuant to the Offer will in all cases be made only after timely receipt by the Depository of certificates for such Shares, or timely confirmation of a book-entry transfer of such Shares into the Depository's account at one of the Book-Entry Transfer Facilities described in the Offer to Purchase pursuant to the procedures set forth in Section 2 of the Offer to Purchase, a properly completed and duly executed Letter of Transmittal (or facsimile thereof) or an Agent's Message (as defined in the Offer to Purchase) and any other documents required by the Letters of Transmittal. The Purchaser expressly reserves the right, in its sole discretion, at any time or from time to time, to extend the period of time during which the Offer is open and thereby delay acceptance for payment of, and the payment for, any Shares, by giving oral or written notice of such extension to the Depository. Any such extension will be followed as promptly as practicable by a public announcement thereof no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date. The term "Expiration Date" means 12:00 Midnight, New York City time, on Friday, April 15, 1994, unless and until the Purchaser, in its sole discretion, shall have extended the period of time for which the Offer is open, in which event the term "Expiration Date" shall mean the latest time and date at which the Offer, as so extended by the Purchaser, shall expire.

Tenders of Shares pursuant to the Offer will be irrevocable, except that Shares tendered pursuant to the Offer may be withdrawn at any time prior to the Expiration Date and, unless theretofore accepted for payment by the Purchaser pursuant to the Offer, may also be withdrawn on or after May 13, 1994. For a withdrawal to be effective, a written, telegraphic, telex or facsimile transmission notice of withdrawal must be timely received by the Depository at one of its addresses set forth on the back cover of the Offer to Purchase. Any notice of withdrawal must specify the name of the person who tendered the Shares to be withdrawn, the number of Shares to be withdrawn and the name in which certificates representing the Shares are registered, if different from that of the person who tendered the Shares. If certificates for Shares to be withdrawn have been delivered or otherwise identified to the Depository, the serial numbers shown on the particular certificates evidencing such Shares to be withdrawn must also be furnished to the Depository prior to the physical release of the Shares to be withdrawn, together with a signed notice of withdrawal with signatures guaranteed by an Eligible Institution (as defined in Section 2 of the Offer to Purchase), except, with respect to signature guarantees, in the case of Shares tendered by an Eligible Institution. If Shares have been delivered pursuant to the procedure for book-entry transfer as set forth in Section 2 of the Offer to Purchase, any notice of withdrawal must specify the name and number of the account at the appropriate Book-Entry Transfer Facility to be credited with such withdrawn Shares and must otherwise comply with such Book-Entry Transfer Facility's procedures. All questions as to the form and validity (including time of receipt) of notices of withdrawal will be determined by the Purchaser in its sole discretion, whose determination will be final and binding.

THE OFFER TO PURCHASE, THE SUPPLEMENT AND THE RELATED LETTERS OF TRANSMITTAL CONTAIN IMPORTANT INFORMATION WHICH STOCKHOLDERS SHOULD READ BEFORE MAKING ANY DECISION WITH RESPECT TO THE OFFER.

Requests for copies of the Offer to Purchase, the Supplement, the Letters of Transmittal and other tender offer materials may be directed to the Information Agent or the Dealer Manager as set forth below, and copies will be furnished promptly at the Purchaser's expense.

The Information Agent for the Offer is:

[LOGO OF GEORGESON & COMPANY INC.]

Wall Street Plaza

New York, New York 10005

(213) 509-6240 (collect)

Banks and Brokers call (212) 440-9800

CALL TOLL FREE 1-800-223-2064

The Dealer Manager for the Offer is:

SALOMON BROTHERS INC

Seven World Trade Center

New York, New York 10048

(212) 783-7769

(Call Collect)

April 6, 1994